

**RHB BANK BERHAD (6171-M)**

Minutes of the Fifty Third (“53<sup>rd</sup>”) Annual General Meeting (“AGM”) of RHB Bank Berhad (“RHB Bank” or “the Company” or “the Bank”) held at Exhibition Hall 4 & 5, Ground Floor, West Wing, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Wednesday, 24 April 2019 at 10.30 a.m.

- Present** : YBhg Tan Sri Azlan Zainol – Chairman  
YBhg Tan Sri Dr Rebecca Fatima Sta Maria – Senior Independent Non-Executive Director  
YBhg Tan Sri Saw Choo Boon  
Encik Abdul Aziz Peru Mohamed  
YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa  
Mr Mohamed Ali Ismaeil Ali Alfahim  
Ms Ong Ai Lin  
Mr Lim Cheng Teck  
Puan Sharifatu Laila Syed Ali  
YBhg Dato’ Khairussaleh Ramli – Group Managing Director
- In Attendance** : Encik Azman Shah Md Yaman  
- Head of Group Legal & Secretariat/ Group Company Secretary  
Ms Lai Su Ming  
- Joint Company Secretary
- External Auditors: Messrs PricewaterhouseCoopers PLT
- Advocators & Solicitors: Messrs Zaid Ibrahim & Co and Messrs Lee Hishammuddin Allen & Gledhill
- Poll Administrator: Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd)
- Scrutineers: Messrs KPMG PLT
- By Invitation** : As per Attendance List
- Shareholders, Proxies And Corporate Representatives** : A total of 2,538 Members (comprising shareholders, proxies and corporate representatives) for a total of 3,129,698,503 shares representing approximately 78.05% of the total shareholdings, registered for the Company’s 53<sup>rd</sup> AGM (“the Meeting”) as per the Attendance Record.  
(collectively be referred to as “Members” hereinafter)
- Chairman** : YBhg Tan Sri Azlan Zainol took his seat as the Chairman of the Meeting.

**Quorum** : The requisite quorum was present pursuant to the Clause 56 of the Company's Constitution. The Meeting was duly convened.

**Notice of Meeting** : The Notice of Meeting dated 26 March 2019 as included in the Annual Report 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 53<sup>rd</sup> AGM of the Company.

The Chairman then introduced the members of the Board of Directors, Company Secretaries and Senior Management of the Group as well as the representative(s) from the external auditors and external solicitors of the Company who were present at the Meeting.

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 the poll would be conducted at the end of the Meeting and that Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) and Messrs KPMG PLT were appointed as the poll administrator to conduct the poll by way of electronic polling and independent scrutineers to validate the poll results, respectively.

## **1. Presentation by Group Managing Director ("Group MD")**

1.1 The Chairman invited the Group MD of RHB Banking Group ("the Group") to present the financial performance highlights of the Group, as summarised below:

(i) Key Highlights of Financial Year 2018 ("FY 2018")

- (a) Fundamentals of the Group have strengthened in FY 2018 with a comfortable capital position, ample liquidity and improved asset quality.
- (b) The Group achieved a record high net profit of RM2.31 billion, which is a 18.2% Year-on-Year ("Y-o-Y") increase.
- (c) Return on equity improved to double digits being the first time since 2015.
- (d) The Group's dividend policy has been enhanced to a minimum of 30%.

- (e) The Group's final dividend of 13.0 sen per share has been proposed. With the interim dividend of 7.5 sen per share, the Group has a dividend payout ratio of 35.7% being the highest since 2003.
  - (f) Total shareholder return from 1 January 2018 to 19 April 2019 has increased by approximately 20%.
  - (g) The execution of the FIT22 strategy is gaining traction and remains anchored on the following three (3) priorities:
    - Strengthening Malaysia as the core with target key segments to win in;
    - Focusing on niche overseas; and
    - Building a winning operating model through the AGILE way of working, digitalisation and customer journeys.
  - (h) The Group developed the Sustainability Framework and identified key commitments anchored on Economic, Environment, Social and Governance considerations.
  - (i) The Group continued to invest in developing its employees by introducing Future-Oriented and Ready Workforce–Advancing, Reskilling and Developing (“FORWARD”) programme to upskill and reskill its employees to be ready for emerging competencies and skills.
  - (j) The Group's brand promise efforts have been recognised with the bronze medal of Putra Brand Awards (i.e. People's Brand Choice in the Banking, Investment and Insurance category).
- (ii) FY 2018 Performance Review
- (a) The Group delivered 18.2% growth in net profit for FY 2018 from higher net fund based income and non-fund based income as well as lower allowances for expected credit losses, while closely managing overheads.
  - (b) Loans growth coupled with active management of funding and liquidity resulted in the Group's strong Y-o-Y net fund based income growth and improved net interest margin.
  - (c) Marginal growth in non-fund based income is supported mainly from higher treasury income, net forex gain, trading and investment income.
  - (d) The Group's operating expenses were tightly managed and grew 5.4% higher than personnel cost and Information Technology (“IT”) related expenses in line with investments in IT and digital capabilities. Cost to Income Ratio (“CIR”) improved to 49.3%.

