



RHB Capital Berhad
(Company No. 312952-H)
(Incorporated in Malaysia under the Companies Act, 1965)



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(Company No. 312952-H)
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ADDENDUM TO THE NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN by way of Addendum to the notice dated 14 April 2014 (“Notice”) of the Nineteenth (19th) Annual General Meeting (“AGM”) of the Company to be held at Ballroom 1 & 2, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 8 May 2014 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. Retention of Independent Non-Executive Director/Chairman

“**THAT** pursuant to the Guidelines on Tenure of Appointment/Re-Appointment of Independent Non-Executive Directors for the Company and in line with the recommendations of the Malaysian Code on Corporate Governance 2012, Dato’ Mohamed Khadar Merican be and is hereby retained as an Independent Non-Executive Director/Chairman of the Company until the conclusion of the next Annual General Meeting.”

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
24 April 2014

NOTES:

Appointment of Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 April 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 19th AGM.
- 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.
- 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.
- 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.
- 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.
- 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

- Retention of Independent Non-Executive Director/Chairman

Dato’ Mohamed Khadar Merican (“Dato’ Mohamed Khadar”) is the Independent Non-Executive Director/Chairman of the Company. Pursuant to the Guidelines on Tenure of Appointment/Re-appointment of Independent Non-Executive Directors for the Company and in line with the recommendations of the Malaysian Code on Corporate Governance 2012, the service tenure of an Independent Non-Executive Director (“INED”) should not exceed a consecutive or cumulative term of 9 years. Upon completion of the 9 years, an Independent Director may continue to serve on the Board subject to the INED’s re-designation as a Non-Independent Director. The Board must justify and seek shareholders’ approval in the event it retains as an INED, a person who has served in that capacity for more than 9 years. The tenure will commence from the date of his appointment as an INED in the Group. Dato’ Mohamed Khadar was first appointed as an INED in the Group in December 2003 and would therefore be regarded as having served for more than 9 years. Based on the Board Nominating & Remuneration Committee’s assessment, the Board has recommended that Dato’ Mohamed Khadar continues to act as an INED/Chairman of the Company on the following basis:

- he continues to be able to exercise independent judgement and demonstrate objectivity in his deliberations in the best interest of the Company;
- he has detailed knowledge of the business and has proven commitment, experience and competency to effectively advise and oversee the management of the Company; and
- he has met the criteria for independence as defined in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board is therefore of the view that the retention of Dato’ Mohamed Khadar as an INED/Chairman of the Company is in the best interest of the Company and recommends that you vote in favour of this resolution. For the purpose of clarity, in the event that shareholders’ approval for Ordinary Resolution 9 is withheld, Dato’ Mohamed Khadar shall be re-designated as a Non-Independent Non-Executive Director/Chairman of the Company.

Additional Notes for this Addendum

- The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice of the 19th AGM dated 14 April 2014 (“Original Proxy Form”).
- If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER.**
- 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

No. of Ordinary Shares held

I/We _____ NRIC/Passport/Company 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 Nineteenth (19th) Annual General Meeting of the Company to be held at Ballroom 1 & 2, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, on Thursday, 8 May 2014 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 10.3% in respect of the financial year ended 31 December 2013 as recommended by the Board.		
Ordinary Resolution 2	To re-elect Tan Sri Azlan Zainol as Director.		
Ordinary Resolution 3	To re-elect Datuk Haji Faisal Siraj as Director.		
Ordinary Resolution 4	To re-appoint Dato’ Nik Mohamed Din Datuk Nik Yusoff as Director.		
Ordinary Resolution 5	To approve the increase of Directors’ fees from RM100,000.00 to RM180,000.00 per annum for Non-Executive Chairman and from RM80,000.00 to RM150,000.00 for Non-Executive Directors retrospective from 1 January 2013 and further to approve the payment of Directors’ fees totalling RM1,080,000.00 for the financial year ended 31 December 2013.		
Ordinary Resolution 6	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 7	To approve the authorisation for Directors to issue shares pursuant to Section 132D of Companies Act, 1965.		
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 retain Dato’ Mohamed Khadar Merican as an Independent Non-Executive Director/Chairman.		

(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 _____, 2014

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

*Delete if not applicable

Notes:

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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.
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 19th AGM dated 14 April 2014 ("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.**

PLEASE FOLD HERE

Postage
Stamp

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

PLEASE FOLD HERE

ANNEXURE A

ADDENDUM TO THE STATEMENT ACCOMPANYING NOTICE OF 19TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- (iv) Further details of individual who is standing for retention as an Independent Non-Executive Director/Chairman as per Agenda 9 of the Addendum to the Notice of 19th AGM:

Resolution 9

Name of Director	: Dato' Mohamed Khadar Merican (Independent Non-Executive Chairman)
Nationality/Age	: Malaysian / 57
Academic/Professional Qualifications	: 1) Member of the Institute of Chartered Accountants in England & Wales 2) Member of the Malaysian Institute of Accountants
Working Experience	: 1) Director/Chief Executive Officer, MKM Resources Sdn Bhd (2003 – Present) 2) Chief Operating Officer, Pernas International Holdings Berhad (1988 – 2003)
Other Directorships in Public Companies	: RHB Banking Group 1) RHB Bank Berhad 2) RHB Investment Bank Berhad 3) RHB OSK Securities (Thailand) Public Company Limited (Chairman)

Other Public Companies

- 1) AirAsia Berhad
- 2) Astro Malaysia Holdings Berhad
- 3) Sona Petroleum Berhad
- 4) Rashid Hussain Berhad (In Members' Voluntary Liquidation)



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 NINETEENTH (19th) ANNUAL GENERAL MEETING ("AGM") FOR INCLUSION OF AN ADDITIONAL ITEM AS SPECIAL BUSINESS

Reference is made to the Company's Annual Report 2013 which was dispatched to you on 14 April 2014.

On behalf of the Board of Directors, we wish to inform you that subsequent to the issuance of the Notice of the 19th AGM on 14 April 2014, the Company would like to table an additional Ordinary Resolution in relation to the retention of Dato' Mohamed Khadar Merican as an Independent Non-Executive Director/Chairman for your consideration.

We attach herewith the following for your attention:

1. Addendum to the Notice of the 19th AGM;
2. Addendum to the Statement Accompanying the Notice of 19th AGM; and
3. 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

24 April 2014