

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 1058  
**COMPANY NAME** : Manulife Holdings Berhad  
**FINANCIAL YEAR** : December 31, 2022

## 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 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.*

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("<b>Board</b>") 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"><li>1. Reviewing and adopting a strategic plan for the Company.</li><li>2. Overseeing the conduct of the Company's business to determine whether the business is being properly managed.</li><li>3. Identifying principal risks, setting of risk appetites, and ensuring the implementation of appropriate internal controls and mitigation measures.</li><li>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.</li><li>5. Overseeing the development and implementation of shareholder communications policy for the Company.</li><li>6. Reviewing the adequacy and the integrity of the Company's management information and internal control systems.</li></ol> <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"> <li>1. Strategic/business plans and annual budget.</li> <li>2. New investments, divestments, mergers and acquisitions, and corporate restructuring, including the establishment of subsidiaries, joint ventures or strategic alliances both locally and abroad.</li> <li>3. Acquisition and disposal of significant assets of the Company.</li> <li>4. Annual financial statements and the quarterly financial results prior to release to Bursa Malaysia Securities Berhad.</li> <li>5. Appointment of new Directors, Group Managing Director (“MD”)/Group Chief Executive Officer (“GCEO”), and other senior management positions based on recommendations of the Group Nominating/Remuneration Committee (“NRC”).</li> <li>6. Related party transactions and capital financing.</li> </ol>
<b>Explanation for departure</b>	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:
<b>Timeframe</b>	:

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board (“<b>Chairman</b>”) 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"> <li>1. The smooth functioning of the Board, the governance structure and inculcating positive culture in the Board.</li> <li>2. Guidelines and procedures are in place to govern the Board’s operations and conduct.</li> <li>3. All relevant issues are on agenda for Board meeting and all Directors are able to participate in the Board activities.</li> <li>4. The Board debates strategic and critical issues.</li> <li>5. Avenues are provided for all Directors to participate openly in the discussion.</li> <li>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.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	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 and the CEO of the Company is provided in the Board Charter published on the Company's website at <a href="http://www.manulife.com.my">www.manulife.com.my</a> .	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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

<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>	
<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	:
<b>Explanation for departure</b>	: <p>During the financial year ended 31 December 2022, the Chairman, Dato' Dr. Zaha Rina binti Zahari was also a Chairman and member of the Group NRC.</p> <p>The Board is fully aware of having the same person assuming the positions of the Chairman and chairman of the Group NRC would give rise to the risk of self-review and may impair the objectivity of the Chairman and the Board when deliberating on the observations and recommendations put forth by the Group NRC. The Chairman, Dato' Dr. Zaha Rina binti Zahari will cease to be both Chairman and a member of the Group NRC on 1 April 2023. She will be succeeded by Mr. Renzo Christopher Viegas who will be redesignated as the chairman of the Group NRC on 1 April 2023.</p> <p>During Dato' Dr. Zaha Rina binti Zahari's tenure as the Chairman and member of Group NRC, Dato' Dr. Zaha Rina binti Zahari had observed a high level of governance and abstained from all deliberations and voting for matters she has an interest in to ensure that there is a proper check and balance as well as objective review by the Board.</p> <p>In an 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 the majority of the members are Independent Non-Executive Directors throughout the period when the Chairman is chairing the Group NRC meeting. Dato' Dr. Zaha Rina binti Zahari had led the necessary discussion on performance evaluation as well as succession planning but did not participate in or chair any of the discussions involving the appointment of a successor to the chairmanship and her role as the Chairman or chairman of the Group NRC.</p>

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	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.