- (e) The Group's loans grew 5.5% Y-o-Y, though Malaysia grew 5.6% higher mainly due to the mortgage and Small and Medium Enterprise ("SME") loan. Further progress was achieved in portfolio rebalancing.
- (f) Total deposits grew 7.2% Y-o-Y, supported by the growth in Treasury Money Market Time Deposits and Fixed Deposits. Current Account and Saving Account ("CASA") ratio stood at 25.9% as competition remained intense.
- (g) Asset quality improved from more active account management, credit charge ratio improved further and loan loss coverage maintained above 100%.
- (h) Capital position for the Group and entity levels remained strong.
- (i) The Board had proposed a final cash dividend of 13.0 sen per share together with interim dividend of 7.5 sen per share which was paid on 3 October 2018. Total dividend of 20.5 sen per share for FY 2018 represented 35.7% payout. Moving forward, the dividend payout would be at least 30% of net profit.

(iii) Strategy Updates

- (a) Key highlights of FIT22 in FY 2018 include amongst others growth of affluent by leveraging an SME customer base, institutionalise analytics/ big data to boost revenue and implementation of AGILE@Scale.
- (b) RHB Bank is not going to be a digital bank, but will use digital at the core of its banking business.
- (c) AGILE leap has produced tangible results by transforming the RHB's operating model to foster innovation, productivity, customer centricity and employee engagement; implementing AGILE work culture; and putting customer journeys at the heart of product development.

(iv) Sustainability Update

- (a) The Group developed a Sustainability Framework which outlines five (5) sustainability commitments and supports sustainable development goals as well as identified few sustainability material matters.
- (b) The Group's FTSE4Good Bursa Malaysia rating improved from 2.9 (2017) to 3.4 (2018).

(v) Concluding Remarks

- (a) The Group recorded highest profit ever in 2018.

- (b) The results demonstrated the Group's strengths and resilience operating under challenging environment and good progress in the FIT22 implementation.
- (c) RHB fundamentals were strong in terms of high capital levels, healthy liquidity position, adequate coverage for the Group's loan losses and benign credit charge ratio. Asset quality improved.
- (d) For 2019, the Group remained cautious operating under continued challenging global economic environment, but committed to delivering better performance and operational efficiency.
- (e) The Group will continue to focus on the execution of FIT22 strategy.
- (f) New dividend policy of at least 30% payout has been introduced.

1.2 The Chairman thanked the Group MD and proceeded to table to the Members, the resolutions to be considered at the Meeting for notation/approval.

**2. Agenda 1: Audited Financial Statements Of The Company For The Financial Year Ended 31 December 2018 And The Directors' And Auditors' Reports Thereon**

- 2.1 With the Members' consensus, the Audited Financial Statements for the financial year ended 31 December 2018 ("the Audited Financial Statements") together with Directors' and Auditors' Reports thereon, which have been earlier circulated to the shareholders within the prescribed period, were taken as read.
- 2.2 In accordance with Section 340(1) of the Companies Act 2016, the Audited Financial Statements together with Directors' and Auditors' Reports were laid before the Meeting for discussion. As the formal approval of the Members was not required for this agenda item, the matter was not put forward for voting.
- 2.3 The Chairman again invited the Group MD to brief the Members on the issues raised by the Minority Shareholders Watch Group ("MSWG") which were received by the Company via their letter dated 12 April 2019. The Group MD informed the Meeting that the Company had responded to MSWG vide letter dated 19 April 2019, as highlighted below (*note: the queries by MSWG are in italics*):

**Strategy/Financial Matters**

- (i) *On the key financial performance highlights (page 81 and 86, Annual Report 2018), your Current Account & Saving Accounts ("CASA") composition declined to 25.9% of total deposits from 30.2% as at 31 December 2017. CASA growth for FY2018 was negative 8.1%.*
  - a) *What are the reasons for the drop in the composition of CASA?*
  - b) *How will you address the declining deposits faced by the overseas operations, registering a decrease of 5.1% with Singapore recording a*

11.6% decline?

c) *As competition for deposits remained intense domestically, what measures have you taken or intend to take to address this? What is the growth target for CASA for 2019?*

a) The decline in CASA in FY2018 was mainly due to the following factors:

- Competition for CASA continued to be intense as banks ramped up efforts to gather deposits especially from retail customers.
- The Group's corporate current deposits recorded a strong 24.7% growth Y-o-Y in FY2017. However, corporate deposits can be withdrawn in large amounts when needed by the customers. As a result of such withdrawals, corporate current deposits declined by 7.2% in FY2018.
- In Singapore, RHB Bank's current deposits declined by 39.2% Y-o-Y, which is partly due to the deliberate release of some deposits as loans contracted in FY2017 and in the first half of 2018.
- Overall however, it should be noted that in FY2017, the Group's CASA grew 18.8% and hence set a high base for FY2018. Even with the decline of 8.1% in FY2018, over the 2-year period from 2016 to 2018, CASA increased by 9.3%.

b) Overseas deposits decline was primarily due to the decline of CASA in Singapore, which is partly due to the deliberate release of some deposits as loans contracted in FY2017 and in the first half of 2018. However, with Singapore loans growth rebounding in the second half of 2018 and recording a growth of 3.8% in FY2018, the Bank intends to increase its efforts in growing deposits there with certain campaigns already launched.

c) The Group has set a CASA growth target of 5% in 2019 with the following initiatives to achieve it:

- Continue the Group's focus on gathering retail CASA especially from the affluent segment by leveraging on SME customer base.
- The launch of RHB Bank's new mobile banking app is expected to attract more customers especially the younger mass affluent and affluent to open accounts with the Group.
- Differentiate the Group by building connected ecosystems as part of its products and services offering, in particular for SME customers.

(ii) *The Singapore Operations (page 133, Annual Report) reported a high Cost-to-Income Ratio of 94.0%. What are the measures you have taken or intend to take to address this in FY2019? What is the optimal ratio?*

- Higher CIR of 94.0% in Singapore was mainly due to lower income recorded in FY2018 while overheads grew from RHB Bank Singapore continued investment in human resources and technology.
- In FY2017 and for the large part of FY2018, the Group took a cautious stance in Singapore by focusing on growth selectively in certain asset segments coupled with a more rigorous credit underwriting process,

following the impairment losses from exposure to the oil and gas industry. As a result, loans declined in FY2017 by 12.0%, affecting income growth in FY2018.

- In FY2018, loans grew by 3.8% Y-o-Y and RHB Bank Singapore expects growth to continue in FY2019, translating into better income and improved CIR for its operations. This is expected to be driven by a strong focus on loans growth from the SME segment, and from increasing fee-based income, including from wealth management.
- The Group is committed to continue to improve its CIR with a target of 49% for FY2019.

### **Corporate Governance and Sustainability Matters**

- (i) *In the Sustainability Statement, the Company has stated that RHB Islamic Bank Berhad (“RHB Islamic Bank”) has made significant progress and contribution towards promoting responsible financing practices. Please elaborate on the forms and practices adopted to-date.*

The Group adheres to guidelines set out by Bank Negara on responsible financing practices. Products and services are aligned to Bank Negara Malaysia’s (“BNM”) aim to promote financial prudence and reinforce lending practices that support growth of the economy in a sustainable manner. The Group is responsible for conducting due diligence in its financing choices, whether to protect its business, customers, or third-party stakeholders.

RHB Islamic Bank has introduced new Shariah products that adopt underlying principles of Value Based Intermediation (“VBI”) and responsible financing. For instance, Commodity Murabahah Term Financing-i (“CMTF-i”) for My 1st Home Cagamas (Plain) (Rumah Mampu Milik) and CMTF-i for BNM Commitment Home (Rumah Mampu Milik) are part of RHB Islamic Bank’s efforts to promote house ownership in line with the government and BNM’s aspirations. Through these products, financing is made available and tailored accordingly for either low-income customers or low-income first time homebuyers.

In addition, RHB Islamic Bank has incorporated the social finance aspect of VBI into its products and services. Initiatives introduced are in the area of waqf and sadaqah where products and services by RHB Islamic Bank have empowered and assisted public at large to channel their donations to mosques and state religious councils for the betterment of their communities and through digital means. This can be clearly seen through RHB Islamic Bank’s SyuQR services extended to mosques and religious institutions. Other products introduced are CM Savings and Current Account-i and Range Accrual Murabahah Negotiable Certificate of Deposit-i that allow depositors to donate profits to charity.

In line with the Group’s VBI and sustainability journey, RHB Islamic Bank will strive for further improvements and innovation in this area.

- (ii) *Please explain the concept of “Value Based Intermediation” and the “People, Planet and Profit” and how these are translated into sustainability practices in the Group?*

The VBI concept refers to “an intermediation function that aims to deliver the intended outcomes of Shariah through practices, conduct and offerings that generate positive and sustainable impact to the economy, community and environment, without compromising the financial returns to shareholders”.

While RHB Islamic Bank is gearing towards making itself ready to operationalise VBI and start adopting the VBI scorecard prescribed by BNM, RHB Islamic Bank’s VBI approach will be holistic, intended to cover the whole group. The Group will embed the VBI elements in its products and services as well as refine its policies and procedures.

