

**RHB BANK BERHAD**  
**Registration No. 196501000373 (6171-M)**

Minutes of the Extraordinary General Meeting (“EGM”) of RHB Bank Berhad (“RHB Bank” or “the Company” or “the Bank”) held virtually at Meeting Room 3, Level 16, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur (“Broadcast Venue”) and via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com/> on Wednesday, 27 April 2022 at 12.45 p.m.

- Present** : YBhg Tan Sri Ahmad Badri Mohd Zahir – Chairman  
YBhg Tan Sri Dr Rebecca Fatima Sta Maria – Senior Independent Non-Executive Director (*vide video conferencing*)  
YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa (*vide video conferencing*)  
Ms Ong Ai Lin (*vide video conferencing*)  
Mr Lim Cheng Teck (*vide video conferencing*)  
Puan Sharifatu Laila Syed Ali (*vide video conferencing*)  
YBhg Dato' Mohamad Nasir Ab Latif (*vide video conferencing*)  
Mr Donald Joshua Jaganathan (*vide video conferencing*)  
YBhg Datuk Iain John Lo (*vide video conferencing*)  
Encik Mohd Rashid Mohamad – Group Managing Director
- In Attendance** : Encik Azman Shah Md Yaman  
- Head of Group Legal, Secretariat & Governance/  
Group Company Secretary
- External Auditors: Messrs PricewaterhouseCoopers PLT (*vide video conferencing*)
- Advocates & Solicitors: Messrs Zaid Ibrahim & Co and Messrs Kadir Andri & Partners (*vide video conferencing*)
- Share Registrar/Poll Administrator: Boardroom Share Registrars Sdn Bhd
- Scrutineers: Messrs KPMG PLT
- By Invitation** : As per Attendance List
- Shareholders, Proxies and Corporate Representatives** (collectively be referred to as “Members” hereinafter) : A total of 321 Members (comprising shareholders, proxies and corporate representatives) for a total of 2,727,409,700 shares representing approximately 65.83% of the total shareholdings have registered for the Company’s EGM (“the Meeting”) through Remote Participation and Electronic Voting (“RPEV”) facilities as per the Attendance Record.

- Chairman** : YBhg Tan Sri Ahmad Badri Mohd Zahir took his seat as the Chairman of the Meeting.
- Quorum** : The requisite quorum was present pursuant to Clause 56 of the Company's Constitution. The Meeting was duly convened.
- Notice of Meeting** : The Notice of Meeting dated 12 April 2022 as included in the Circular to Shareholders having been served on all Members was taken as read.

### **Preliminary**

The Meeting was called to order and the Chairman welcomed the Members to the EGM of the Company.

The Chairman informed the Members that the EGM of the Company was held live from the Broadcast Venue. The Meeting was convened in a virtual manner to continue to safeguard the wellbeing of Members, directors and employees of the Company due to the COVID-19 pandemic that is still affecting everyone, albeit everyone is already moving towards the endemic state. The Chairman further highlighted to the shareholders on the Meeting details for good corporate governance and as part of the EGM proceedings even though the shareholders were briefed on the same during their attendance at the 56<sup>th</sup> Annual General Meeting, which have just completed.

The Chairman further informed the Members that the convening of the Meeting is in compliance with Section 327 of the Companies Act 2016 which stipulate that the Chairman shall be at the main venue of the EGM, and also in accordance with Clause 50 of the Company's Constitution which allowed the EGM to be held at more than one venue using any instantaneous telecommunication device that allows Members to participate in the meeting. The Meeting was also convened in accordance with the Securities Commission Malaysia's Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers.

The Chairman then introduced the members of the Board of Directors ("the Board") (most of whom participated remotely), the Group Company Secretary as well as the representative(s) from the external auditors, share registrar/poll administrator and scrutineers of the Company who were present at the Broadcast Venue (except for the external auditors).

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Meeting were to be voted by poll.

In this regard, the Chairman put the Meeting on notice of the exercise of his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 60 of the Company's Constitution, in respect of all resolutions which will be put to vote at the Meeting.

The Members were informed that Boardroom Share Registrars Sdn Bhd was appointed as the Poll Administrator to conduct the poll by way of electronic polling, and Messrs KPMG PLT was appointed as independent Scrutineers to validate the poll results.

A short video presentation by Boardroom Share Registrars Sdn Bhd was screened to demonstrate to the Members who were present at the Meeting on the process for online voting via the Boardroom Smart Investor Portal.

The Chairman further declared the voting session open and informed that the Members may start registering their votes electronically for all resolutions set out in the Notice of Meeting until the conclusion of such session which will be announced later.

## 1. Proposed Share Grant Scheme (“SGS”) Highlights

1.1 The Chairman invited the GMD to present the proposed SGS highlights, as summarised below:

- (i) The Proposed SGS is expected to be implemented by the second quarter of 2022:
  - (a) 15 December 2021 : Announcement of the Proposed SGS for eligible employees of RHB Bank and its subsidiaries of up to 2% of the total number of issued shares of RHB Bank (excluding treasury shares, if any)
  - (b) 17 February 2022 : Obtained approval from Bursa Malaysia Securities Berhad for the listing and quotation of the new RHB Bank Shares to be issued under the Proposed SGS.
  - (c) 27 April 2022 : EGM to seek shareholders’ approval on the establishment of the Proposed SGS
  - (d) 2<sup>nd</sup> quarter 2022 : Implementation of the Proposed SGS.
- (ii) Overview of the Proposed SGS:
  - (a) The intention of the SGS is to motivate, attract and retain key employees, drive key performance indicators as well as align company interests with shareholders.
  - (b) The new RHB Bank Shares are awarded to selected employees in tranches, and vested to them upon fulfilment of the relevant vesting conditions and vesting period.

The intended mode of settlement shall be via allotment and issuance of new RHB Bank Shares.
  - (c) Duration of the Proposed SGS shall be 9 years, with vesting period to be 3 years after grant date.
  - (d) The proposed SGS is to be administered by RHB Bank’s Board Nominating & Remuneration Committee and governed under a set of By-Laws approved by the Board.

- (e) Maximum number of shares:
  - Not more than 2% of the total number of issued shares; and
  - Maximum allocation to senior management shall be not more than 40% of the 2% shares issued.
- (f) Under the Proposed SGS, shares shall only be awarded to selected employees who are:
  - on full-time/ fixed-term contract of employment;
  - working within RHB Banking Group (“the Group”) of Companies incorporated in Malaysia or a Malaysian citizen working in the Group of Companies incorporated overseas; or
  - holding critical roles or whose contribution is critical to the continued success of the Group.
- (iii) Benefits of the Proposed SGS:
  - (a) Increase shareholder’s value.
  - (b) Driving the Group’s common goal and aspiration by aligning individual’s key performance indicator.
  - (c) Attract talents and retain key employees that will be pertinent in driving the Group’s objectives.
  - (d) Ensure RHB Bank’s compensation mix is aligned with the industry and to enhance the competitiveness of RHB Bank’s total remuneration package.
- (iv) Impact of Proposed SGS based on the maximum issuance of 2% of the issued share capital of RHB Bank:
  - (a) Net Assets (“NA”), NA per RHB Bank Share and gearing:
    - NA : No effect save for the estimated expenses.
    - NA per RHB Bank Share : Decrease due to the increase in number of RHB Bank Shares issued.
    - Gearing : No effect.
  - (b) Earnings and earnings per share (“EPS”):
    - Earnings : Decrease due to recognition of MFRS 2 cost.
    - EPS : Decrease pursuant to the decrease in earnings and increase in number of RHB Bank Shares issued.

