

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth Annual General Meeting of the Company will be held on a fully virtual basis at the Broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Friday, 26 June 2020 at 3:00 p.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon.
2. To approve the declaration of a First and Final Single-Tier Dividend of 7.0 sen per share for the financial year ended 31 December 2019. **(Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Clause 123 of the Company's Constitution:- **(Resolution 2)**
(a) Dato' Dr. Zaha Rina binti Zahari; and **(Resolution 3)**
(b) Mr. Lim Hun Soon @ David Lim.
4. To re-elect Mr. Matthew Edward Lawrence who retires pursuant to Clause 106 of the Company's Constitution. **(Resolution 4)**
5. To approve the payment of Directors' fees of RM427,000.00 for the financial year ended 31 December 2019. **(Resolution 5)**
6. To approve the payment of Directors' fees of RM662,000.00 from 1 January 2020 until the next Annual General Meeting of the Company to be held in year 2021 payable quarterly in arrears after each quarter of completed service of the Directors of the Company. **(Resolution 6)**
7. To approve the payment of Directors' benefits of up to an amount of RM100,000.00 from 27 June 2020 until the next Annual General Meeting of the Company to be held in year 2021. **(Resolution 7)**
8. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

9. To consider and if thought fit, with or without modifications, to pass the following resolutions:- **(Resolution 9)**
 - (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;

AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities; **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- **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 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 27 May 2020 with the related parties mentioned therein **PROVIDED THAT:-**

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

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

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

whichever is the earlier;

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

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

By Order of the Board

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

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

Company Secretaries

Kuala Lumpur

Dated: 27 May 2020

NOTES:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2020 shall be eligible to attend the Meeting.
2. Pursuant to Clauses 96(b) and (c) of the Company's Constitution, a member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company and a member entitled to attend and vote at the Meeting may appoint any person to be his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.

As guided by the Securities Commission's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and subsequently revised on 14 May 2020, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshsb.com.my during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.

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

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshsb.net.my/>. All resolutions set out in this notice of meeting are to be voted by poll.

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

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

7. The Board wishes to highlight that the Meeting may be re-scheduled and/or postponed in view of the current COVID-19 outbreak and the Malaysia Government’s announcements or guidelines made from time to time. Please rest assured that all members/proxies including attendees shall be kept informed in the event any unexpected changes.

EXPLANATORY NOTE ON DIVIDEND PAYMENT

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

EXPLANATORY NOTE ON SPECIAL BUSINESS

(1) DIRECTORS’ FEES

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

Independent Non-Executive Chairman	: RM30,687.50 per quarter
Independent Non-Executive Directors	: RM61,210.25 per quarter
Non-Independent Non-Executive Directors	: RM18,375.00 per quarter

(2) AUTHORITY TO ISSUE SHARES

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the Forty-Fourth Annual General Meeting of the Company (hereinafter referred to as the “**General Mandate**”). The Company had been granted a general mandate by its shareholders at the Forty-Third Annual General Meeting of the Company held on 31 May 2019 (hereinafter referred to as the “**Previous Mandate**”).

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

The purpose to seek the General Mandate is to provide flexibility to the Company for allotment of shares for any possible fund-raising activities for the purpose of funding working capital without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

(3) PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The proposed adoption of Resolution 10 is to renew the Shareholders’ Mandate for recurrent related party transactions of a revenue or trading nature (“**Recurrent Related Party Transactions**”) granted by the shareholders of the Company at the Forty-Third Annual General Meeting of the Company held on 31 May 2019 (“**Renewal of Shareholders’ Mandate**”). The Renewal of Shareholders’ Mandate will enable the Company and its subsidiary companies (“**the Group**”) to enter into the Recurrent Related Party Transactions which are necessary for the Group’s day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

ADMINISTRATIVE GUIDE

44th Annual General Meeting (“AGM”) of Manulife Holdings Berhad (“the Company”)

Date	: 26 June 2020 (Friday)
Time	: 3.00 p.m.
Broadcast Venue	: Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan

1. Coronavirus Disease (COVID-19) Outbreak

In view of the COVID-19 outbreak, the Company wishes to inform you that the AGM of the Company will be conducted solely through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities and we strongly encourage our shareholders to use the RPV facilities to participate and vote remotely at the AGM of the Company.