VBI is about creating value and positive impact to stakeholders; a concept that is likewise reflected in sustainability. Similarly, the 3P (“People, Planet and Profit”) concept is synonymous with sustainability and its concept of considering Economic, Environment and Social (EES) impacts.

The Group has started taking various steps towards improving its overall sustainability practices. In 2018, the Group institutionalised sustainability by enhancing its sustainability governance. Sustainability will form one of the matters discussed at the Board and Group Management level. The Group has developed its sustainability framework that outlines 5 sustainability commitments:

- i. Drive ethical and responsible business practices
- ii. Promote sustainable business
- iii. Promote environmental practices
- iv. Foster talent development
- v. Enrich and empower communities

The framework and commitments were developed based on a comprehensive materiality assessment with 17 sustainability material matters identified. High priority matters identified were such as Good Business Governance, Digitalisation, Financial Inclusion and Responsible Financing. The Group’s sustainability journey will be in line with VBI and support the United Nations Sustainable Development Goals (SDGs). In 2019, the Group’s focus is to embed good sustainable practices throughout the Group and raise awareness amongst employees. This will put the Group in a better position to address sustainability.

- (iii) *Have you developed any “Sector” specific policies? Has the Company allocated any budget for green or sustainable sectors?*

The Group has sector specific Risk Acceptance Criteria (RAC) that provide guidance to its Business Units. The Group reviews these RAC or guidelines on a continuous basis. With regard to sustainability-related elements, the Group is looking into infusing these into its guidelines for material sectors.



With regard to any budget for green or sustainable sectors, no specific budget was allocated for green or sustainable sectors. However, as the Group progresses on its sustainability and VBI journey, the Group will explore available options.

2.4 The Chairman thanked the Group MD for sharing the responses to MSWG with the Meeting. He further welcomed questions from the Members in relation to the Audited Financial Statements.

2.5 The issues raised by the Members and the Board's responses were summarised as follows:

- (i) Mr Kow Lih Shi, a proxy, queried on how would the Group sustain and continue to expand its overseas operations, taking into consideration the depreciation of Ringgit Malaysia and the high operating cost.

The Chairman responded that the Group has no plans for new investments overseas at the moment. However, Management will continue to ensure both of the existing Group's overseas and domestic operations are well managed.

- (ii) Mr A.Subramaniam a/l C.R Anantakrishnan ("Mr Krishnan"), a shareholder, congratulated the Board of Directors on the Group's good performance and highlighted on the movement of the Company's share price which reflects investors' confidence in the Company. He then queried whether the Company will introduce a Dividend Reinvestment Plan ("DRP") for shareholders with the stamp duty absorption for the Dividend Reinvestment Form.

The Chairman, on behalf of the Board of Directors, thanked Mr Krishnan and highlighted that the Group will continue to work towards share price appreciation and sustainable dividend yield. With regard to DRP, the Chairman responded that the Company will evaluate the proposal and suggestion on stamp duty absorption.

With respect to the Statement of Financial Position on page 7 of the Financial Report 2018, Mr Krishnan further requested for clarification on financial investments available-for-sale ("AFS") and financial investments held-to-maturity ("HTM") for 2018.

The Group MD explained that due to the implementation of the Malaysian Financial Reporting Standard 9 ("MFRS 9") on Financial Instruments, there has been a reclassification of the Company's financial assets. Hence, financial investments AFS and financial investments HTM have been reclassified as financial at fair value through other comprehensive income and financial investment at amortised cost, respectively. Further details on the significant impact areas of MFRS 9 on financial assets were summarised at Pages 32 to 39 of the Financial Report 2018.

- (iii) Puan Nor Khalidah Khalil, a representative from MSWG, thanked the Board of Directors for sharing the questions raised by MSWG and the Company's comprehensive written response to the same.
- (iv) Mr Raymond Soh, a shareholder, queried on whether the Company is considering any proposed merger and acquisition with other banks in the near future and suggested the Company to increase its dividend yield beyond 30% moving forward.

The Chairman responded that there is no plan for the abovementioned corporate exercise at the moment and that the Company will continue to improve its dividend yield whilst ensuring sustainable growth.

- (v) Mr Vincent Lau, a shareholder, enquired on the Board of Directors' view on Digital Technology, especially Financial Technology ("FinTech") and its potential impact to the Company.

The Chairman responded that FinTech is the way forward due to Malaysia's expanding young workforce who are digitally savvy and is considered as a threat to the Company. Nevertheless, the Company is prepared to manage possible disruptions due to FinTech and will keep abreast with the new developments to remain agile and relevant.

Group MD added that notwithstanding Digital Technology, the Company is focused on customer journeys in order to attract and retain customers by satisfying their needs and requirements. Group MD also added that the Company has invited FinTech companies to work as partners to develop digital products and services to service the customers.