- (v) Interested parties shall not deliberate and vote on their entitlement under the Proposed SGS:
- (a) Interested Parties have abstained and will continue to abstain from:
- any deliberations at the relevant board meetings for the entitlement of the Interested Parties under the Proposed SGS; and
  - voting on the resolutions pertaining to the entitlement of the Interested Parties under the Proposed SGS at the EGM.
- (b) Interested Parties will ensure that the person connected to them will abstain from voting on the resolutions pertaining to the entitlement of the Interested Parties under the Proposed SGS at the EGM.
- (c) The Interested Parties for the Proposed SGS are as follows:
- Encik Mohd Rashid Mohamad, who is the Group Managing Director and Group Chief Executive Officer of the Group, is eligible to be awarded the grant under the Proposed SGS.
  - Ms Eliza Ong Yin Suen, who is the Regional Head of RHB Asset Management Group, Managing Director of RHB Asset Management Sdn Bhd and the daughter of YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa (“YBhg Bhg Tan Sri Ong”) and Puan Sri Khor Chai Moi (“Puan Sri Khor”), is eligible to be awarded the grant under the Proposed SGS.
  - YBhg Tan Sri Ong, who is the Non-Independent Non-Executive Director of RHB Bank.
  - Puan Sri Khor, who is a shareholder of RHB Bank and also the spouse to YBhg Tan Sri Ong.
  - OSK Holdings Berhad (“OSKH”), a major shareholder of RHB Bank, and is connected to:
    - YBhg Tan Sri Ong being the Executive Chairman as well as a major shareholder of OSKH; and
    - Puan Sri Khor being the major shareholder of OSKH.

**2. Question And Answer (“Q&A”) Session With Members (Including Pre-EGM Questions)**

- 2.1 The Chairman highlighted that the Company had received questions from the Members through various medium and invited the GMD to address the said questions.
- 2.2 The GMD briefed the Members by reading out the questions submitted by the Members prior to the Meeting and the Management’s responses for the same.
- 2.3 The complete list of questions received prior to the EGM together with the answers for the same was attached as Attachment 1.
- 2.4 The GMD also responded to the questions received from the Members during the Meeting, and provided the responses for the same, accordingly.
- 2.5 The complete list of questions received during the EGM together with the answers for the same was attached as Attachment 2.
- 2.6 Tan Sri Chairman concluded the Q&A session and proceeded with the Agenda.

**3. Agenda 1: Proposed Establishment Of A Share Grant Scheme Of RHB Bank And Its Subsidiaries Of Up To 2% Of The Total Number Of Issued Shares Of RHB Bank (Excluding Treasury Shares, If Any) At Any Point In Time (“Proposed SGS”) (Ordinary Resolution 1)**

- 3.1 The Chairman informed the Meeting that the following Ordinary Resolution 1 in relation to the Proposed SGS was presented before the Members for approval:

“THAT subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained and to the extent permitted by law and the Constitution of RHB Bank, approval be and is hereby given to the Board of Directors of RHB Bank (“Board”) to:

- (i) establish and implement the Proposed SGS which comprises a share grant scheme of up to 2% of the total number of issued shares of RHB Bank (excluding treasury shares, if any) at any point in time during the duration of the Proposed SGS (“SGS Period”) for employees and Executive Directors of RHB Bank and its subsidiaries (excluding subsidiaries which are dormant) (“RHB Banking Group”), who fulfill the eligibility criteria for participation in the Proposed SGS (“Eligible Employees”) and who are selected to be offered a grant (“Selected Employees”) in accordance with the provisions of the by-laws governing the Proposed SGS (“By-Laws”), a draft of which is set out in Appendix I of the circular to shareholders of RHB Bank in relation to the Proposed SGS dated 12 April 2022 (“Circular”) and that the Proposed SGS shall be administered by the Board Nominating and Remuneration Committee of RHB Bank (“BNRC”) comprising such persons as may be appointed from time to time and duly authorised by the Board;

- (ii) allot and issue such number of new ordinary shares of RHB Bank (“RHB Bank Shares”) and/or transfer existing RHB Bank Shares and/or transfer treasury shares of RHB Bank (if applicable) and/or making cash payment, from time to time and at any time during the SGS Period, to the Selected Employees who have accepted the grants (“Grants”) and fulfilled the relevant vesting conditions under the Proposed SGS, in accordance with the By-Laws:
  - (a) provided that the total number of RHB Bank Shares which may be made available under the Proposed SGS shall be 2% of the total number of issued shares of RHB Bank (excluding treasury shares, if any) at any point in time during the SGS Period; and
  - (b) that such new RHB Bank Shares shall, upon allotment and issuance, rank equally in all respects with the existing RHB Bank Shares except that the new RHB Bank Shares shall not be entitled to any voting rights, dividends, rights, allotments, entitlements, and/or any other distributions, that may be declared, made or paid, for which the record date precedes the date of allotment and issuance of the new RHB Bank Shares;
- (iii) establish a trust (“Trust”) to be administered by the trustee to be appointed by the Company from time to time for the administration of the Trust (“Trustee”), in accordance with the terms of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation of the Proposed SGS and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new RHB Bank Shares, acquire existing RHB Bank Shares and/or receive treasury shares for the purpose of the Proposed SGS and to pay expenses in relation to the administration of trust, if required;
- (iv) add, delete, modify and/or amend all or any part of the terms and conditions as set out in the By-Laws governing the Proposed SGS from time to time as may be permitted or deemed necessary by the Board or BNRC, provided that such additions, deletions, modifications, and/or amendments are effected in accordance with the provisions of the By-Laws; and
- (v) do all such acts and things and to execute all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or to impose all such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient to give full effect to the Proposed SGS and the terms of the By-Laws;

AND THAT the Board be and is hereby authorised to give effect to the Proposed SGS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as required by the relevant authorities or as the Board may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed SGS;

AND THAT pursuant to Section 85 of the Companies Act, 2016 ("Act") read together with Clause 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to the Select Employees pursuant to the Proposed SGS;

AND THAT the proposed By-Laws of the Proposed SGS, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), be and is hereby approved and adopted."

**4. Agenda 2: Proposed Allocation To Encik Mohd Rashid Mohamad, The Group Managing Director And Group Chief Executive Officer Of RHB Banking Group (Ordinary Resolution 2)**

- 4.1 The Chairman informed the Meeting that the following Ordinary Resolution 2 in relation to the Proposed Allocation to Encik Mohd Rashid Mohamad, the Group Managing Director and Group Chief Executive Officer of RHB Banking Group was presented before the Members for approval:

"THAT subject to the passing of Ordinary Resolution 1, the Board (save for Encik Mohd Rashid Mohamad) be and is hereby authorised at any time and from time to time during the SGS Period, to cause or procure the offering and the allocation to Encik Mohd Rashid Mohamad, being the Group Managing Director and Group Chief Executive Officer of RHB Banking Group, of up to a maximum of 2,613,400 RHB Bank Shares under the Proposed SGS as they shall deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws and provided that not more than 10% of the total number of RHB Bank Shares to be issued under the Proposed SGS shall be allocated to any individual Selected Employee who, either singly or collectively through persons connected with the said Selected Employee, holds 20% or more of the total number of issued shares of RHB Bank (excluding treasury shares, if any);

AND THAT pursuant to Section 85 of the Act read together with Clause 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to Encik Mohd Rashid Mohamad pursuant to the Proposed SGS;

AND THAT the Board be and is hereby authorised to allot and issue new RHB Bank Shares and/or transfer such number of treasury shares and/or existing RHB Bank Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his Grant."



