



**RHB Capital Berhad**

(Company No. 312952-H)

(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:  
Level 10, Tower One  
RHB Centre  
Jalan Tun Razak  
50400 Kuala Lumpur

To: The Shareholders of RHB Capital Berhad

Dear Sirs

**ADDENDUM TO THE NOTICE OF THE EIGHTEENTH (18th) ANNUAL GENERAL MEETING (“AGM”) FOR INCLUSION OF AN ADDITIONAL ITEM AS SPECIAL BUSINESS**

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Reference is made to the Company’s Annual Report 2012 which was dispatched to you on 30 April 2013.

On behalf of the Board of Directors, we wish to inform you that subsequent to the issuance of the Notice of the 18th AGM on 30 April 2013, the Company would like to table an additional Ordinary Resolution in relation to the authorisation for Directors to issue shares pursuant to the Section 132D of the Companies Act, 1965, for your consideration.

We attach herewith the following for your attention:

1. Addendum to the Notice of the 18th AGM; and
2. Revised Proxy Form

By Order of the Board

**Azman Shah Md Yaman (LS 0006901)**  
**Ivy Chin So Ching (MAICSA No. 7028292)**  
Company Secretaries

Kuala Lumpur  
3 May 2013



**RHB Capital Berhad**

(Company No. 312952-H)

(Incorporated in Malaysia under the Companies Act, 1965)

## **ADDENDUM TO THE NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** by way of Addendum to the notice dated 30 April 2013 (“Notice”) of the Eighteenth (18th) Annual General Meeting (“AGM”) of the Company to be held at Grand Ballroom, Level 2, InterContinental Hotel, 165 Jalan Ampang, 50450 Kuala Lumpur on Monday, 27 May 2013 at 11.00 a.m. that in addition to the businesses set out in the Notice, the following ordinary resolution be inserted as agenda 9 as a special business:-

### **AGENDA**

9. Authority for Directors to issue shares

“THAT subject always to the Companies Act, 1965, the Company’s Articles of Association and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being.”

**Ordinary Resolution 9**

By Order of the Board

**Azman Shah Md Yaman (LS 0006901)**  
**Ivy Chin So Ching (MAICSA No. 7028292)**  
Company Secretaries

Kuala Lumpur  
3 May 2013

### **NOTES:**

#### **Appointment of Proxy**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 May 2013 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 18th AGM.
2. A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his place. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.

4. If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
5. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account which is credited with ordinary shares of the Company.
6. The Form of Proxy or other instruments of appointment must be deposited at the office of the Share Registrar of the Company, Symphony Share Registrars Sdn Bhd, at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

#### **Explanatory Note**

##### **Ordinary Resolution 9**

- Authority for Directors to issue shares

This Proposed Ordinary Resolution 9 is a general mandate for issuance of shares by the Company pursuant to Section 132D of the Companies Act, 1965. The resolution, if passed, will give powers to the Directors of the Company to issue ordinary shares in the capital of the Company up to an aggregate amount of not exceeding 10% of the issued and paid-up share capital of the Company for the time being, without having to convene a general meeting. This general mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

The rationale for this proposed general mandate is to allow possible share issues and/or fund raising exercises including placement of shares for the purpose of funding current and/or future investment projects(s), working capital and/or acquisition(s) as well as in the event of any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on an urgent basis and thereby reducing administrative time and costs associated with the convening of additional shareholders' meeting(s). In any event, the exercise of the mandate is only to be undertaken if the Board considers it to be in the best interest of the Company.

#### **Additional Notes for this Addendum**

1. The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice of the 18th AGM dated 30 April 2013 ("Original Proxy Form").
2. If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER.**
3. In the event that the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **THE MEMBER WHO HAS DEPOSITED THE ORIGINAL PROXY FORM AT THE REGISTERED OFFICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE OR ABSTAIN ON THE ADDITIONAL RESOLUTION AS THE PROXY DEEMS FIT.**

# Revised Proxy Form



**RHB Capital Berhad**

(Company No. 312952-H)

(Incorporated in Malaysia under the Companies Act, 1965)

No. of Ordinary Shares held

I/We \_\_\_\_\_ NRIC/Passport/Co. No.: \_\_\_\_\_  
 (Name in block letters)

of \_\_\_\_\_  
 (Full Address)

being a member of **RHB CAPITAL BERHAD** hereby appoint:

(Name & NRIC No.) \_\_\_\_\_ of \_\_\_\_\_  
 and/or\*

(Name & NRIC No.) \_\_\_\_\_ of \_\_\_\_\_

or failing him/her, the CHAIRMAN OF THE MEETING, as my/our\* proxy to vote for me/us\* and on my/our\* behalf at the Eighteenth (18th) Annual General Meeting of the Company to be held at Grand Ballroom, Level 2, InterContinental Hotel, 165 Jalan Ampang, 50450 Kuala Lumpur, on Monday, 27 May 2013 at 11.00 a.m. and at any adjournment thereof.

The proportion of my/our\* holding to be represented by my/our\* proxies are as follows:

First Proxy (1)  Second Proxy (2)

My/Our\* proxy is to vote as indicated below:

	Resolutions	For	Against
Ordinary Resolution 1	To approve a single-tier final dividend of 16.09% in respect of the financial year ended 31 December 2012.		
Ordinary Resolution 2	To re-elect YBhg Dato' Teo Chiang Liang as Director.		
Ordinary Resolution 3	To re-elect YBhg Dato' Saw Choo Boon as Director.		
Ordinary Resolution 4	To re-elect YBhg Datuk Wira Jalilah Baba as Director.		
Ordinary Resolution 5	To re-appoint YBhg Dato' Nik Mohamed Din Datuk Nik Yusoff as Director.		
Ordinary Resolution 6	To approve the payment of Directors' fees totalling RM482,732.24 for the financial year ended 31 December 2012.		
Ordinary Resolution 7	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 8	To approve the proposed renewal of the authority to allot and issue new ordinary shares of RM1.00 each in RHB Capital Berhad for the purpose of the Company's Dividend Reinvestment Plan.		
Ordinary Resolution 9	To approve the authorisation for Directors to issue shares pursuant to Section 132D of Companies Act, 1965.		

(Please indicate with an "X" in the spaces provided above as to how you wish to cast your vote. If no specific directions as to voting are given, the proxy shall vote or abstain from voting at his/her full discretion)

Dated \_\_\_\_\_, 2013.

Signature \_\_\_\_\_

(If shareholder is a corporation, this part should be executed under seal)

\* Delete if not applicable

**Notes:**

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7. Registration counter will open from 10.00 a.m. to 11.00 a.m. on the meeting day to facilitate shareholders/proxy registration.

**Additional Notes:**

1. *The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice of the 18th AGM dated 30 April 2013 ("Original Proxy Form").*
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Postage Stamp
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The Share Registrar of **RHB CAPITAL BERHAD**  
SYMPHONY SHARE REGISTRARS SDN BHD  
Level 6, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor

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