- (vi) Mr Lim Jian Hau, a shareholder, suggested that the Company should consider issuing free warrants to the Members following the abolishment of the par value regime under the Companies Act 2016.

The Chairman responded that the suggestion may be considered in future. However, the Company has no plans to issue warrants for the time being.

- (vii) Madam Lim Loon Lian, a shareholder, queried the Company's efforts to adopt Industry 4.0.

Group MD responded that as part of the Company's efforts to adopt Industry 4.0, the Company had established the FORWARD programme to upskill and reskill its employees to be ready for emerging competencies and skills.

- 2.5 After having addressed all the questions raised, it was recorded that the Audited Financial Statements of the Company had been duly received and adopted by the Members.

**3. Agenda 2: Payment of Single-Tier Final Dividend Of 13.0 Sen Per Share In Respect Of The Financial Year Ended 31 December 2018 (Ordinary Resolution 1)**

- 3.1 The Chairman informed the Meeting that a single-tier final dividend of 13.0 sen per share in respect of the financial year ended 31 December 2018, as recommended by the Board, was presented before the Members for approval.
- 3.2 There being no question from the Members, the Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 1:
- “THAT a single-tier final dividend of 13.0 sen per share in respect of the financial year ended 31 December 2018 as recommended by the Board, be and is hereby approved”.
- 3.3 Cik Hasnita Sulaiman proposed and Puan Marlina Samat seconded the said resolution.
- 3.4 The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**4. Agenda 3: Re-Election Of YBhg Tan Sri Azlan Zainol As Director Under Clause 94 Of The Company’s Constitution (Ordinary Resolution 2)**

- 4.1 The Chairman declared his interest in Ordinary Resolution 2 and thereafter passed the Chair of the Meeting to YBhg Tan Sri Dr Rebecca Fatima Sta Maria (“YBhg Tan Sri Rebecca”), being the Senior Independent Non-Executive Director of the Company, to carry through Agenda 3.
- 4.2 YBhg Tan Sri Rebecca informed the Meeting that in accordance with Clause 94 of the Company’s Constitution, one-third (1/3) of the Directors shall retire every year and are eligible for re-election. Accordingly, YBhg Tan Sri Azlan Zainol shall retire pursuant to Clause 94 and has offered himself for re-election.
- 4.3 The profile of YBhg Tan Sri Azlan Zainol was contained on page 144 of the Annual Report 2018.
- 4.4 YBhg Tan Sri Rebecca proceeded to invite a proposer and a seconder for the following Ordinary Resolution 2:
- “THAT YBhg Tan Sri Azlan Zainol, who is retiring under Clause 94 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”
- 4.5 Ms M.Jeevamalar R. Munusamy proposed and Cik Nor Akmar Rashid seconded the above resolution.

- 4.6 YBhg Tan Sri Rebecca demanded for a poll being the Chairperson of the Meeting for this Agenda in accordance with Clause 60 of the Company's Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.
  - 4.7 YBhg Tan Sri Rebecca passed back the chair of the Meeting to YBhg Tan Sri Azlan Zainol to carry through the rest of the Agenda.
- 5. Agenda 4: Re-Election Of YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa As Director Under Clause 94 Of The Company's Constitution (Ordinary Resolution 3)**
- 5.1 The Chairman highlighted that YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa shall also retire pursuant to Clause 94 of the Company's Constitution (i.e. one-third (1/3) of the Directors shall retire every year and are eligible for re-election). Accordingly, YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa shall retire and has offered himself for re-election.
  - 5.2 The profile of YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa was contained on page 145 of the Annual Report 2018.
  - 5.3 The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 3:  
  
"THAT YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa, who is retiring under Clause 94 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."
  - 5.4 Ms Teoh Gek Ke proposed and Puan Marina Abd Malik seconded the above resolution.
  - 5.5 The Chairman demanded for a poll being the Chairman of the Meeting for this Agenda in accordance with Clause 60 of the Company's Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.
- 6. Agenda 5: Re-Election Of YBhg Tan Sri Saw Choo Boon As Director Under Clause 94 Of The Company's Constitution (Ordinary Resolution 4)**
- 6.1 The Chairman informed the Meeting that YBhg Tan Sri Saw Choo Boon shall also retire in accordance with Clause 94 of the Company's Constitution (i.e. one-third (1/3) of the Directors shall retire every year and are eligible for re-election). Accordingly, YBhg Tan Sri Saw Choo Boon shall retire and has offered himself for re-election.
  - 6.2 The profile of YBhg Tan Sri Saw Choo Boon was contained on page 146 of the Annual Report 2018.

- 6.3 The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 4:

“THAT YBhg Tan Sri Saw Choo Boon, who is retiring under Clause 94 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

- 6.4 Mr Moo Kin Yew proposed and Mr Chan Mui Fong seconded the above resolution.