**5. Agenda 3: Proposed Allocation To Ms Eliza Ong Yin Suen, The Regional Head, RHB Asset Management Group, The Managing Director Of RHB Asset Management Sdn Bhd And The Daughter Of YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa (Non-Independent Non-Executive Director Of RHB Bank) (Ordinary Resolution 3)**

- 5.1 The Chairman informed the Meeting that the following Ordinary Resolution 3 in relation to the Proposed Allocation to Ms Eliza Ong Yin Suen, the Regional Head, RHB Asset Management Group, the Managing Director of RHB Asset Management Sdn Bhd and the Daughter of YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa (Non-Independent Non-Executive Director of RHB Bank) was presented before the Members for approval:

“THAT subject to the passing of Ordinary Resolution 1, the Board (save for YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa (“YBhg Tan Sri Ong”)) be and is hereby authorised at any time and from time to time during the SGS Period, to cause or procure the offering and the allocation to Ms Eliza Ong Yin Suen being the Regional Head, RHB Asset Management Group and Managing Director of RHB Asset Management Sdn Bhd (a wholly-owned subsidiary of RHB Investment Bank Berhad, which in turn is a wholly-owned subsidiary of RHB Bank) and who is the daughter of YBhg Tan Sri Ong, of up to 590,000 RHB Bank Shares under the Proposed SGS as they shall deem fit, which will be vested to her at a future date, subject always to such terms and conditions of the By-Laws and provided that not more than 10% of the total number of RHB Bank Shares to be issued under the Proposed SGS shall be allocated to any individual Selected Employee who, either singly or collectively through persons connected with the said Selected Employee, holds 20% or more of the total number of issued shares of RHB Bank (excluding treasury shares, if any);

AND THAT pursuant to Section 85 of the Act read together with Clause 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to Ms Eliza Ong Yin Suen pursuant to the Proposed SGS;

AND THAT the Board be and is hereby authorised to allot and issue new RHB Bank Shares and/or transfer such number of treasury shares and/or existing RHB Bank Shares pursuant to the Proposed SGS to her from time to time pursuant to the vesting of her Grant.”

**6. E-Polling Process**

- 6.1 At 1.25 p.m., the Chairman reminded the Members to vote via the Boardroom Smart Investor Portal as the voting session would be concluded with the closing of the polling after 10 minutes.
- 6.2 The Chairman informed that he had been appointed to act as proxy for a number of shareholders and shall vote in accordance with the instructions given.

- 6.3 At 1.35 p.m., the Chairman apprised the Meeting that the e-polling session has ended and the Scrutineers would proceed to verify the poll results and validate their report.

## 7. Announcement Of Poll Results

At 1.50 p.m., the Chairman informed the Meeting that he had received the poll results from the Scrutineers and Poll Administrator. Based on the poll results, the Chairman declared that the following resolutions were carried:

- 7.1 Ordinary Resolution 1: Proposed Establishment Of A Share Grant Scheme Of RHB Bank And Its Subsidiaries Of Up To 2% Of The Total Number Of Issued Shares Of RHB Bank (Excluding Treasury Shares, If Any) At Any Point In Time (“Proposed SGS”)

| Ordinary Resolution 1 | FOR              |         | AGAINST          |         |
|-----------------------|------------------|---------|------------------|---------|
|                       | Number of Shares | %       | Number of Shares | %       |
|                       | 2,606,859,830    | 88.2007 | 348,740,425      | 11.7993 |

It was resolved THAT subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained and to the extent permitted by law and the Constitution of RHB Bank, approval be and is hereby given to the Board of Directors of RHB Bank (“Board”) to:

- (i) establish and implement the Proposed SGS which comprises a share grant scheme of up to 2% of the total number of issued shares of RHB Bank (excluding treasury shares, if any) at any point in time during the duration of the Proposed SGS (“SGS Period”) for employees and Executive Directors of RHB Bank and its subsidiaries (excluding subsidiaries which are dormant) (“RHB Banking Group”), who fulfill the eligibility criteria for participation in the Proposed SGS (“Eligible Employees”) and who are selected to be offered a grant (“Selected Employees”) in accordance with the provisions of the by-laws governing the Proposed SGS (“By-Laws”), a draft of which is set out in Appendix I of the circular to shareholders of RHB Bank in relation to the Proposed SGS dated 12 April 2022 (“Circular”) and that the Proposed SGS shall be administered by the Board Nominating and Remuneration Committee of RHB Bank (“BNRC”) comprising such persons as may be appointed from time to time and duly authorised by the Board;
- (ii) allot and issue such number of new ordinary shares of RHB Bank (“RHB Bank Shares”) and/or transfer existing RHB Bank Shares and/or transfer treasury shares of RHB Bank (if applicable) and/or making cash payment, from time to time and at any time during the SGS Period, to the Selected Employees who have accepted the grants (“Grants”) and fulfilled the relevant vesting conditions under the Proposed SGS, in accordance with the By-Laws:

- (a) provided that the total number of RHB Bank Shares which may be made available under the Proposed SGS shall be 2% of the total number of issued shares of RHB Bank (excluding treasury shares, if any) at any point in time during the SGS Period; and
  - (b) that such new RHB Bank Shares shall, upon allotment and issuance, rank equally in all respects with the existing RHB Bank Shares except that the new RHB Bank Shares shall not be entitled to any voting rights, dividends, rights, allotments, entitlements, and/or any other distributions, that may be declared, made or paid, for which the record date precedes the date of allotment and issuance of the new RHB Bank Shares;
- (iii) establish a trust (“Trust”) to be administered by the trustee to be appointed by the Company from time to time for the administration of the Trust (“Trustee”), in accordance with the terms of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation of the Proposed SGS and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new RHB Bank Shares, acquire existing RHB Bank Shares and/or receive treasury shares for the purpose of the Proposed SGS and to pay expenses in relation to the administration of trust, if required;
- (iv) add, delete, modify and/or amend all or any part of the terms and conditions as set out in the By-Laws governing the Proposed SGS from time to time as may be permitted or deemed necessary by the Board or BNRC, provided that such additions, deletions, modifications, and/or amendments are effected in accordance with the provisions of the By-Laws; and
- (v) do all such acts and things and to execute all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or to impose all such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient to give full effect to the Proposed SGS and the terms of the By-Laws;

AND THAT the Board be and is hereby authorised to give effect to the Proposed SGS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as required by the relevant authorities or as the Board may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed SGS;

AND THAT pursuant to Section 85 of the Companies Act, 2016 (“Act”) read together with Clause 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to the Select Employees pursuant to the Proposed SGS;

AND THAT the proposed By-Laws of the Proposed SGS, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), be and is hereby approved and adopted.”

7.2 Ordinary Resolution 2: Proposed Allocation To Encik Mohd Rashid Mohamad, The Group Managing Director And Group Chief Executive Officer Of RHB Banking Group

| Ordinary Resolution 2 | FOR              |         | AGAINST          |         |
|-----------------------|------------------|---------|------------------|---------|
|                       | Number of Shares | %       | Number of Shares | %       |
|                       | 2,606,759,360    | 88.1973 | 348,839,805      | 11.8027 |

It was resolved THAT subject to the passing of Ordinary Resolution 1, the Board (save for Encik Mohd Rashid Mohamad) be and is hereby authorised at any time and from time to time during the SGS Period, to cause or procure the offering and the allocation to Encik Mohd Rashid Mohamad, being the Group Managing Director and Group Chief Executive Officer of RHB Banking Group, of up to a maximum of 2,613,400 RHB Bank Shares under the Proposed SGS as they shall deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws and provided that not more than 10% of the total number of RHB Bank Shares to be issued under the Proposed SGS shall be allocated to any individual Selected Employee who, either singly or collectively through persons connected with the said Selected Employee, holds 20% or more of the total number of issued shares of RHB Bank (excluding treasury shares, if any);

AND THAT pursuant to Section 85 of the Act read together with Clause 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to Encik Mohd Rashid Mohamad pursuant to the Proposed SGS;

AND THAT the Board be and is hereby authorised to allot and issue new RHB Bank Shares and/or transfer such number of treasury shares and/or existing RHB Bank Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his Grant.”