With the RPV, you may exercise your right as a member of the Company to participate and vote at the 44th AGM of the Company. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 44th AGM of the Company. Details of the procedures for RPV are set out below.

2. Annual Report 2019 and Circular to Shareholders

- The Annual Report 2019 and Circulars to Shareholders in relation to the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Circular to Shareholders”) are available for download on our Company’s website at www.manulife.com.my.
- Please note that printed copies of the following documents will be available only upon request:
 - Annual Report 2019
 - Circular to Shareholders
- There will be no distribution of physical copies of the Annual Report 2019 or other documents at the AGM broadcast venue.
- You may submit your request for a printed copy of the above by completing the attached Request Form and either send by post or email to our Company’s Share Registrar, Securities Services (Holdings) Sdn. Bhd. at info@sshsb.com.my or log on to the website of our Share Registrar as follows:
 1. Please visit <https://www.sshsb.com.my/new/requestarep.aspx>.
 2. Please type “Manulife Holdings Berhad” and complete the on-line request form.
 3. Click “Send” to submit your request.

The printed copy of the Annual Report 2019 or Circular to Shareholders will be despatched to you by ordinary post within four (4) market days from the date of receipt of your request.

*There may be delays in Annual Report 2019 or Circular to Shareholders delivery by ordinary post and responses to queries by mail.

3. Entitlement to Attend and Vote

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2020 shall be eligible to attend the Meeting.
- A member is entitled to appoint a proxy/proxies to attend and vote in his/her stead by submitting the Proxy Form in accordance with the notes and instructions as set out in the Notice of the 44th AGM/Proxy Form which is included in the Annual Report 2019.
- The instrument appointing a 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 not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. Alternatively, you may submit your Proxy Form electronically via the **Securities Services e-Portal**.
- If you wish to attend the Meeting yourself, please do not submit any Proxy Form. You will not be allowed to attend the Meeting together with a proxy/proxies appointed by you.

4. Poll Voting

- Pursuant to Paragraph 8.29 (A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions as set out in the Notice of 44th AGM of the Company will be put to vote by poll.
- The polling processes shall be managed by the SS E Solutions Sdn. Bhd. (“SSES”) and independent scrutineers shall be appointed to verify and validate the results of the poll of the AGM of the Company.
- Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 44th AGM of the Company at 3.00 p.m. and before the end of the voting session which will be announced by the Chairman of the Meeting. Upon completion of the voting session for the 44th AGM of the Company, the scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

5. Remote Participation and Voting (“RPV”)

INTRODUCTION

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Attend and participate at meetings remotely via live streaming
- Vote online remotely on resolutions tabled at meetings

(referred to as “e-Services”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by the Company and is by no means a guarantee of availability of use, unless SSES is so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Mr. Yeow Lip Lin (DID: +603 2084 9006) or Mr. Tan Hor Seng (DID: +603 2084 9165) or Puan Nurhayati Ang (DID: +603 2084 9162) or Ms Yuli Chew Lai Peng (DID: +603 2084 9008) or contact the general line (DID: +603 2084 9000) and request for e-Services Assistance. Alternatively, you may email SSES at eservices@sshb.com.my.

BEFORE THE MEETING

(i) Register as a User of Securities Services e-Portal

ALL USERS MUST REGISTER AT LEAST TWO (2) WORKING DAYS BEFORE THE CLOSING OF PROXY FORM SUBMISSION OR REGISTRATION FOR REMOTE PARTICIPATION AT MEETING ONLINE I.E., BY 22 JUNE 2020, AS ONE (1) WORKING DAY IS REQUIRED TO PROCESS ALL PORTAL USER REGISTRATIONS.

- Step 1 Visit <https://www.sshsb.net.my/login.aspx>
Step 2 Register as a user - registration is free
Step 3 Wait for our notification email that will be sent within one (1) working day
Step 4 Verify your user account within seven (7) days of the notification email and log in

Note: This is a ONE-TIME registration. If you are already a registered user of Securities Services e-Portal, you need not register again. Your email address is your User ID.