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



## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<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 the collation of relevant information and details, some parts of the Board meeting materials can end up being furnished to the Board in 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 Committees meetings are circulated to the Board to ensure that the minutes of meetings accurately reflect the deliberations and decisions of the Board/Board Committees, including whether any Director/member of the Committees abstained from voting or deliberating on a particular matter before they are confirmed and adopted by the members of the Board/Board Committees at the respective meetings.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<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>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<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 to the same.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Company is in the process of developing its sustainability strategy, priorities and targets in accordance with its inaugural stakeholder engagement and materiality assessment (“SEMA”) and the Global Impact Agenda.	
		The Company will complete the 2 <sup>nd</sup> phase of our SEMA to engage other key stakeholder groups (customers and shareholders) in order to obtain a holistic view of the Company’s most material matters, which would ultimately help to define its ESG strategies, priorities and targets. Subsequently, meaningful engagements with internal and external stakeholders will continue periodically to ensure optimum understanding and management of the Company’s sustainability risks and opportunities. Moving forward, the Company may also consider conducting a comprehensive carbon footprint assessment to set science-based emissions reductions targets. The Company has established its ESG Committee to strategically manage its material matters.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The sustainability strategy, priorities and targets are being developed. The Company aims to complete the 2<sup>nd</sup> phase of SEMA to engage other key stakeholder groups (customers and shareholders) in order to gain a holistic view of the Company's most material matters, which would ultimately help to define its Environmental, Social and Governance ("ESG") strategies, priorities and targets. Subsequently, meaningful engagements with internal and external stakeholders will continue periodically to ensure optimum understanding and management of the Company's sustainability risks and opportunities.</p> <p>All ESG-related initiatives undertaken for the year 2022 are disclosed within the Sustainability Statement of the 2022 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 of 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. Looking ahead, whilst shareholders are engaged primarily through the Annual General Meetings of the Company, the Company's Sustainability Statement should also be circulated internally to all staff so that they too can be part of the Company's sustainability journey.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board is informed about the Company's sustainability risks and opportunities, as well as changes to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (" <b>Listing Requirements</b> "), which are relevant to the Company on corporate disclosures and compliances including sustainability issues and reporting.  In addition, the Board is also aware of the responsibility to maintain its continuing professional development in order to stay abreast of emerging ESG-related topics that are relevant to the business; of which, suitable training is currently in the process of being organised. The details of ESG-related training/conference/seminar attended by the Board are disclosed in the Annual Report.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	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 key performance indicators have not been incorporated into the Board and senior management's scorecard.	
		The Company is presently undertaking SEMA with the aim 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>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	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.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group NRC reviews the effectiveness of the Board as a whole as well as the performance of the Directors and the tenure of service of each Director on an annual basis taking into consideration of the Board effectiveness evaluation, competency gap, diversity, tenure length of the Directors and the time commitment of the Directors.</p> <p>The annual re-election of retiring Directors has also been contingent on a satisfactory evaluation of the retiring Directors' performance and contributions to the Board during the past year taking into consideration of the fit and proper criteria as set out in the Fit and Proper Policy.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

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

### 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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>As of 31 December 2022, Dato' Dr. Zaha Rina Binti Zahari, the Independent Non-Executive Chairman of the Board who was appointed on 12 December 2012 has served beyond nine (9) years in her capacity as an Independent Non-Executive Director.</p> <p>The Board is mindful that the tenure of an Independent Non-Executive Director should not exceed a cumulative term of nine (9) years.</p> <p>The Board is of the view that the tenure of service should not be solely used to measure the ability of the long-serving Independent Non-Executive Directors to remain independent and to discharge their duties with integrity and competency.</p> <p>Nevertheless, the Board initiates an annual assessment on the independence of each of the Independent Non-Executive Directors via the Declaration of Compliance to be made and completed by all Independent Non-Executive Directors based on a set of criteria as per the Companies Act 2016 and Practice Note 13 of the Listing Requirements and adopted by the Group NRC.</p> <p>Dato' Dr. Zaha Rina binti Zahari fulfils the definition of independent directors under the Listing Requirements, as well as the twelve (12)-year tenure limit for independent directors under the enhanced Listing Requirements.</p>
		<p>The Group NRC and the Board have assessed the independence of Dato' Dr. Zaha Rina binti Zahari who has served as an Independent Non-Executive Director for more than nine (9) years and recommended the retention of Dato' Dr. Zaha Rina binti Zahari as an Independent Non-Executive Director to the shareholders for approval at the forthcoming Forty-Seventh Annual General Meeting of the</p>