7.3 Ordinary Resolution 3: Proposed Allocation To Ms Eliza Ong Yin Suen, The Regional Head, RHB Asset Management Group, The Managing Director Of RHB Asset Management Sdn Bhd And The Daughter Of YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa (Non-Independent Non-Executive Director Of RHB Bank)

| Ordinary Resolution 3 | FOR              |         | AGAINST          |         |
|-----------------------|------------------|---------|------------------|---------|
|                       | Number of Shares | %       | Number of Shares | %       |
|                       | 2,185,134,028    | 86.2367 | 348,744,359      | 13.7633 |

It was resolved THAT subject to the passing of Ordinary Resolution 1, the Board (save for YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa (“YBhg Tan Sri Ong”)) be and is hereby authorised at any time and from time to time during the SGS Period, to cause or procure the offering and the allocation to Ms Eliza Ong Yin Suen being the Regional Head, RHB Asset Management Group and Managing Director of RHB Asset Management Sdn Bhd (a wholly-owned subsidiary of RHB Investment Bank Berhad, which in turn is a wholly-owned subsidiary of RHB Bank) and who is the daughter of YBhg Tan Sri Ong, of up to 590,000 RHB Bank Shares under the Proposed SGS as they shall deem fit, which will be vested to her at a future date, subject always to such terms and conditions of the By-Laws and provided that not more than 10% of the total number of RHB Bank Shares to be issued under the Proposed SGS shall be allocated to any individual Selected Employee who, either singly or collectively through persons connected with the said Selected Employee, holds 20% or more of the total number of issued shares of RHB Bank (excluding treasury shares, if any);

AND THAT pursuant to Section 85 of the Act read together with Clause 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to Ms Eliza Ong Yin Suen pursuant to the Proposed SGS;

AND THAT the Board be and is hereby authorised to allot and issue new RHB Bank Shares and/or transfer such number of treasury shares and/or existing RHB Bank Shares pursuant to the Proposed SGS to her from time to time pursuant to the vesting of her Grant.

## **8. Close Of Meeting**

There being no other business to be transacted, the Meeting ended at 1.55 p.m. with a vote of thanks to the Chairman. The Chairman also thanked the Members for their support and attendance via RPEV facilities.

**CONFIRMED AS CORRECT**

- original signed -

**TAN SRI AHMAD BADRI MOHD ZAHIR**

Attachment 1 of the Minutes of the Extraordinary General Meeting (“EGM”) of RHB Bank Berhad (“RHB Bank” or “the Company” or “the Bank”) held virtually at Meeting Room 3, Level 16, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur (“Broadcast Venue”) and via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com/> on Wednesday, 27 April 2022 at 12.45 p.m.

**Questions Received From The Members Of The Company Prior To The EGM**

| No.                        | Name and Question of Member(s)   | Response by the Company   |
|----------------------------|--|---|
| <b>Retail Shareholders</b> |  |   |
| 1.                         | <p><u>FOONG SIEW CHUI</u></p> <p><i>“Absolutely saddened by the board decision taken on no door gift distribution. We as minor shareholder just want a form of appreciation with nominal sum of gift. Those who does not attend this EGM also can enjoy dividend. We are not like major shareholder who able to enjoy huge stream of dividend. Do good get good return. Every charitable act is a stepping stone toward heaven. We will treasure your kindness. Long Life. Stay safe to all board members. Kindly reconsider the decision on DG distribution.”</i></p> | <p>No, the Bank will not be providing any door gifts including e-vouchers to shareholders/proxies who participate remotely in the virtual EGM this year.</p> <p>This approach is also taken by other conglomerates which are moving towards rewarding the shareholders more substantively, for example via declaration of better dividends.</p> |
| 2.                         | <p><u>KOW LIH SHI</u></p> <p><i>“Only gift for EGM 2022?”</i></p>  | <p>As per response to Question 1.</p>   |
| 3.                         | <p><u>STEPHEN LYE TUCK MENG</u></p> <p><i>“Dear BOD - Kindly give us some e-vouchers, food vouchers or e-wallet (no discount vouchers please) for being loyal shareholders and attending this meeting. Times are bad now. Please be considerate to us shareholders during these trying times. TQ”</i></p>  | <p>As per response to Question 1.</p>   |

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| <p>4.</p> | <p><u>LEE CHOON MENG</u></p> <p><i>“Kindly provide e voucher to those who participate in this virtual EGM, We as a shareholder will do our part to promote company products by word of mouth. The marketing campaign will be as success as our former premier PR slogan i.e. Malu Apa Bossku.”</i></p> | <p>As per response to Question 1.</p>   |
| <p>5.</p> | <p><u>LEE MUN HOE</u></p> <p><i>“Kindly find ways to manage prosperity tax such as provide door gift to shareholders and increase director fees in order to attract best talent.”</i></p>  | <p>The recent benchmarking exercise was conducted by an independent third-party HR consultant against comparator banks and it revealed that the fee levels for RHB are below market median. In line with the expected role of the Board, time commitment and complexity of role and responsibility, the fee structure has been updated to align with the market and sustain for the next few years.</p>   |
| <p>6.</p> | <p><u>CHIAM KIM HOCK</u></p> <p><i>“Hopefully keep and same every year provide a higher dividend yield more than 7% to shareholder.”</i></p>   | <p>The Board believes in balancing returns to shareholders with investment to support future growth. In FY2019, the Group revised the dividend payout guidance to a minimum of 30% (from between 20% and 30% previously).</p> <p>For FY2021, the Group has proposed to reward our shareholders with a final dividend of 25 sen per share. Together with interim dividend of 15 sen per share, total dividend for FY2021 amounts to 40 sen per share or equivalent to a payout ratio of 62.9%. The final dividend will be made under the Dividend Reinvestment Plan, consisting of cash payout of 15 sen per share, and an electable portion of 10 sen per share.</p> <p>In the future, the Group intends to continue paying dividend of at least 30%. Nevertheless, we strive to achieve payout of approximately 50% which was the highest pre-pandemic payout.</p> |