- 6.5 The Chairman demanded for a poll being the Chairman of the Meeting for this Agenda in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**7. Agenda 6: Re-Election Of Mr Lim Cheng Teck As Director Under Clause 98 Of The Company’s Constitution (Ordinary Resolution 5)**

- 7.1 The Chairman apprised the Meeting that in accordance with Clause 98 of the Company’s Constitution, any director appointed either to fill a casual vacancy or as an addition to the existing directors, shall hold office only until the next AGM and is eligible for re-election. Accordingly, Mr Lim Cheng Teck, who was appointed on 28 November 2018, shall retire pursuant to Clause 98 and has offered himself for re-election.

- 7.2 The profile of Mr Lim Cheng Teck was contained on page 148 of the Annual Report 2018.

- 7.3 The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 5:

“THAT Mr Lim Cheng Teck, who is retiring under Clause 98 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

- 7.4 Ms Penny Chang Sow Fun proposed and Puan Siti Haidah Kassim seconded the above resolution.

- 7.5 The Chairman demanded for a poll being the Chairman of the Meeting for this Agenda in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**8. Agenda 7: Re-Election Of Puan Sharifatu Laila Syed Ali As Director Under Clause 98 Of The Company’s Constitution (Ordinary Resolution 6)**

- 8.1 The Chairman highlighted that Puan Sharifatu Laila Syed Ali, who was appointed to the Board on 15 March 2019, shall also retire in accordance with Clause 98 of the Company’s Constitution. Accordingly, Puan Sharifatu Laila Syed Ali shall retire and has offered herself for re-election.

- 8.2 The profile of Puan Sharifatu Laila Syed Ali was contained on page 148 of the Annual Report 2018.
- 8.3 The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 6:
- “THAT Puan Sharifatu Laila Syed Ali, who is retiring under Clause 98 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”
- 8.4 Ms Amutha Samynathan proposed and Mr Chan Mui Fong seconded the above resolution.
- 8.5 The Chairman demanded for a poll being the Chairman of the Meeting for this Agenda in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.
- 9. Agenda 8: Payment Of Directors’ Fees And Board Committees’ Allowances Amounting To RM1,471,589.05 For The Financial Year Ended 31 December 2018 (Ordinary Resolution 7)**
- 9.1 The Chairman informed the Members that the Directors’ fees are payable on the basis of RM175,000 per annum for each Non-Executive Director and RM200,000 per annum for the Chairman of the Board. These fees are pro-rated in accordance to the respective Director’s tenure of service during the financial year.
- 9.2 The Chairman further apprised the Meeting that Non-Executive Directors who sit on Board Committees (i.e. Board Audit Committee, Board Nominating and Remuneration Committee, Board Risk Committee and Board Credit Committee) are also entitled to receive Board Committees’ allowances on an annual basis. Generally, the Board Committee’s allowance for each member is RM30,000 per annum and RM40,000 per annum for the Chairman of the Board Committee. The abovementioned Board Committees are centralised committees, the fees of which are shared by RHB Bank and its relevant subsidiaries. The Board Committees’ allowances are also pro-rated in accordance to the respective Director’s tenure of membership during the financial year.
- 9.3 The Board members (save for the Group MD, YBhg Dato’ Khairussaleh) declared their interests in respect of the above proposal when the matter was presented before them. The interested Directors abstained from voting in respect of their direct and/or indirect shareholdings (if any) on the resolution in relation thereto.
- 9.4 The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 7:

“THAT the payment of Directors’ fees and Board Committees’ allowances amounting to RM1,471,589.05 for the financial year ended 31 December 2018 be and is hereby approved.”

- 9.5 Mr Lim Jian Hau proposed and Ms Teoh Gek Ke seconded the above resolution.
- 9.6 The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**10. Agenda 9: Payment Of Directors’ Remuneration (Excluding Directors’ Fees And Board Committees’ Allowances) To The Non-Executive Directors Up To An Amount Of RM1.55 Million From 25 April 2019 Until The Next AGM Of The Company (Ordinary Resolution 8)**

- 10.1 The Chairman informed the Members that the abovementioned Directors’ remuneration consists monthly fixed allowance for Chairman of RHB Bank, meeting allowance, farewell pot scheme and other benefits. Details of the current remuneration policy were clearly set out on page 241 of the Annual Report 2018 and as set out below:

No.	Description	Non-Executive Chairman (RM)	Non-Executive Directors (“NEDs”)/Members (RM)
1	Monthly Fixed Allowance	25,000.00	Not Applicable
2	Meeting Allowance (per meeting): - Board of the Company - Board Committees	1,500.00 1,500.00	1,500.00 1,500.00
3	Farewell Pot Scheme (per annum) (Established with effect from 1 January 2017)	2,000.00	2,000.00
4	Other Benefits: Club membership, Directors & Officers Liability insurance coverage, driver, car and petrol allowance, etc.		