	Company. However, the Board will not be seeking shareholders' approval through a two-tier voting process as recommended by the Malaysian Code on Corporate Governance.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	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 5.4 - 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.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board promotes and welcomes diversity and gender mix in the Board and senior management. The Group NRC is responsible for identifying and nominating suitable candidates for appointment to the Board for approval, either to fill vacancies or as an 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 must be 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 building and maintaining senior leadership bench strength. Diversity at the key senior management level is also taken into consideration.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Group NRC is responsible for identifying and nominating suitable candidates for appointment to the Board for approval, either to fill vacancies or as an addition to meeting the changing needs of the Company. In identifying candidates for appointment of Directors, the Group NRC engages organisations such as the Institute of Corporate Directors Malaysia (ICDM) (formerly known as MINDA) and recruitment firms.  For the year 2022, there were no new Directors appointed to the Board.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Information to aid shareholders in deciding the re-election of Dato' Dr. Zaha Rina binti Zahari and Mr. Matthew Edward Lawrence who had presented themselves for re-election at the Annual General Meeting of the Company held in year 2022 as well as the statement as to whether the Board supports their re-election were included in the Notice of Forty-Sixth Annual General Meeting of the Company.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the financial year ended 31 December 2022, the Group NRC was chaired by Dato' Dr. Zaha Rina binti Zahari, who is an Independent Non-Executive Director of the Company.</p> <p>Dato' Dr. Zaha Rina binti Zahari will cease to be a Chairman and a member of the Group NRC on 1 April 2023. She will be succeeded by Mr. Renzo Christopher Viegas, an Independent Non-Executive Director on 1 April 2023 who is redesignated as chairman of the Group NRC.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board comprises at least 30% women Directors.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors (“<b>Board</b>”) of the Company acknowledges and values the many benefits that flow from a board and workforce comprised of diverse individuals. The Board recognises the importance of, and is committed to fostering, diversity.</p> <p>The Company has continued to maintain more than 30% representation of women on the Board since year 2020. Currently 60% of the Board comprises women director.</p> <p>The composition of Manulife’s workforce also reflects the Company’s emphasis on gender diversity. At Manulife, more than half of the employees are women. Please refer to our disclosures relating to diversity, equity and inclusion (DEI) in Sustainability Statement.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Board undertakes a formal and objective evaluation to determine the effectiveness of the Board, its Committees, and Directors annually.</p> <p>The result of the assessment will be shared with the Chairman and/or Group NRC for deliberation. The result will be used as a basis to work on areas which require improvements and to enhance the Board’s effectiveness.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	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 the 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>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Group NRC implements the compensation policies and procedures of the staff and the Board, and reviews and recommends matters relating to the remuneration of the Board and senior management. The Group NRC is governed by its terms of reference which outlines its authority and duties and these terms are published on the Company's website.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### **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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The disclosures on the named basis for the remuneration of individual Directors and the breakdown of the remuneration of individual Directors including fees, salary, bonus, benefits-in-kind and other emoluments are set out in the Company's Annual Report. The details of the remuneration of the Directors for the financial year ended 31 December 2022 are 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	129	-	-	-	-	-	129	209	-	-	-	-	-	209
2	Vibha Hamsi Coburn	Executive Director	-	48	558	353	-	205	1164	-	239	2789	1765	-	1026	5819
3	Vijayam A/P Nadarajah	Independent Director	97	-	-	-	-	-	97	198	-	-	-	-	-	198
4	Renzo Christopher Viegas	Independent Director	97	-	-	-	-	-	97	198	-	-	-	-	-	198
5	Matthew Edward Lawrence	Non-Executive Non-Independent Director	74	-	-	-	-	-	74	74	-	-	-	-	-	74
6	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
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

### 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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board is of the opinion that such disclosure would not be in the best interest of the Group due to confidentiality, as well as 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 is 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 earns 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>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	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.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

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.

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

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Group AC’s terms of reference states that no former partner of the external auditors of the Company will be appointed as a member of the Group AC before observing a cooling-off period of at least three (3) years.</p> <p>None of the members of Group AC were the former partners of the external audit firm of the Company.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Group AC applies the best practice of ensuring a full assessment to ensure the suitability, objectivity and independence of the external auditors in recommending the appointment or reappointment of the external auditors to the Board.</p> <p>In relation to the re-appointment of Ernst &amp; Young PLT (“EY”) as the Company’s external auditors for the financial year ending 31 December 2023, the Board had at its meeting held in February 2023, 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>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**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.

<b>Application</b> :	Not Adopted
<b>Explanation on adoption of the practice</b> :	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group 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 that 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. 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 third member of Group AC, Mr. Matthew Edward Lawrence is a member and Fellow of the Institute of Chartered Accountants in England and Wales.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
------------------	---	--	--

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board 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 AC and Group Risk Management Committee in overseeing the adequacy and effectiveness of the Company’s risk management and internal control processes.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	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 with the adequacy and effectiveness of the framework and regularly reviews the adequacy and integrity of these systems.  The Statement on Risk Management and Internal Controls which provides an overview of the state of internal control within the Company is set out in the Company's 2022 Annual Report.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The majority of the members of the Group Risk Management Committee are Independent Non-Executive Directors. The members are as follows:</p> <ol style="list-style-type: none"><li>1. Mrs. Vijayam A/P Nadarajah, Chairman, Independent Non-Executive Director;</li><li>2. Mr. Renzo Christopher Viegas, Member, Independent Non-Executive Director; and</li><li>3. Mr. Matthew Edward Lawrence, Member, Non-Independent Non-Executive Director.</li></ol>