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| 7.         | <p><u>LEE CHEE CHIANG</u></p> <p><i>“Expectations for next quarter performance despite the Ukraine's crisis.”</i></p>   | <p>We are finalising our Q1 2022 results and the results will be announced by end-May 2022.</p> <p>At the moment, it is still too early to measure the impact of Ukraine's crisis on the Group's performance. However, on an overall basis, the Group will remain vigilant on the outlook for the rest of the year but committed to deliver growth in 2022.</p> <p>Key target for FY2022 as follows:</p> <ul style="list-style-type: none"> <li>▪ ROE of 8.5% (10.0% if normalised for Prosperity Tax impact)</li> <li>▪ Loans growth between 4% and 5%</li> <li>▪ CASA composition of 30%</li> <li>▪ Gross impaired loans ratio of not more than 1.70%</li> <li>▪ Cost-to-income ratio of not more than 45.0%</li> </ul> |
| <b>PNB</b> |   |   |
| 8.         | <p><u>PNB</u></p> <p><i>“Grant Date : It was noted that the new RHB Bank shares to be issued will be awarded in tranches.</i></p> <ul style="list-style-type: none"> <li>▪ <i>Can you share on the possible grant dates?</i></li> <li>▪ <i>Will there be separate grant dates for new employees that are eligible for the proposed SGs?”</i></li> </ul> | <ul style="list-style-type: none"> <li>▪ The company expects to issue 5 annual grants, with the first grant expected to be issued by Q2 of 2022.</li> <li>▪ Eligible employees (including new employees) will be subjected to similar timeline.</li> </ul>  |
| 9.         | <p><u>PNB</u></p> <p><i>“Grant Date : It was noted that the new RHB Bank shares to be issued will be awarded in tranches.</i></p> <ul style="list-style-type: none"> <li>▪ <i>Can you give examples of both Group and individual targets?</i></li> <li>▪ <i>Is there a possibility to split the total entitlement to manage the cost?”</i></li> </ul>   | <ul style="list-style-type: none"> <li>▪ An eligible employee may receive SGS up to 5 times, 1 time for each year.</li> </ul>   |



| <p>10.</p>  | <p><u>PNB</u></p> <p><i>“Vesting conditions : It was noted that the vesting conditions include RHB Group meeting its performance targets and the individual meeting his/her individual work performance rating.</i></p> <ul style="list-style-type: none"> <li>▪ <i>Can you give examples of both Group and individual targets.</i></li> <br/> <li>▪ <i>Does the target includes ESG matrix</i></li> <br/> <li>▪ <i>Will there be a separate remuneration package if eligible employees exceed the targets set?</i></li> <br/> <li>▪ <i>If eligible employees achieve above targets, would there be higher multiple of performance shares be accorded?”</i></li> </ul> | <p>There are 2 vesting conditions, as follows:-</p> <ul style="list-style-type: none"> <li>▪ Individual performance – based on balance score card, and to align with RHB’s ongoing strategy/ long term business plan.</li> <br/> <li>▪ Group performance – based on RHB performance, to be determined by Board (any profit indicator i.e. EBITDA or PBT).</li> <br/> <li>▪ Yes. ESG is part of the element in the balance score card.</li> <br/> <li>▪ The remuneration of an employee who exceeds target will still comprise of the compensation mix between fixed and variable pay. However, the quantum for the LTIP portion will reflect the staff’s performance.</li> <br/> <li>▪ Yes. A multiplier will be applied to the remuneration package, subject to the Board’s approval.</li> </ul>  |                    |        |                                  |     |                          |    |   |     |  |    |              |            |
|---|--|--|--------------------|--------|----------------------------------|-----|--------------------------|----|---|-----|--|----|--------------|------------|
| <p>11.</p>  | <p><u>PNB</u></p> <p><i>“Estimated cost for the proposed Share Grant Scheme (“SGS”</i></p> <p><i>How much is the estimated MFRS2 Cost for the entire programme? (when meeting target and above target, if any).”</i></p>   | <p>The estimated expense related to SGS (excludes MFR2 cost) is shown below:</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Estimated expenses</th> <th style="text-align: right; border-bottom: 1px solid black;">RM'000</th> </tr> </thead> <tbody> <tr> <td>Professional fees<sup>(1)</sup></td> <td style="text-align: right;">369</td> </tr> <tr> <td>Fees to Bursa Securities</td> <td style="text-align: right;">20</td> </tr> <tr> <td>Printing, despatch, advertising and expenses in relation to convening the EGM</td> <td style="text-align: right;">213</td> </tr> <tr> <td>Miscellaneous expenses and contingencies</td> <td style="text-align: right;">60</td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;"><b>662</b></td> </tr> </tbody> </table> <p><b>Note:</b></p> <p>(1) Comprising fees payable to our Principal Adviser, Solicitors, and other professionals.</p> | Estimated expenses | RM'000 | Professional fees <sup>(1)</sup> | 369 | Fees to Bursa Securities | 20 | Printing, despatch, advertising and expenses in relation to convening the EGM | 213 | Miscellaneous expenses and contingencies | 60 | <b>Total</b> | <b>662</b> |
| Estimated expenses  | RM'000   |  |                    |        |                                  |     |                          |    |   |     |  |    |              |            |
| Professional fees <sup>(1)</sup>  | 369  |  |                    |        |                                  |     |                          |    |   |     |  |    |              |            |
| Fees to Bursa Securities  | 20   |  |                    |        |                                  |     |                          |    |   |     |  |    |              |            |
| Printing, despatch, advertising and expenses in relation to convening the EGM | 213  |  |                    |        |                                  |     |                          |    |   |     |  |    |              |            |
| Miscellaneous expenses and contingencies                                      | 60   |  |                    |        |                                  |     |                          |    |   |     |  |    |              |            |
| <b>Total</b>  | <b>662</b>   |  |                    |        |                                  |     |                          |    |   |     |  |    |              |            |

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| 12. | <p><u>PNB</u></p> <p><i>“Estimated cost for the proposed Share Grant Scheme (“SGS”)</i></p> <p><i>It was noted that the cost would be recognised as an expense over the vesting period.</i></p> <ul style="list-style-type: none"> <li>▪ <i>What would be the estimated expense recognised annually?</i></li> <li>▪ <i>In the case where employees do not meet vesting conditions, would RHB be able to reverse the expense?”</i></li> </ul>   | <p>The extent of the effect of MFR2 cost on the group earnings cannot be determined at this juncture as it depends on various factors that affect the fair value of RHB Bank shares as at the respective dates of the grants.</p>  |
| 13. | <p><u>PNB</u></p> <p><i>“Compensation model : It was noted that RHB Banking Group has a cash deferred scheme in place since 2019 and that any tranches of cash entitlement that are still pending fulfilment of performance targets may be converted to an equivalent value in RHB bank shares to be awarded to them under the Proposed SGS. For FY20 and FY21, the remuneration for Cash Deferred Scheme and the related employer’s contribution totalled RM 6 million and RM7 million, respectively.</i></p> <ul style="list-style-type: none"> <li>▪ <i>Is the group of eligible employees under Cash Deferred Scheme same as the eligible employees under the Proposed SGS?</i></li> <li>▪ <i>What motivates RHB to change the reward scheme</i></li> <li>▪ <i>How does the Proposed SGS change the current compensation model to executive director and senior managers in terms of composition between base pay, variable pay (deferred or non-deferred) pay?</i></li> </ul> | <ul style="list-style-type: none"> <li>▪ No. The proposed SGS is more open with additional criteria compared to the Cash Deferred Scheme i.e. alignment to the Group strategy.</li> <li>▪ The change will provide better alignment to the Group strategy. Further, the eligible employees will be more motivated to perform/ contribute to improvement of RHB shares price.</li> <li>▪ The remuneration/ reward packages encompassing the following:- <ul style="list-style-type: none"> <li>▪ Fixed pay; and</li> <li>▪ Variable pay – comprising of both short and long term incentives</li> </ul> </li> </ul> |

