



RHB BANK BERHAD

(Company No. 6171-M)
(Incorporated in Malaysia under the then Companies Ordinances, 1940 – 1946)

NOTICE OF FIFTY SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty Second (“52nd”) Annual General Meeting (“AGM”) of the Company will be held at Taming Sari Grand Ballroom, Level G, Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Wednesday, 25 April 2018 at 10.30 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 2017 and the Directors’ and Auditors’ Reports thereon. (Please refer to Explanatory Note 1)
Ordinary Resolution 1
- To approve a single-tier final dividend of 10 sen per share in respect of the financial year ended 31 December 2017. Ordinary Resolution 2
- To re-elect Encik Abdul Aziz Peru Mohamed, who is retiring under Article 92 of the Company’s Constitution and being eligible, offers himself for re-election. Ordinary Resolution 3
- To re-elect Mr Mohamed Ali Ismaeil Ali Alfahim, who is retiring under Article 92 of the Company’s Constitution and being eligible, offers himself for re-election. Ordinary Resolution 4
- To re-elect Ms Ong Ai Lin, who is retiring under Article 96 of the Company’s Constitution and being eligible, offers herself for re-election. Ordinary Resolution 5
- To approve the increase of Directors’ fees from RM180,000.00 to RM200,000.00 per annum for the Non-Executive Chairman and from RM150,000.00 to RM175,000.00 for each of the Non-Executive Directors retrospective from 1 January 2017 and further to approve the payment of Directors’ fees and Board Committees’ allowances amounting to RM1,658,666.67 for the financial year ended 31 December 2017. Ordinary Resolution 6
- To approve the payment of Directors’ remuneration (excluding Directors’ fees and Board Committees’ allowances) to the Non-Executive Directors up to an amount of RM1.35 million from 26 April 2018 until the next AGM of the Company. Ordinary Resolution 7
- To re-appoint Messrs PricewaterhouseCoopers PLT 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 7

AS SPECIAL BUSINESS:

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

- Authority for Directors to issue shares
“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.” Ordinary Resolution 8
- Proposed Amendments to the Constitution of RHB Bank Berhad (“Proposed Amendment”) 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 Appendix II of the Circular dated 27 March 2018.
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.”
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board,

Azman Shah Md Yaman (LS 0006901)
Ivy Chin So Ching (MAICSA No. 7028292)
Company Secretaries
Kuala Lumpur
27 March 2018

NOTES:

Appointment of Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 April 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 52nd 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.
- 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 (“SICDA”), it may appoint at least one (1) proxy in respect of each Securities Account which is credited with ordinary shares of the Company.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 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

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2017

Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 5 – Increase of Directors’ fees for Non-Executive Chairman and Non-Executive Directors

The Non-Executive Chairman and Non-Executive Directors are entitled to annual Directors’ fees. As part of a periodical review to ensure the Group remains competitive against its peers and with the heightened responsibilities and accountabilities required for Directors per current requirements under the Companies Act 2016, the Financial Services Act 2013, the Capital Markets & Services Act 2007 and the Malaysian Code on Corporate Governance 2017, it is recommended that the Directors’ fees per annum (p.a.) at Board Level be revised as follows:

Description	Existing (RM)	Proposed (RM)
Non-Executive Chairman	180,000.00 p.a.	200,000.00 p.a.
Non-Executive Directors	150,000.00 p.a.	175,000.00 p.a.

3. Ordinary Resolution 6 – Payment of Directors’ Remuneration (excluding Directors’ fees and Board Committees’ allowances) to the Non-Executive Directors

The proposed Directors’ Remuneration (excluding Directors’ fees and Board Committees’ allowances) comprises the allowances and other emoluments payable to Non-Executive Directors. The current remuneration policy is as set out below:

No.	Description	Non-Executive Chairman RM	Non-Executive Directors RM
1	Monthly Fixed Allowance ^(a)	25,000	Not Applicable
2	Meeting Allowance (per meeting): Board of RHB Bank Berhad Board Committees ^(b)	1,500 1,500	1,500 1,500
3	Farewell Pot Scheme ^(c) (per annum) (Established with effect from 1 January 2017)	2,000	2,000
4	Other Benefits: Club membership, driver, car and petrol allowance, etc.		

Notes:

- The monthly fixed allowance is given to the Chairman of RHB Bank Berhad as a Special Allowance, in recognition of the significant roles in leadership and oversight, and the wide-ranging scope of responsibilities expected of him.
- The abovementioned Board Committees are Centralised Committees which are shared by RHB Bank and its relevant subsidiaries of the Group.
- Pursuant to “Farewell Pot Scheme”, an amount of RM2,000 is to be potted annually for every Non-Executive Director for the whole duration of the calendar year he serves within the Group. A farewell gift will be granted to Non-Executive Director upon his exit from the Group, either upon retirement or resignation. The value of the said gift is determined based on his entitlement of monetary value accumulated in the pot.

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

In determining the estimated total amount of remuneration (excluding Directors’ fees and Board Committees’ allowances) for the Non-Executive Directors including the Non-Executive Chairman of the Board of RHB Bank Berhad, 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.

Payment of the Non-Executive Directors’ remuneration (excluding Directors’ fees and Board Committees’ allowances) will be made by the Company on a monthly basis and/or as and when incurred, if the proposed Resolution 6 has been passed at the 52nd AGM. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid the Directors’ remuneration (excluding Directors’ fees and Board Committees’ allowances) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

4. Ordinary Resolution 8 - Authority for Directors to issue shares

The proposed Ordinary Resolution 8 is a renewal general mandate to the Directors of the Bank to issue ordinary shares of the Bank from time to time pursuant to Sections 75 and 76 of the Companies Act 2016. The resolution, if passed, will give powers to the Directors of the Bank to issue ordinary shares in the capital of the Bank provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Bank for the time being (“General Mandate”), without having to convene a general meeting. The General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Bank.

The General Mandate will enable the Directors to take swift action in case of, inter alia, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of new shares and to avoid delay and cost in convening general meetings to approve such issue of shares. 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 Bank.

5. Special Resolution 1 – Proposed Amendments to the Constitution of RHB Bank Berhad (“Proposed Amendment”)

The proposed Special Resolution 1, if passed, will bring the Company’s Constitution in line with the enforcement of the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as enhance administrative efficiencies thereof. The Proposed Amendment is set out in the Circular to Shareholders dated 27 March 2018 accompanying the Company’s Annual Report 2017 for the financial year ended 31 December 2017.

Statement Accompanying Notice of 52nd 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 Bank Berhad’s Annual Report 2017.

