



## RHB Capital Berhad

(Company No. 312952-H)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of RHB Capital Berhad (“RHB Capital” or “Company”) will be held at Taming Sari Ballroom 1 & 2, The Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Friday, 24 June 2016 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modifications the following resolutions:-

#### ORDINARY RESOLUTION 1

##### **PROPOSED DIRECTORS' FEES**

“**THAT**, subject to the passing of the Special Resolution and Ordinary Resolution 2, approval be and is hereby given for the payment of directors' fees of RM419,918.04 for the services rendered or to be rendered by the Directors of the Company from 1 January 2016 to 30 June 2016.”

#### SPECIAL RESOLUTION

##### **PROPOSED MEMBERS' VOLUNTARY WINDING UP OF RHB CAPITAL (“PROPOSED WINDING UP”)**

“**THAT**, subject to the passing of the Ordinary Resolution 2 and pursuant to Section 254(1)(b) of the Companies Act, 1965 (“Act”), the Company be and is hereby wound up voluntarily by way of members' voluntary winding up;

**THAT** pursuant to Section 269(1)(a) of the Act, the appointed liquidators shall be entitled to and may exercise any of the powers given by Sections 236(1)(b), (c), (d) and (e) of the Act;

**THAT** in accordance with the provisions of the Company's Articles of Association, the appointed liquidators be and are hereby authorised to distribute, at their discretion, either in cash or in specie, all or any part of the assets of the Company among the members of the Company;

**AND THAT** the appointed liquidators be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this resolution.”

#### ORDINARY RESOLUTION 2

##### **PROPOSED APPOINTMENT OF LIQUIDATORS**

“**THAT**, subject to the passing of the Special Resolution and in accordance with Section 258(1) of the Act, Mr Duar Tuan Kiat and Ms Khoo Poh Poh from Ernst & Young of Level 23A, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 Kuala Lumpur be and are hereby appointed to act jointly and severally as the liquidators of the Company for the purposes of the Proposed Winding Up (“Proposed Liquidators”) and may exercise all their powers and duties jointly and severally pursuant to Section 269(3) of the Act, and that the remuneration of the Proposed Liquidators is fixed at RM142,500 for a period of 15 months from the date of their appointment, after which, a retainer fee of RM23,750 per year will be charged, excluding applicable goods and services tax and out-of-pocket expenses which are to be billed based on actual costs incurred.”

#### **BY ORDER OF THE BOARD**

**Azman Shah Md Yaman (LS 0006901)**

**Ivy Chin So Ching (MAICSA No. 7028292)**

Company Secretaries

Kuala Lumpur

2 June 2016

#### *Notes:-*

- 1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 June 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this EGM.*
- 2. A member of the Company entitled to attend and vote at the EGM 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.*