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|            | <ul style="list-style-type: none"> <li>▪ <i>Were there any vesting conditions under the previous Cash Deferred Scheme?"</i></li> </ul>   | <ul style="list-style-type: none"> <li>▪ The Long term pay is determined based on selected employee's contribution to the continued success of the Group. Both CDS and SGS are deferred pay plans. The difference is CDS is cash based while SGS is shares based.</li> <li>▪ Allocation shall be based on categories set based on each role's line-of-sight against the Group's strategy and continued success of the Group.</li> <li>▪ Similar to the proposed SGS. There were 3 year vesting period and vesting conditions would be based on targets set for individual and group performance.</li> </ul> |
| <p>14.</p> | <p><u>PNB</u></p> <p><i>"Pay Mix : Pursuant to the proposed SGS, what would be the pay mix for the top management and senior management (fixed pay, variable short-term and long-term pay)?"</i></p> | <p>The pay mix for Top and Senior Management comprise of:-</p> <ul style="list-style-type: none"> <li>▪ Fixed Pay (Base Salary and Allowance);</li> <li>▪ Short Term Incentive; and</li> <li>▪ Long Term Incentive.</li> </ul>  |
| <p>15.</p> | <p><u>PNB</u></p> <p><i>"Number of Eligible Persons</i></p> <p><i>What are the estimated number of eligible persons involved in the programme?"</i></p>  | <p>The target is 1-2% of the total employees in Malaysian operation that are critical to RHB strategy.</p> <p>Employees for overseas operations will not be considered since the proposed SGS would be granted to employees residing in Malaysia. Group HR will plan a package, akin to Cash Deferred Scheme for this group of employees instead.</p>   |

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| <p>16.</p> | <p><u>PNB</u></p> <p><i>“Mode of Settlement</i></p> <p><i>At this juncture, what is RHB’s preference on mode of settlement?”</i></p>   | <p>Mode of settlement would be via issuance of new shares.</p>  |
| <p>17.</p> | <p><u>PNB</u></p> <p><i>“Compensation value benchmark</i></p> <ul style="list-style-type: none"> <li>▪ <i>What type of benchmarking does RHB use to arrive to the compensation value for senior management and specifically En Mohd Rashid and Ms Eliza Ong Yin Suen?</i></li> <br/> <li>▪ <i>For En Mohd Rashid and Ms Eliza Ong Yin Suen, what is the expected total compensation via the proposed SGS?</i></li> <br/> <li>▪ <i>Was Ms Eliza Ong Yin Suen granted Cash Deferred Scheme before?”</i></li> </ul> | <ul style="list-style-type: none"> <li>▪ Based on market data (financial sectors and banking institutions) as provided by WTW, RHB will consider the total compensation, inclusive of basic salary, bonus and long term incentive, comparative to similar positions in the market.</li> <br/> <li>▪ WTW has around 40 organisations in its database for benchmarking.</li> <br/> <li>▪ The maximum potential allocation of shares is as per the Circular. For clarity, the proposed SGS would be additional compensation to En Mohd Rashid and Ms Eliza Ong Yin Suen.</li> <br/> <li>▪ Ms Eliza Ong Yin Suen received the Cash Deferred Scheme before.</li> </ul> |

## EGM/2022 (Attachment 2) - 1

Attachment 2 of the Minutes of the Extraordinary General Meeting (“EGM”) of RHB Bank Berhad (“RHB Bank” or “the Company” or “the Bank”) held virtually at Meeting Room 3, Level 16, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur (“Broadcast Venue”) and via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com/> on Wednesday, 27 April 2022 at 12.45 p.m.

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### Questions Received From The Members Of The Company During The EGM

| No. | Name and Question of Member(s)   | Response by the Company  |
|-----|--|--|
| 1.  | <u>NG SOOK LUAN</u><br><i>“why i don’t have login info for AGM?”</i>   | Good morning Madam. The login details for the AGM was circulated in the Admin Guide and Notification Letter sent to the shareholders.  |
| 2.  | <u>NG SOOK LUAN</u><br><i>“I had call boardroom service, say that going to call back. But not receive any call.”</i>   | We have sent an urgent message to Boardroom Share Registrars to call you back. Thank you.  |
| 3.  | <u>TE SENG WHATT@TAY SENG WHATT</u><br><i>“Will we receive any door gifts for attending this RPV egm? Tq”</i>  | <p>The Bank will not be providing any door gifts including e-vouchers or e-wallet to shareholders/proxies who participate remotely in the virtual 56th AGM and EGM this year.</p> <p>This approach is also taken by other conglomerates which are moving towards rewarding the shareholders more substantively, for example via declaration of better dividends.</p> <p>Thank you.</p> |
| 4.  | <u>STEPHEN LYE TUCK MENG</u><br><i>“This LUMI System is very lousy. No Logout button. Boardroom CEO kindly look into this and fix the problem. I have already sent you and email on this.”</i> | Have escalated this matter to Boardroom for their improvement.   |

**EGM/2022 (Attachment 2) - 2**

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| 5.  | <u>LOO YEO MING</u><br><br><i>"Any door gift to be distributed to shareholders for AGM and EGM."</i>   | As per the response to Question 3.  |
| 6.  | <u>LIM CHZENG JOHN</u><br><br><i>"Good morning Chairman. Door gift pls".</i>   | As per the response to Question 3.  |
| 7.  | <u>STEPHEN LYE TUCK MENG</u><br><br><i>"Dear Chairman, I still cannot see the Logout button in LUMI. Same problem I faced in the AGM earlier and I have screenshot and sent to Boardroom CEO. Still no response from her. Really lousy service. Kindly do not use them anymore in future."</i> | Thank you for your feedback. We have escalated the matter to Boardroom Shares Registrar for their immediate action. |
| 8.  | <u>OON JOO LEE</u><br><br><i>"Good morning Chairman. TNG-ewallet pls. Tq"</i>  | As per the response to Question 3.  |
| 9.  | <u>PO KWANG HUEI</u><br><br><i>"why black screen? egm started?"</i>  | The EGM has not started.  |
| 10. | <u>LIM KIM YEW</u><br><br><i>"Good morning Chairman. TNG-ewallet pls. Tq"</i>  | As per the response to Question 3.  |
| 11. | <u>YONG YANG HAR</u><br><br><i>"Will we receive any door gifts for attending this RPV egm? Tq"</i>   | As per the response to Question 3.  |
| 12. | <u>TAN KONG ANG</u><br><br><i>"Please give e voucher as door gift for today AGM &amp; EGM attendee, TQVM."</i>   | As per the response to Question 3.  |

**EGM/2022 (Attachment 2) - 3**

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| 13. | <p><u>GOH PEK HONG</u></p> <p><i>"EGM starting 11.30, is it ongoing now?"</i></p>             | <p>The AGM is still on-going, at its tail-end i.e. voting. As stated in the Notice of EGM, the Meeting will start at 11.30 a.m. or at the conclusion of the AGM. Thank you for your kind understanding and support.</p> |
| 14. | <p><u>GOH TENG CHING</u></p> <p><i>"A door gift would be much appreciated."</i></p>           | <p>As per the response to Question 3.</p>   |
| 15. | <p><u>TAN MEI TENG</u></p> <p><i>"no voting?"</i></p>   | <p>Dear Madam, the voting will start as soon as the EGM starts. Right now the AGM is still in session. See you soon.</p>  |
| 16. | <p><u>LIM CHZENG SIR</u></p> <p><i>"Good morning Chairman. TNG-ewallet pls tq"</i></p>        | <p>As per the response to Question 3.</p>   |
| 17. | <p><u>TAN KIM SING</u></p> <p><i>"Voting?"</i></p>  | <p>Dear Sir, the voting will open as soon as the EGM starts. Right now the AGM is still in session i.e. at the very end of voting. See you soon and thank you for your support.</p>                                     |
| 18. | <p><u>TAN BOON LYE</u></p> <p><i>"No voting?"</i></p>   | <p>Dear Sir, the voting will open as soon as the EGM starts. Right now the AGM is still in session i.e. at the very end of voting. See you soon and thank you for your support.</p>                                     |
| 19. | <p><u>EIK KHOO SING</u></p> <p><i>"Please give door gift for AGM and EGM. Thank you."</i></p> | <p>As per the response to Question 3.</p>   |