(ii) Once you have successfully registered as a User of Securities Services e-Portal, log in to <https://www.sshsb.net.my/login.aspx> with your registered email and password

Where you wish to participate remotely at the meeting	Where you wish to appoint proxy(ies) to participate remotely on your behalf
Register for remote participation at the meeting [Refer to (A) below]	Submit your e-Proxy Form online [Refer to (B) below] (or you may also submit the hard copy Form of Proxy)

(A) REGISTRATION FOR REMOTE PARTICIPATION AT MEETING

Meeting	Registration for Remote Participation Closing Date and Time
44 th AGM on Friday, 26 June 2020 at 3:00 p.m.	Wednesday, 24 June 2020 at 3:00 p.m.

- Look for **Manulife Holdings Berhad** under Company Name and **44th AGM on 26 June 2020 at 3:00 p.m. – Registration for Remote Participation** under Corporate Exercise / Event and click “>” to register for remote participation at the meeting
- Step 1 – Check if you are attending as:-
 - > Individual shareholder; or
 - > Corporate or authorised representative of a body corporate
For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.
- Step 2 – Enter your CDS account number or the body corporate’s CDS account number.
- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- You need to register for remote participation for **every CDS account(s)** you have or represent as an individual shareholder or corporate or authorised representative.
- As the meeting will be conducted on a fully virtual basis and only the Chairman will be present at the broadcast venue, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(B) SUBMISSION OF e-PROXY FORM

Meeting	Proxy Form Submission Closing Date and Time
44 th AGM on Friday, 26 June 2020 at 3:00 p.m.	Wednesday, 24 June 2020 at 3:00 p.m.

- Look for **Manulife Holdings Berhad** under Company Name and **44th AGM on 26 June 2020 at 3:00 p.m. – Submission of Proxy Form** under Corporate Exercise / Event and click “>” to submit your proxy forms online for the meeting by the submission closing date and time above.
- Step 1 – Check if you are submitting the proxy form as:-
 - > Individual shareholder; or
 - > Corporate or authorised representative of a body corporate
For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above .
- Step 2 – Enter your CDS account number or the body corporate’s CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).
You are strongly encouraged to appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.
- Step 3 – Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 – Review and confirm your proxy form details before submission.
- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
- You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (A) above but will **need to be register as Users** of the e-Portal at least two (2) working days before the submission closing date and time for proxy forms i.e., **by 22 June 2020**. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://www.sshsb.net.my/login.aspx> with your registered email and password.

JOINING THE LIVE STREAM MEETING (eLive)

Meeting	eLive Access Date and Time
44 th AGM on Friday, 26 June 2020 at 3:00 p.m.	Friday, 26 June 2020 at 2:45 p.m.

- Look for **Manulife Holdings Berhad** under Company Name and **44th AGM on 26 June 2020 at 3:00 p.m. – Live Stream Meeting** under Corporate Exercise / Event and click “>” to join the meeting.
- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/relevant adviser will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

REMOTE ONLINE VOTING DURING THE MEETING (eVoting)

Meeting	eVoting Access Date and Time
44 th AGM on Friday, 26 June 2020 at 3:00 p.m.	Friday, 26 June 2020 at 3:00 p.m.

- Look for **Manulife Holdings Berhad** under Company Name and **44th AGM on 26 June 2020 at 3:00 p.m. – Remote Voting** under Corporate Exercise / Event and click “>” to remotely cast and submit the votes online for the resolutions tabled at the meeting.
- Step 1 – Cast your votes by clicking on the radio buttons against each resolution.
- Step 2 – Review your casted votes and confirm and submit the votes.
- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder’s indicated votes in the proxy form.
- The access to eVoting will close when the Chairman announces the closing of all voting at the respective meeting.
- A copy of your submitted e-Voting can be accessed via **My Records** (refer to the left navigation panel).

6. No Door Gift

In accordance with the guidance issued by the Ministry of Health in relation to the Covid-19 outbreak, there will be no distribution of Door Gifts for Members/Proxies who attend and/or participate in the AGM of the Company remotely.

