

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fiftieth Annual General Meeting of Manulife Holdings Berhad (“**the Company**”) will be held at Banquet Hall, Level 1, Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan, Malaysia (“**Meeting Venue**”) on Wednesday, 10 June 2026 at 2:30 p.m. for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 and the Reports of the Directors and Auditors thereon.
2. To approve the declaration of a First and Final Single-Tier Dividend of 9.0 sen per share for the financial year ended 31 December 2025. **(Resolution 1)**
3. To re-elect Mr. Renzo Christopher Viegas who retires pursuant to Clause 123 of the Company’s Constitution. **(Resolution 2)**
4. To re-elect the following Directors who retire pursuant to Clause 106 of the Company’s Constitution:
(a) Mr. Rishi Srivastava; and **(Resolution 3)**
(b) Dato’ Khalid Bin Abdol Rahman. **(Resolution 4)**
5. To approve the payment of additional Directors’ fees for the period from 1 January 2026 until 10 June 2026, arising from the revision of Directors’ fees with effect from 1 January 2026, to the following Directors:
(a) Mr. Renzo Christopher Viegas, Chairman, Independent Non-Executive Director; **(Resolution 5)**
(b) Mrs. Vijayam A/P Nadarajah, Independent Non-Executive Director; **(Resolution 6)**
(c) Dato’ Khalid Bin Abdol Rahman, Independent Non-Executive Director; and **(Resolution 7)**
(d) Mr. Rishi Srivastava, Non-Independent Non-Executive Director. **(Resolution 8)**
6. To approve the payment of Directors’ fees for the period from 11 June 2026 until the next Annual General Meeting of the Company to be held in year 2027:
(a) Mr. Renzo Christopher Viegas, Chairman, Independent Non-Executive Director; **(Resolution 9)**
(b) Mrs. Vijayam A/P Nadarajah, Independent Non-Executive Director; **(Resolution 10)**
(c) Dato’ Khalid Bin Abdol Rahman, Independent Non-Executive Director; **(Resolution 11)**
(d) Mr. Rishi Srivastava, Non-Independent Non-Executive Director; and **(Resolution 12)**
(e) such person(s) to be appointed as Non-Executive Director(s) of the Company. **(Resolution 13)**
7. To approve the payment of Directors’ benefits of up to an amount of RM100,000.00 from 11 June 2026 until the next Annual General Meeting of the Company to be held in year 2027. **(Resolution 14)**
8. To re-appoint Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **(Resolution 15)**

AS SPECIAL BUSINESS

9. To consider and if thought fit, with or without modifications, to pass the following resolutions: **(Resolution 16)**
 - (a) **ORDINARY RESOLUTION 1**
- 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 ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT pursuant to Section 85 of the Act to be read together with Clause 58 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act;

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;

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

(b) **ORDINARY RESOLUTION 2** (Resolution 17)
- **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 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 30 April 2026 with the related parties mentioned therein provided that 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 THAT the authority conferred by such mandate shall commence immediately upon the passing of this resolution and continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the Fiftieth AGM 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 18)
- **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**

"**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 11 June 2025, 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 pursuant to Section 85 of the Act to be read together with Clause 58 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered New Shares ranking equally to the existing issued shares arising from the DRP;

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."

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

By Order of the Board

CYNTHIA GLORIA LOUIS (SSM PC NO. 201908003061) (MAICSA 7008306)
CHEW MEI LING (SSM PC NO. 201908003178) (MAICSA 7019175)

Company Secretaries

Kuala Lumpur
Dated: 30 April 2026

NOTES:

1. The Fiftieth AGM of the Company will be held physically at the Meeting Venue.
2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 June 2026 shall be eligible to attend the Meeting.
3. A member, who is entitled to attend, speak and vote at the Meeting, is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
4. A proxy may but does not need to be a member of the Company. 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. 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. The instrument appointing a proxy and the power of attorney or a certified copy thereof 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 or lodged electronically via email at info@sshb.com.my not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

Any notice of termination of authority to act as proxy must 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 or submitted via email to info@sshb.com.my not less than forty-eight (48) hours before the time stipulated for holding the Meeting or any adjournment thereof.