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| <p>20.</p> | <p><u>TE SENG WHATT@TAY SENG WHATT</u></p> <p><i>"Hope the company will consider giving some doorgifts/e vouchers to all its shareholders and proxies attending this RPV egm as a token of appreciation for their attendance. Tq"</i></p> | <p>As per the response to Question 3.</p>   |
| <p>21.</p> | <p><u>ADRIAN TAY KIM MING</u></p> <p><i>"Can we request for some e vouchers? Tq"</i></p>  | <p>As per the response to Question 3.</p>   |
| <p>22.</p> | <p><u>CHIEW CHOY @ CHOW CHIN HOI</u></p> <p><i>"Please give voucher."</i></p>   | <p>As per the response to Question 3.</p>   |
| <p>23.</p> | <p><u>GOH WEE WEE</u></p> <p><i>"May we request for some e vouchers please. Tq"</i></p>   | <p>As per the response to Question 3.</p>   |
| <p>24.</p> | <p><u>WARREN TAY KIM LENG</u></p> <p><i>"Will the company be giving any e vouchers to all its shareholders and proxies attending this RPV egm? Tq"</i></p>  | <p>As per the response to Question 3.</p>   |
| <p>25.</p> | <p><u>GOH TENG CHING</u></p> <p><i>"A door gift would be much appreciated."</i></p>   | <p>As per the response to Question 3.</p>   |
| <p>26.</p> | <p><u>TEE KIM HONG</u></p> <p><i>"May we request for some e vouchers/e wallet for attending this RPV egm. Tq"</i></p>   | <p>As per the response to Question 3.</p>   |
| <p>27.</p> | <p><u>WONG KANG HOWE</u></p> <p><i>"agm vote?"</i></p>  | <p>Dear Sir, the voting will open as soon as the EGM starts. Right now the AGM is still in session i.e. at the very end of voting. See you soon and thank you for your support.</p> |



**EGM/2022 (Attachment 2) - 5**

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| 28. | <p><u>EIK JIA WEI</u></p> <p><i>"Please give good door gift for those attending AGM and EGM. THANK YOU."</i></p>  | As per the response to Question 3.   |
| 29. | <p><u>WONG KANG LEE</u></p> <p><i>"agm vote?"</i></p>   | Dear Sir, the voting will open as soon as the EGM starts. Right now the AGM is still in session i.e. at the very end of voting. See you soon and thank you for your support. |
| 30. | <p><u>TEE TZIEN YUNG</u></p> <p><i>"Do we also get e voucher/s wallet for attending this RPV egm? Tq"</i></p>   | As per the response to Question 3.   |
| 31. | <p><u>STEPHEN LYE TUCK MENG</u></p> <p><i>"Can we vote now?"</i></p>  | Dear Sir, the voting will open as soon as the EGM starts. Right now the AGM is still in session i.e. at the very end of voting. See you soon and thank you for your support. |
| 32. | <p><u>TEE TZIEN WOEI</u></p> <p><i>"May we request for some door gifts please. Tq"</i></p>  | As per the response to Question 3.   |
| 33. | <p><u>LUM CHOONG YING</u></p> <p><i>"BOD, consider to reward shareholders with ewallet reload or evouchers as we may need to delay our lunch as no sign when EGM will start while AGM continue to drag on."</i></p> | As per the response to Question 3.   |
| 34. | <p><u>TEH BEE LEH</u></p> <p><i>"Can we get some e vouchers please. Tq"</i></p>   | As per the response to Question 3.   |

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| <p>35.</p> | <p><u>KUAH CHIN SENG</u></p> <p><i>“Hope the company will kindly consider giving some e vouchers to all its shareholders and proxies attending this RPV egm as a token of appreciation for their attendance. Tq”</i></p> | <p>As per the response to Question 3.</p>   |
| <p>36.</p> | <p><u>WONG GEK LEONG</u></p> <p><i>“EGM start what time?”</i></p>  | <p>The AGM is still on-going, at its tail-end i.e. voting. As stated in the Notice of EGM, the Meeting will start at 11.30 a.m. or at the conclusion of the AGM. Thank you for your kind understanding and support.</p>       |
| <p>37.</p> | <p><u>PO KWANG HUEI</u></p> <p><i>“egm started?”</i></p>   | <p>Not yet Sir as we are still counting the votes for AGM. Thank you for your support.</p>  |
| <p>38.</p> | <p><u>PRABAGAREN A/L SINGARAVELOO</u></p> <p><i>“Has the voting started.”</i></p>  | <p>Dear Sir, the voting will start as soon as the EGM starts. At the moment we are still at the tail end of the AGM i.e. vote counting. Thank you for your continued support.</p>   |
| <p>39.</p> | <p><u>THAVARAJAN A/L MUTHIAH PILLAI</u></p> <p><i>“Let shareholders vote? Why keep us waiting? Thank you.”</i></p>   | <p>Good Afternoon Sir. The voting will start as soon as the EGM starts. Presently we are still at the tail end of the AGM i.e. vote counting process and verification. Thank you for your patience and continued support.</p> |
| <p>40.</p> | <p><u>EIK JIA WEI</u></p> <p><i>“Has EGM started?”</i></p>   | <p>EGM yet to start as we are still counting the votes for AGM. Thank you for your support.</p>   |

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| <p>41.</p> | <p><u>FOONG SIEW CHUI</u></p> <p><i>“Do understand that logistic difficulty to distribution freebies. Hope board will consider alternate way to distribute such as free odd lot shares to those who participate this EGM.”</i></p>   | <p>As per the response to Question 3.</p>   |
| <p>42.</p> | <p><u>LEE CHOON MENG</u></p> <p><i>“Do take note that this is virtual EGM. Our patience is running out until the time where a physical meeting is convene and all the courtesies and hospitality will be extended. However, all of us are at advance age. I on behalf of minority shareholder view of point would like to appeal for participation gift to those who attend this EGM. Do good for others, it will come back in unexpected ways.”</i></p> | <p>As per the response to Question 3.</p>   |
| <p>43.</p> | <p><u>LEE MUN HOE</u></p> <p><i>“All of the resolutions are in related to management prosperity while minor shareholders get nothing. We never demand to reduce on director remuneration &amp; further endorse / concur all resolutions to show our utmost support to the boards on the past and future. Sincerely hope for e-cash voucher for those who participate in this EGM.”</i></p>   | <p>As per the response to Question 3.</p>   |
| <p>44.</p> | <p><u>KUAH CHIN SENG</u></p> <p><i>“Has the meeting start yet? Tq”</i></p>   | <p>EGM yet to start as we just concluded the vote counting for AGM. Thank you for your understanding.</p> |
| <p>45.</p> | <p><u>YU CHOOI CHIN</u></p> <p><i>“Egm started or not?”</i></p>  | <p>EGM yet to start as we just concluded the vote counting for AGM. Thank you for your understanding.</p> |

