



RHB Capital Berhad

(Company No. 312952-H)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth (20th) Annual General Meeting (“AGM”) of the Company will be held at Taming Sari Grand Ballroom, The Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Thursday, 30 April 2015 at 11.00 a.m. to transact the following Businesses:-

AGENDA

AS ORDINARY BUSINESS:-

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2014 and the Directors’ and Auditors’ Reports thereon. (Please refer to Explanatory Note 1)
- To re-elect YBhg Dato’ Mohamed Khadar Merican, who is retiring under Article 80 of the Company’s Articles of Association and being eligible, offers himself for re-election. Ordinary Resolution 1
Mr Kellee Kam Chee Khiong who retires pursuant to Article 80 of the Company’s Articles of Association, has expressed his intention of not seeking re-election. Hence, he will retain office until the conclusion of the 20th AGM.
- To re-elect Mr Mohamed Ali Ismael Ali Alfahim, who is retiring under Article 84 of the Company’s Articles of Association and being eligible, offers himself for re-election. Ordinary Resolution 2
- To consider and, if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:- “That YBhg Dato’ Nik Mohamed Din Datuk Nik Yusoff, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next AGM.” Ordinary Resolution 3
- To approve the payment of Directors’ fees totalling RM1,039,315.07 for the financial year ended 31 December 2014. Ordinary Resolution 4
- To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company, to hold office until the conclusion of the next AGM of the Company, at a remuneration to be determined by the Directors. Ordinary Resolution 5

AS SPECIAL BUSINESS:-

To consider and if thought fit, to pass the following ordinary resolutions:-

- Authority for Directors to issue shares
“THAT subject always to the Companies Act, 1965, the Company’s Articles of Association and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 issued share capital of the Company for the time being.” Ordinary Resolution 6
- Proposed renewal of the authority to allot and issue new ordinary shares of RM1.00 each in RHB Capital Berhad (“RHB Capital Shares”), for the purpose of the Company’s Dividend Reinvestment Plan (“DRP”) that provides the Shareholders of RHB Capital Berhad (“Shareholders”) the option to elect to reinvest their cash dividend in new RHB Capital Shares
“THAT pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting held on 6 April 2011 and subject to the approval of the relevant regulatory authority (if any), approval be and is hereby given to the Company to allot and issue such number of new RHB Capital Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors of the Company at their sole and absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new RHB Capital Shares shall be fixed by the Directors based on the adjusted five (5) market days volume weighted average market price (“VWAP”) of RHB Capital Shares immediately prior to the price-fixing date after applying a discount of not more than 10%, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price and the issue price may not be less than the par value of RHB Capital Shares;
AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company.” Ordinary Resolution 7
- To transact any other business of which due notice shall have been given.

By Order of the Board

Azman Shah Md Yaman (LS 0006901)

Ivy Chin So Ching (MAICSA No. 7028292)

Company Secretaries

Kuala Lumpur

8 April 2015

NOTES:

Appointment of Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 April 2015 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 20th AGM.
- A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his place. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.
- If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account which is credited with ordinary shares of the Company.
- The Form of Proxy or other instruments of appointment must be deposited at the office of the Share Registrar of the Company, Symphony Share Registrars Sdn Bhd, at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

Explanatory Notes

- Item 1 of the Agenda

This Agenda is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- Ordinary Resolution 1

- Re-election of YBhg Dato’ Mohamed Khadar Merican as Director

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

Upon the shareholders’ approval for Ordinary Resolution 1 and pursuant to Bank Negara Malaysia’s approval, YBhg Dato’ Mohamed Khadar will be re-designated as a Non-Independent Non-Executive Director/Chairman upon conclusion of the 20th AGM of the Company.

- Ordinary Resolution 6

- Authority for Directors to issue shares

This Proposed Ordinary Resolution 6 is a general mandate for issuance of shares by the Company pursuant to Section 132D of the Companies Act, 1965. The resolution, if passed, will give powers to the Directors of the Company to issue ordinary shares in the capital of the Company up to an aggregate amount of not exceeding 10% of the issued and paid-up share capital of the Company for the time being, without having to convene a general meeting. This general mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

The rationale for this proposed general mandate is to allow possible share issues and/or fund raising exercises including placement of shares for the purpose of funding current and/or future investment projects(s), working capital and/or acquisition(s) as well as in the event of any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on an urgent basis and thereby reducing administrative time and costs associated with the convening of additional shareholders’ meeting(s). In any event, the exercise of the mandate is only to be undertaken if the Board considers it to be in the best interest of the Company.

- Ordinary Resolution 7

- Proposed renewal of the authority to allot and issue new RHB Capital Shares for the purpose of the Company’s DRP that provides the Shareholders the option to elect to reinvest their cash dividend in new RHB Capital Shares

This proposed Ordinary Resolution 7 will give authority to the Directors to allot and issue RHB Capital Shares for the DRP in respect of dividend declared until the next AGM. A renewal of this authority will be sought at the next AGM.

For information purposes, the Board had, on 27 February 2015, declared a single-tier interim dividend of 6 sen per RHB Capital Share for the financial year ended 31 December 2014 amounting to approximately RM154.35 million (“Interim Dividend”) and determined that the DRP shall apply to the Interim Dividend. The Shareholders had at the 19th AGM of the Company held on 8 May 2014, approved the renewal of the authority to allot and issue such number of new RHB Capital Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the 20th AGM of the Company.

Statement Accompanying the Notice of 20th Annual General Meeting

Additional information pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is set out in Annexure A to RHB Capital Berhad’s Annual Report 2014.



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