



FOR IMMEDIATE RELEASE

RHB Capital Completes Internal Reorganisation

RHB Bank effectively becomes the group holding company

Kuala Lumpur, 14 April 2016 – RHB Capital Berhad announced that the Proposed Internal Reorganisation of the RHB Capital Group of Companies (“RHB Capital Group” or “Group”) which entails the transfer by RHB Capital of its entire equity interests in, and certain assets and liabilities of its subsidiaries to its wholly-owned subsidiary, RHB Bank Berhad (“RHB Bank”) for a total cash consideration of approximately RM3.61 billion, has been successfully completed as of 14 April 2016.

“With the completion of the Proposed Internal Reorganisation, RHB Bank is effectively the new group holding company which will now spearhead the Group’s future growth and is expected to achieve greater synergy and efficiency,” said Dato’ Khairussaleh Ramli, Group Managing Director for RHB Banking Group.

Save for the Tax Recoverable, all the conditions precedent as set out in the Share Sale Agreement (SSA) and Asset Purchase Agreement (APA) have been fulfilled.

In order to proceed with the completion of the Proposed Internal Reorganisation, RHB Capital and RHB Bank had mutually agreed to waive the condition precedent relating to the Tax Recoverable as set out in the SSA through a letter dated 14 April 2016.

As such, the Tax Recoverable will not be transferred to RHB Bank under the SSA and will be dealt with by the Board or the proposed liquidator accordingly.

As a result of the above, the SSA and APA have become unconditional as at the date of the announcement on Bursa. In accordance with the terms and conditions of the Agreements, the following payments have been made by RHB Bank:-

- (i) RM3.32 billion to RHB Capital pursuant to the SSA (which has been adjusted to exclude the Tax Recoverable which will not be transferred to RHB Bank); and
- (ii) RM298.37 million to RHB Hartanah pursuant to the APA, Sale and Purchase Agreements (SPA), SPA 1 and SPA 2.

The payment by RHB Bank of the Disposal Consideration set out above marks the completion of the Proposed Internal Reorganisation.

Following the completion of the Proposed Internal Reorganisation, RHB Capital has also injected an aggregate of approximately RM2.49 billion into RHB Bank, being the proceeds raised from its Rights Issue exercise and the proceeds arising from the redemption of its investment in RHB Rupiah Liquid Fund as well as excess cash available to date (after setting aside adequate cash to defray any expenses of the Company and for payment of dividends by the Company), in exchange for approximately 447.84 million new RHB Bank Shares which were issued at an issue price of RM5.56 per RHB Bank Share.

“The capital injection of RM2.49 billion has strengthened the capital base of the RHB Bank Group for growth and regulatory requirements. With the completion of the Proposed Internal Reorganization and the capital injection, we will now go into the final phase of the entire corporate exercise, namely the distribution of RHB shares to the RHB Capital shareholders, and the listing of RHB Bank’s shares on Bursa Securities in place of RHB Capital,” said Dato’ Khairussaleh.

Based on the audited consolidated balance sheet of RHB Bank as at 31 December 2015, the proforma CET-1 ratio and total capital ratio of RHB Bank Group after the completion of the Proposed Internal Reorganisation and Capital Injection would improve from 12.0% and 16.5% respectively, as at 31 December 2015 to 12.5% and 17.2% respectively.

Issued on behalf of RHB Capital Berhad by the Group Marketing & Communications Division. For more information, please contact Norazzah Sulaiman at 03-9280 2125/ norazzah@rhbgroup.com or Cynthia Blemin at 012-2494071 / cynthia.blemin@rhbgroup.com

About the RHB Banking Group

The RHB Banking Group is the fourth largest fully integrated financial services group in Malaysia. The Group’s core businesses are streamlined into seven main business pillars, namely Group Retail Banking, Group Business & Transaction Banking, Group Corporate and Investment Banking, Group Shariah Business, Group Treasury and Global Markets, Group International Business and Group Insurance. These businesses are offered through its main subsidiaries -RHB Bank Berhad, RHB Investment Bank Berhad, RHB Islamic Bank Berhad and RHB Insurance Berhad, while its asset management and unit trust businesses are undertaken by RHB Asset Management Sdn. Bhd. and RHB Islamic International Asset Management Berhad. The Group’s regional presence now spans ten countries including Malaysia, Singapore, Indonesia, Thailand, Brunei, Cambodia, Hong Kong, Vietnam, Lao PDR and Myanmar. It is RHB Banking Group’s aspiration to continue to deliver superior customer experience and shareholder value; and to be recognised as a Leading Multinational Financial Services Group.