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| <p>46.</p> | <p><u>STEPHEN LYE TUCK MENG</u></p> <p><i>"The EGM Time is stated as 10AM on your notice when I logged in to LUMI. So what time does the EGM start?"</i></p>   | <p>EGM yet to start as we just concluded the vote counting for AGM. Thank you for your understanding.</p>   |
| <p>47.</p> | <p><u>LOH MUN SEONG</u></p> <p><i>"Any plan to exercise bonus issues?"</i></p>   | <p>We do not have immediate plan for bonus issue at this juncture.</p> <p>We are still committed to provide returns to shareholders via the dividend route, whereby we have established the Dividend Reinvestment Plan (DRP).</p> <p>Based on our current capital management, we are also committed to optimize our existing capital to provide the best returns to shareholders. Furthermore, our capital levels are well above the regulatory requirement and internal capital targets.</p> |
| <p>48.</p> | <p><u>SHIRLEY TAN</u></p> <p><i>"Hi meeting starting now?"</i></p>   | <p>EGM yet to start as we just concluded the vote counting for AGM. Thank you for your understanding.</p>   |
| <p>49.</p> | <p><u>LIM CHZENG SIR</u></p> <p><i>"What time Egm"</i></p>   | <p>EGM yet to start as we just concluded the vote counting for AGM. Thank you for your understanding.</p>   |
| <p>50.</p> | <p><u>LEE CHOON MENG</u></p> <p><i>"Big corporate representative such as OSK, PNB, EPF are very kind to vote for all resolutions. That the reasons why nominal perk reward to shareholders vanished during this pandemic."</i></p> | <p>Many thanks for your observation Sir. We strive to provide higher dividends in the coming years. Thank you again for your continued support.</p>   |

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| <p>51.</p> | <p><u>STEPHEN LYE TUCK MENG</u></p> <p><i>"If this system can send pictures, I will send u the screenshot that your Notice says the EGM starts at 10AM."</i></p>  | <p>Thank you for your kind understanding. Please refer to the Notice of EGM issued on 12 April 2022.</p>   |
| <p>52.</p> | <p><u>LEE MUN HOE</u></p> <p><i>"Major shareholders are benefited the most from dividends payout. Meanwhile, non attendance to the physical EGM also entitle for dividend. Would suggest only distribute door gifts to those who ask for it. I believe there are numerous request to demand for door gifts. Board must take our view at balance approach instead of silo approach."</i></p> | <p>As per the response to Question 3.</p>  |
| <p>53.</p> | <p><u>LUM CHOONG YING</u></p> <p><i>"RHB team, your statement is incorrect as Maybank, CIMB reward shareholders with ewallet, evoucher etc and also high dividend payout during their AGM. RHB need to be more compassionate towards shareholders."</i></p>   | <p>Over the years, we have continued to provide higher dividends compared to the preceding years. Thank you for your continued support throughout the years.</p> |
| <p>54.</p> | <p><u>LUM PECK WAN</u></p> <p><i>"Pls give us some E-Wallet or E-Vouchers !!!"</i></p>  | <p>As per the response to Question 3.</p>  |
| <p>55.</p> | <p><u>MOHD TAHIR BIN MAULUT</u></p> <p><i>"Although The Company's circular to shareholders mentioned that, there will be NO DOOR GIFT or FOOD VOUCHERS to be distributed. I as a small shareholder would like to request The Company to do so. Our company will indirectly help The Country's economic growth by just spending a little money. TQ"</i></p>                                  | <p>As per the response to Question 3.</p>  |

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| <p>56.</p> | <p><u>LIM JIT THIN</u></p> <p><i>"Why the voting process was not immediately allowed when EGM starts? The Q&amp;A can always be dealt with during the EGM."</i></p>  | <p>Dear Sir - voting for EGM has started/ opened. Thank you for your continued support.</p>   |
| <p>57.</p> | <p><u>LIM JIT THIN</u></p> <p><i>"Afternoon to the board, would not the enlarged shares option offered in this EGM, be further dilute the dividends pay-out for minority shareholders who depends on it for their retirements period and more so during this covid 19 pandemic crisis?"</i></p>    | <p>Dividend pay-out is dependent on the performance of RHB Banking Group.</p>   |
| <p>58.</p> | <p><u>TAN SAIK KUEN</u></p> <p><i>"The Board knows how to request for fee increases, share grants, but take away the small token of appreciation for shareholders' participation in the meeting. Really disappointed."</i></p>   | <p>As per the response to Question 3.</p>   |
| <p>59.</p> | <p><u>SHIRLEY TAN</u></p> <p><i>"The Board knows how to request for fee increases, share grants, but take away the small token of appreciation for shareholders' participation in the meeting. Really disappointed."</i></p>   | <p>As per the response to Question 3.</p>   |
| <p>60.</p> | <p><u>KOK SAK LIN</u></p> <p><i>"In this Hari Raya season &amp; our traditional Malaysian hospitality, it is hoped that RHBBANK can give EWallet credits or EVouchers to participating shareholders so that we all can have some nice refreshments during this holiday period. Thank you."</i></p> | <p>The Bank will not be providing any door gifts including e-vouchers or e-wallet to shareholders/proxies who participate remotely in the virtual 56th AGM and EGM this year.</p> <p>This approach is also taken by other conglomerates which are moving towards rewarding the shareholders more substantively, for example via declaration of better dividends.</p> <p>We note your comments and thank you for your continued support given to the Bank.</p> |

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| 61. | <p><u>TAN SAIK KUEN</u></p> <p><i>“Good practices, we adopt. Those that alienate loyal shareholders, don't follow!!!”</i></p>   | Thank you for your continued support  |
| 62. | <p><u>SHIRLEY TAN</u></p> <p><i>“Good practices, we adopt. Those that alienate loyal shareholders, don't follow!!!”</i></p>   | Thank you for your kind support.  |
| 63. | <p><u>CHEAH YEW BOON</u></p> <p><i>“I humbly request BOD to give eWallet or eVoucher to minority shareholders as a token of appreciation. I believe the token sum is small, manageable &amp; within annual budgeted expenses.”</i></p>  | As per the response to Question 3.  |
| 64. | <p><u>TAN SAIK KUEN</u></p> <p><i>“The Bank is just spending money to consultants to increase the benefits accorded to Directors and employees, but taking away the small benefits accorded to loyal shareholders. This is really disappointing!!! The return on our investments (increase in dividends) commensurate with the additional fees that you spend on increasing directors' fees and establishing a share grant scheme? If not, it will affect the share price!!!”</i></p> | As per the response to Question 3.  |
| 65. | <p><u>TAN SAIK KUEN</u></p> <p><i>“Why is my question not posted? Don't mask my question!!!”</i></p>  | We have attended to your questions as above. We will also include our earlier responses to you in the minutes of meeting which will be available on our website in 30 days after the meeting pursuant to the prevailing guidelines. |
| 66. | <p><u>CHAN CHEE KONG</u></p> <p><i>“WHY STILL NO DOOR GIFTS ??”</i></p>   | As per the response to Question 3.  |

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| <p>67.</p> | <p><u>CHAN CHEE KONG</u></p> <p><i>"This is Raya period &amp; times are bad so do some CSR &amp; help us poor shareholders have some Happy RAYA mood with some E-wallets to buy some RAYA goodies &amp; kuih muih so we all races can SAMA SAMA meriahkan RAYA 2022 !"</i></p>  | <p>Thank you for your RAYA wishes and continued support.</p> |
| <p>68.</p> | <p><u>JUSTIN CHAN KEN YIP</u></p> <p><i>"Please do some CSR to your loyal shareholders &amp; give us some E-Wallet to buy some RAYA goodies since Raya is coming !"</i></p>   | <p>As per the response to Question 3.</p>                    |
| <p>69.</p> | <p><u>LUM PECK WAN</u></p> <p><i>"We appreciate some generosity from the bank &amp; do some CSR to us your shareholders who sat tthrough HOURS of this AGM &amp; EGM. GIVE la some e-wallet to buy some RAYA goodies &amp; help us with increasing costs of living !!!"</i></p> | <p>As per the response to Question 3.</p>                    |