**Note:**

The Group MD/Chief Executive Officer does not receive any Directors’ remuneration.

- 10.2 In determining the estimated total amount of remuneration (excluding Directors’ fees and Board Committees’ allowances) for the Non-Executive Directors, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in these meetings.

- 10.3 The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 8:

“THAT the payment of Directors’ remuneration (excluding Directors’ fees and Board Committees’ allowances) to the Non-Executive Directors up to an amount of RM1.55 million from 25 April 2019 until the next AGM of the Company be and is hereby approved.”

- 10.4 Mr Vincent Lau proposed and Cik Nor Akmar Rashid seconded the above resolution.

- 10.5 The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**11. Agenda 10: Re-Appointment Of Messrs PricewaterhouseCoopers PLT As Auditors (Ordinary Resolution 9)**

- 11.1 The Chairman apprised the Members that the retiring Auditors, Messrs PricewaterhouseCoopers PLT have offered to continue to serve as Auditors of the Company. The Board recommended to the Members for approval of the re-appointment of Messrs PricewaterhouseCoopers PLT as Auditors of the Company based on the Group Board Audit Committee’s review of the performance and independence in performing their obligation as Auditors for the financial year 2018.

- 11.2 There being no question from the Members, the Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 9:

“THAT Messrs PricewaterhouseCoopers PLT be and is hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be determined by the Directors.”

- 11.3 Ms Liew Pek Wah proposed and Mr Chan Mui Fong seconded the above resolution.

- 11.4 The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**12. Agenda 11: Authority For Directors To Issue Shares (Ordinary Resolution 10)**

- 12.1 The Chairman mentioned that an ordinary resolution in relation to a general mandate for Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 was presented before the Members for approval.

- 12.2 The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 10:



“THAT subject always to the Companies Act 2016, the Company’s Constitution and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company at any time 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 total number of issued shares of the Company for the time being, AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

- 12.3 Mr Kow Lih Shi proposed and Mr Raymond Soh seconded the above resolution.
- 12.4 The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**13. Agenda 12: Proposed Amendments To The Constitution Of The Company (Special Resolution 1)**

13.1 The Chairman informed that the Special Resolution 1 was in relation to the proposed amendments to the Constitution of the Company (“Proposed Amendment”). The Proposed Amendment is set out in Annexure A to the Notice of the 53<sup>rd</sup> AGM of the Company. Essentially, the Proposed Amendment to the Constitution of the Company was to facilitate and further enhance the Company’s administrative efficiency in respect of delivery of notice and/or other documents to members of the Company via electronic means.

13.2 The Chairman proceeded to invite a proposer and a seconder for the following Special Resolution 1:

“THAT the existing Constitution of the Company be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in Annexure A to the Notice of the 53<sup>rd</sup> AGM of the Company;

AND THAT the Board, the Group Managing Director of the Company and/or the Company Secretary be and are hereby authorised to do or procure to be done all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendment with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities or third parties to give effect to the Proposed Amendment.”

- 13.3 Mr Lim Jian Hau proposed and Mr A.Subramaniam a/l C.R Anantakrishnan seconded the above resolution.
- 13.4 The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Clause 60 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**14. Agenda 13: Any Other Business**

The Chairman sought confirmation from the Group Company Secretary whether the Company had received any notice for transaction of other business which had been given in accordance with the Companies Act 2016 and the Company's Constitution. The Group Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

**15. Polling Process**

15.1 There being no other business to be transacted at the Meeting, the Chairman declared to proceed with the electronic vote polling process for all the above resolutions. He then declared the closure of registration of attendance at this juncture and called upon Group Company Secretary to explain the procedures for the conduct of electronic vote polling process to the Meeting.

15.2 Group Company Secretary explained that the Members were entitled to one (1) vote for every share that they hold pursuant to the Constitution of the Company. The polling process shall be conducted via two (2) methods, either using Boardroom e-Polling Application ("the App") or voting at the allocated e-polling stations. A total of 10 e-polling stations were set up at the polling area in the Meeting Room. The representatives of Poll Administrator were present at each e-polling station to assist the Members with the voting process. The Scrutineers were present to monitor the electronic polling process and the poll results shall be given to the Chairman once the compilation and counting process have completed.

15.3 Group Company Secretary invited a representative of the Poll Administrator to further brief the Meeting on the polling procedures.

15.4 After due briefing by the Poll Administrator, 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.

15.5 The Chairman then adjourned the Meeting at 11.45 a.m. for the electronic vote polling process and vote count, and the Meeting resumed at 12.05 p.m. for the declaration of poll results in respect of the above eleven resolutions.