## 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The internal audit function is performed by an Internal Audit Department (“IAD”). IAD reports directly to the Group 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 the progress of the annual audit plan.</p> <p>Annually, the Group AC also reviews and approves the annual audit plan and budget, revision to the 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>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

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



## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<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 the publication of an Annual Report and quarterly financial results, announcements and disclosures to Bursa Malaysia Securities Berhad, and press releases. The Company also conducts briefings for fund managers and analysts from time to time to update them on the Company's progress towards meeting its business objective.</p> <p><b>Annual Report</b> 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 shareholders, great emphasis has been placed to ensure the contents of the Annual Report are accurate. Shareholders have access to the Annual Report and may also request a hard copy if they wish to. The Company's 2022 Annual Report is published on its website at <a href="http://www.manulife.com.my">www.manulife.com.my</a>.</p> <p><b>Announcements and Disclosures to Bursa Malaysia Securities Berhad</b> Announcements 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><b>Press Release</b> 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><b>Annual General Meeting</b> The Annual General Meeting of the Company provides a forum for</p>

	<p>dialogue and interaction between the Board and shareholders. At the Annual General Meeting of the Company, a brief overview of the Company's annual operating and financial performance will be presented by the Group CEO, followed by a question-and-answer session where shareholders are given the 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 Annual General Meeting of the Company. 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><b>Explanation for departure</b></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><b>Measure</b></p>		
<p><b>Timeframe</b></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.

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

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company dispatches the Notice of its Annual General Meeting to the shareholders at least twenty-eight (28) days before the Annual General Meeting of the Company. The Notice of Annual General Meeting of the Company is also published in a nationally circulated newspaper and on the Company's website at <a href="http://www.manulife.com.my">www.manulife.com.my</a>.</p> <p>The Notice of Forty-Sixth Annual General Meeting of the Company held on 10 June 2022 was issued on 29 April 2022. All relevant information relevant to the resolutions proposed for shareholders' approval have been included in the aforesaid Notice to enable shareholders to make informed decisions in exercising their voting rights.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All Directors including the members of the Group AC, Group NRC and Group Risk Management Committee attended and participated in the Forty-Sixth Annual General Meeting of the Company held on 10 June 2022. The aforesaid Annual General Meeting was also attended by the senior management of the Company. The presence of all Directors provided opportunities for the shareholders/corporate representatives/proxies to engage with each Director and also allowed the shareholders/corporate representatives/proxies to raise questions and concerns directly to those responsible.</p> <p>The proceedings of the Annual General Meeting of the Company are recorded in the minutes of the meeting and published on the Company's website at <a href="http://www.manulife.com.my">www.manulife.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company had leverage on technology to facilitate electronic voting and remote participation in its Forty-Sixth Annual General Meeting held on 10 June 2022. The aforesaid Annual General Meeting was conducted via live stream webcast and online remote voting using remote participation and electronic voting facilities.</p> <p>The entire Annual General Meeting proceedings and poll voting were conducted entirely through the Securities Services e-Portal. The Administrative Guide with detailed registration and voting procedures was shared with the shareholders and the same was also published on the Company's website.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Company's Annual General Meeting 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 Annual General Meeting of the Company, a brief overview of the Company's annual operating and financial performance was presented by the Group CEO, followed by a question-and-answer session where shareholders were given the 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 Annual General Meeting of the Company. The proceedings of the Annual General Meeting of the Company are recorded in the minutes of the meeting and disclosed on the website of the Company at <a href="http://www.manulife.com.my">www.manulife.com.my</a> .
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

## 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>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	The Securities Commission Malaysia had stipulated that shareholders, corporate representatives and proxies could rely on the real-time submission of typed texts to exercise their rights to speak or communicate in a virtual meeting. During the Forty-Sixth Annual General Meeting of the Company, shareholders, corporate representatives 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, corporate representatives and proxies were able to submit their questions electronically through the platform before and during the Annual General Meeting of the Company. 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 a reply once only. The entire Annual General Meeting proceedings and poll voting were conducted entirely through the Securities Services e-Portal, which was the same portal used the year before.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	



**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>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Minutes of the general meeting was published on our website at <a href="http://www.manulife.com.my">www.manulife.com.my</a> within thirty (30) business days after the general meeting.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.*

Click or tap here to enter text.

