

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@sshbs.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.

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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**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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