7. The Annual Report 2025 and other accompanying documents are available online on the Company website at www.manulife.com.my. The Notification to Shareholders will be sent by electronic email to shareholders who have maintained e-mail addresses in the Record of Depositors with Bursa Malaysia Depository Sdn. Bhd. Please be advised that any request for hard copies of the Annual Report will be processed and forwarded to the requesting shareholders at the first reasonable opportunity.
8. All resolutions set out in this notice of meeting are to be voted by poll.

EXPLANATORY NOTES TO THE AGM RESOLUTIONS

(1) Resolution 1 – 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.

(2) Resolutions 2 to 4 – Re-election of Directors retiring pursuant to Clause 123 and Clause 106 of the Company's Constitution

The Board of Directors maintained its view on the assessment of the fitness and propriety of Mr. Renzo Christopher Viegas, Mr. Rishi Srivastava and Dato' Khalid Bin Abdol Rahman, as carried out in Q4 2025. The Board is satisfied that they meet, and will continue to meet, the required standards of integrity, competence and capability, and is confident in their ability to fulfil the expectations of the Board in discharging their duties and responsibilities. Accordingly, the Board recommends the retiring Directors for re-election. The profiles of the retiring Directors are set out in the Company's Annual Report 2025.

(3) Resolutions 5 to 14 – Non-Executive Directors' Remuneration

The Board recommends that the existing Directors' Fees, for the period commencing from 1 January 2026 until the next AGM of the Company, be revised as follows:

		As approved at the 49th AGM¹	New Approval to be sought at the 50th AGM
Chairman of the Board	:	RM26,562.50 per quarter	RM30,575.00 per quarter
Each Independent Non-Executive Director	:	RM21,875.00 per quarter	RM24,930.00 per quarter ²
Each Non-Independent Non-Executive Director	:	RM18,375.00 per quarter	RM19,110.00 per quarter

1 The amount paid per quarter is computed without taking into consideration the additional RM5,000 paid to the Independent Non Executive Directors and the Chairman for attending the Board Strategy Day meeting. It also excludes the additional RM1,000 paid per quarter to each Committee Chairman.

2 The amount to be paid per quarter includes the additional RM1,000 paid per quarter to each Committee Chairman. A Director who chairs two Board Committees will receive RM24,930 per quarter, and one who chairs one Board Committee will receive RM23,930. The amount payable will be lower for Directors who do not serve on any Board Committee.

The amounts approved at the last AGM and the proposed payments of benefits to the Non-Executive Directors at the Fiftieth AGM remain unchanged. Independent Non-Executive Directors and the Chairman will be paid RM5,000 for each Board Strategy Day they attend. In addition, Board Committee Chairs will be paid RM1,200 for each pre-meeting attended.

(4) Resolution 16 – 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 Fiftieth Annual General Meeting of the Company (“**General Mandate**”). The Company had been granted a general mandate by its shareholders at the Forty-Ninth Annual General Meeting of the Company held on 11 June 2025 (hereinafter referred to as the “**Previous Mandate**”). The Previous Mandate granted by the shareholders had not been utilised and hence, no proceeds were raised therefrom.

The purpose to seek the General Mandate is to provide flexibility to the Company for allotment of shares for any possible fundraising activities in an expeditious manner for the purpose of funding investment(s), working capital and/or acquisition(s).

(5) Resolution 17 – Proposed renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature (“Recurrent Related Party Transactions”)

The proposed Resolution 17, if approved, 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. The shareholders’ mandate is subject to annual renewal.

(6) Resolution 18 – Proposed renewal of Dividend Reinvestment Plan (“DRP”) authority

The proposed Resolution 18, if approved, will give authority to the Board to allot and issue new ordinary shares in the Company 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 Meeting of the Company on an annual basis, where applicable.