

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of Manulife Holdings Berhad ("**Manulife**" or 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 4.00 p.m., or immediately following the conclusion or adjournment (as the case may be) of the 44<sup>th</sup> Annual General Meeting of Manulife scheduled to be held on a fully virtual basis at the same Broadcast Venue on the same date at 3.00 p.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification the following resolutions:-

**AGENDA****ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN WHICH WILL PROVIDE SHAREHOLDERS OF MANULIFE WITH AN OPTION TO ELECT TO REINVEST IN WHOLE OR IN PART, THEIR CASH DIVIDEND, WHICH INCLUDES ANY INTERIM, FINAL, SPECIAL OR OTHER TYPES OF CASH DIVIDEND IN NEW ORDINARY SHARES IN MANULIFE ("PROPOSED DRP")**

**"THAT** subject to the approvals of the relevant regulatory authorities for the Proposed DRP having been obtained to the extent permitted by law:-

- (i) the Proposed DRP which shall upon such terms and conditions as the Board of Directors of Manulife ("**Board**"), at its sole absolute discretion, deem fit be and is hereby approved;
- (ii) the Board be and is hereby authorised:-
  - (a) to establish and implement the Proposed DRP;
  - (b) to determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any dividends (whether interim, final, special or any other types of cash dividend) ("**Dividend(s)**") declared and/or approved by the Company;
  - (c) to allot and issue such number of new ordinary shares in Manulife ("**Manulife Shares**") from time to time as may be required to be allotted and issued pursuant to the Proposed DRP ("**New Shares**"); and
  - (d) to sign and execute all documents, to do all acts, deeds and things and to enter into all transactions, arrangements and agreements as may be necessary and expedient in order to give full effect to the Proposed DRP and to implement, finalise and complete the Proposed DRP with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts, for and on behalf of the Company;

**AND THAT** the New Shares shall, upon allotment and issuance, rank equally in all respects with the existing Manulife Shares in issue, save and except that the holders of New Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the New Shares."

**ORDINARY RESOLUTION 2**

**ISSUANCE OF NEW SHARES PURSUANT TO THE PROPOSED DRP THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR DIVIDENDS IN NEW SHARES ("ISSUANCE OF NEW SHARES PURSUANT TO THE PROPOSED DRP")**

**"THAT** subject to the passing of Ordinary Resolution 1, and the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of New Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company's next annual general meeting, upon terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

**THAT** the issue price of the said New Shares, which will be determined and fixed by the Board on the price-fixing date to be determined, shall not be at more than 10% discount to the 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 Board be and is 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 Proposed DRP, with full power to assent to any conditions, modifications, variations and/or amendments including amendments, modifications, suspension and termination of the Proposed DRP as the Board may, in its 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."

**ON BEHALF 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

10 June 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 as 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](mailto: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 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](http://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.