**16. Announcement Of Poll Results**

The 53<sup>rd</sup> AGM re-convened at 12.05 p.m. and the Chairman called the Meeting to order for declaration of poll results. The Chairman informed 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:

16.1 Ordinary Resolution 1: Payment Of Single-Tier Final Dividend Of 13.0 Sen Per Share In Respect Of The Financial Year Ended 31 December 2018

Ordinary Resolution 1	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,122,453,142	99.996247	117,200	0.003753	0

It was resolved THAT the payment of single-tier final dividend of 13.0 sen per share in respect of the financial year ended 31 December 2018 be approved.

16.2 Ordinary Resolution 2: Re-Election Of YBhg Tan Sri Azlan Zainol As Director Under Clause 94 of the Company's Constitution

Ordinary Resolution 2	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,007,438,648	96.643825	104,440,088	3.356175	10,691,606

It was resolved THAT YBhg Tan Sri Azlan Zainol be re-elected as Director of the Company under Clause 94 of the Company's Constitution.

16.3 Ordinary Resolution 3: Re-Election Of YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa As Director Under Clause 94 of the Company's Constitution

Ordinary Resolution 3	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,101,953,491	99.339747	20,616,851	0.660253	0

It was resolved THAT YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa be re-elected as Director of the Company under Clause 94 of the Company's Constitution.

16.4 Ordinary Resolution 4: Re-Election Of YBhg Tan Sri Saw Choo Boon As Director Under Clause 94 of the Company's Constitution

Ordinary Resolution 4	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,089,426,064	98.938558	33,144,278	1.061442	0

It was resolved that YBhg Tan Sri Saw Choo Boon be re-elected as Director of the Company under Clause 94 of the Company's Constitution.

16.5 Ordinary Resolution 5: Re-Election Of Mr Lim Cheng Teck As Director Under Clause 98 of the Company's Constitution

Ordinary Resolution 5	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,122,570,342	100	0	0	0

It was resolved THAT Mr Lim Cheng Teck be re-elected as Director of the Company under Clause 98 of the Company's Constitution.

16.6 Ordinary Resolution 6: Re-Election Of Puan Sharifatu Laila Syed Ali As Director Under Clause 98 of the Company's Constitution

Ordinary Resolution 6	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,122,570,342	100	0	0	0

It was resolved THAT Puan Sharifatu Laila Syed Ali be re-elected as Director of the Company under Clause 98 of the Company's Constitution.

16.7 Ordinary Resolution 7: Payment Of Directors' Fees And Board Committees' Allowances Amounting To RM1,471,589.05 For The Financial Year Ended 31 December 2018

Ordinary Resolution 7	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,122,554,004	99.999477	16,338	0.000523	0

It was resolved THAT the payment of Directors' Fees and Board Committees' Allowances amounting to RM1,471,589.05 for the financial year ended 31 December 2018 be approved.

16.8 Ordinary Resolution 8: Payment Of Directors' Remuneration (Excluding Directors' Fees And Board Committees' Allowances) To The Non-Executive Directors Up To An Amount Of RM1.55 Million From 25 April 2019 Until The Next AGM Of The Company

Ordinary Resolution 8	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,122,550,409	99.999362	19,933	0.000638	0

It was resolved THAT the payment of Directors' Remuneration (excluding Directors' fees and Board Committees' allowances) to the Non-Executive Directors up to an amount of RM1.55 million from 25 April 2019 until the next AGM of the Company be approved.

16.9 Ordinary Resolution 9: Re-Appointment Of Messrs PricewaterhouseCoopers PLT As Auditors

Ordinary Resolution 9	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,101,264,668	99.366488	19,772,144	0.633512	1,533,530

It was resolved THAT Messrs PricewaterhouseCoopers PLT be re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM of the Company AND THAT the Directors be authorised to fix their remuneration.

16.10 Ordinary Resolution 10: Authority For Directors To Issue Shares

Ordinary Resolution 10	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	2,704,977,175	92.119466	231,402,385	7.880534	186,190,782

It was resolved THAT subject always to the Companies Act 2016, the Company's Constitution and approval of the relevant government regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company at any time 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 total number of issued shares of the Company for the time being, AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.

16.11 Special Resolution 1: Proposed Amendments to the Constitution of the Company

Special Resolution 1	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
	3,122,570,342	100	0	0	0

It was resolved THAT the existing Constitution of the Company be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in Annexure A to the Notice of the 53<sup>rd</sup> AGM of the Company ("Proposed Amendment") AND THAT the Board, the Group Managing Director of the Company and/or the Company Secretary be and are hereby authorised to do or procure to be done all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendment with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities or third parties to give effect to the Proposed Amendment.

**17. Close Of Meeting**

There being no other business to be transacted, the Meeting ended at 12.10 p.m. with a vote of thanks to the Chairman. The Chairman also thanked the Members for their support and attendance.

**CONFIRMED AS CORRECT**

*- Original Copy Signed -*

**TAN SRI AZLAN ZAINOL**