7. Enquiry

If you have any enquiries prior to the Meeting, please contact the following persons during office hours:

- **Share Registrar – Securities Services (Holdings) Sdn. Bhd.**

- Mr. Wong Piang Yoong – (603) 2084 9168
- Mr. Yeow Lip Lin - (603) 2084 9006
- Mr. Jerry Tan Hor Seng (603) 2084 9165
- Puan Nurhayati Ang - (603) 2084 9162
- Ms. Yuli Chew Lai Peng (603) 2084 9008
- General Line: (603) 2084 9000
- Email: info@sshshb.com.my
- Fax No.: (603) 2094 9940, (603) 2095 0292

- **Company – Manulife Holdings Berhad**

- Ms. Melanie Nathan – (603) 2719 9260
- Email: MY_CG@manulife.com
- General Line: (603) 2719 9228

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ANNUAL REPORT 2019 REQUEST FORM

The Annual Report 2019 and Circular to Shareholders may be downloaded from our website at www.manulife.com.my. Should you require a printed copy of the Annual Report 2019 and Circular to Shareholders, please complete the Request Form provided below and send it by post, email or fax to our Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd.:

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

Fax No. : +603-2094 9940 or +603-2095 0292

Email Address : info@sshbs.com.my

Alternatively, you may submit your request for a printed copy of the Annual Report and Circular to Shareholders by logging on to the website of our Share Registrar as follows:

1. Please visit <http://www.sshbs.com.my/new/requestarep.aspx>.
2. Please type "Manulife Holdings Berhad" and complete the on-line request form.
3. Click "Send" to submit your request.

You may contact Mr. Wong Piang Yoong or Ms. Nurhayati Ang Abdullah at +603-2084 9168 or +603-2084 9162 respectively for more information.

A printed copy of the Annual Report and Circular to Shareholders will be sent to you by ordinary post within four (4) market days from the date of receipt of your verbal or written request.

**There may be delays in Annual Report and Circular to Shareholders delivery by ordinary post and responses to queries by mail.*

To be completed by shareholder:

Annual Report 2019

Circular to Shareholders

CONTACT DETAIL OF SHAREHOLDER

Name of Shareholder : _____

NRIC/Passport/Company No. : _____

CDS Account No. : _____

Correspondence Address : _____

Telephone No. : _____

Signature

Date:

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

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

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PROXY FORM

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

bearing NRIC/Passport/Registration No. _____

of (full address) _____

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

First Proxy "A"

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

* and

*Second Proxy "B"

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

*or THE CHAIRMAN OF THE MEETING as *my/our proxy to attend and vote for *me/us and on *my/our behalf, at the Forty-Fourth Annual General Meeting of the Company to be held on a fully virtual basis at the Broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Friday, 26 June 2020 at 3.00 p.m. and at any and every adjournment thereof.

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

Resolution No.	Resolutions	For	Against
1.	Declaration of a First and Final Single-Tier Dividend		
2.	Re-election of Dato' Dr. Zaha Rina binti Zahari		
3.	Re-election of Mr. Lim Hun Soon @ David Lim		
4.	Re-election of Mr. Matthew Edward Lawrence		
5.	Directors' fees in respect of financial year ended 31 December 2019		
6.	Directors' fees in respect of period from 1 January 2020 until the next Annual General Meeting held in 2021		
7.	Directors' benefits from 27 June 2020 until the next Annual General Meeting held in 2021		
8.	Re-appointment of Auditors		
9.	Special Business – Ordinary Resolution 1		
10.	Special Business – Ordinary Resolution 2		

*strike out whichever not applicable

Dated this _____ day of _____ 2020

Number of Shares Held	CDS Account No.

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

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Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2020 shall be eligible to attend the Meeting.
2. Pursuant to Clauses 96(b) and (c) of the Company's Constitution, a member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company and a member entitled to attend and vote at the Meeting may appoint any person to be his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
As guided by the Securities Commission's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and subsequently revised on 14 May 2020, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshsb.com.my during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.
4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.

5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Appointment of proxy and registration for remote participation and voting
The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshsb.net.my/>. All resolutions set out in this notice of meeting are to be voted by poll.
Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://www.sshsb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting for further details.
The Administrative Guide on the Conduct of a Fully Virtual General Meeting is available for download at www.manulife.com.my.
7. The Board wishes to highlight that the Meeting may be re-scheduled and/or postponed in view of the current COVID-19 outbreak and the Malaysia Government's announcements or guidelines made from time to time. Please rest assured that all members/proxies including attendees shall be kept informed in the event any unexpected changes.

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

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

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