

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

Minutes of the Fifty Second ("52<sup>nd</sup>") Annual General Meeting ("AGM") of RHB Bank Berhad ("RHB Bank" or "the Company" or "the Bank") held on Wednesday, 25 April 2018 at 10.30 a.m. at Taming Sari Grand Ballroom, Level G, Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur.

- Present** : **Directors**  
YBhg Tan Sri Azlan Zainol - Chairman  
YBhg Tan Sri Saw Choo Boon - Senior Independent Non-Executive Director  
YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa  
Mr Mohamed Ali Ismaeil Ali Alfahim  
Encik Abdul Aziz Peru Mohamed  
YBhg Tan Sri Dr Rebecca Fatima Sta Maria  
Ms Ong Ai Lin  
YBhg Dato' Khairussaleh Ramli - Group Managing Director ("Group MD")
- In Attendance** : Encik Azman Shah Md Yaman – Head of Legal & Secretariat / Group Company Secretary  
Ms Ivy Chin So Ching – Joint Company Secretary
- External Auditors: Messrs PricewaterhouseCoopers PLT
- Poll Administrator: Symphony Share Registrars Sdn Bhd
- Scrutineers: Messrs KPMG
- Shareholders, Proxies And Corporate Representatives** : A total of 1,988 Members (comprising shareholders, proxies and corporate representatives) for a total of 3,117,501,831 shares representing approximately 77.74% of the total shareholdings, registered for the Company's 52<sup>nd</sup> AGM 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 AGM.
- Quorum** : The requisite quorum was present pursuant to Article 54 of the Company's Constitution. The 52<sup>nd</sup> AGM was duly convened.
- Notice Of Meeting** : The Notice of the 52<sup>nd</sup> AGM dated 27 March 2018 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 52<sup>nd</sup> AGM of the Company.

The Chairman then introduced the Directors, Company Secretary 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 AGM.

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, RHB Bank, being a listed issuer, must ensure that all resolutions set out in the notice of AGM, are 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 Article 58 of the Company's Constitution, in respect of all resolutions which will be put to vote at the Meeting. He further informed the Meeting that the Company had appointed Symphony Share Registrars Sdn Bhd as the Poll Administrator to conduct the polling process, and Messrs KPMG have been appointed as the independent scrutineers to verify the poll results. For orderly conduct of the proceedings, the electronic poll voting process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the AGM.

## 1. Financial Performance Highlights

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

### (i) Overview of financial year ("FY") 2017 performance

- (a) RHB Banking Group ("RHB Banking Group" or "The Group") delivered 16.0% growth in net profit for FY 2017 or RM1.95 billion on the back of higher net fund based income and lower loan loss impairment and impairment losses on other assets, while successfully reining in operating expenses.
- (b) Shareholders will be rewarded with 15 sen dividend per share or 30.8% dividend payout for the financial year.
- (c) IGNITE 2017 was concluded with significant achievements; delivering good growth and momentum in key focus areas of Affluent, SME and Asset Management, whilst maintaining leadership position in Investment Banking.
- (d) The Group has a strong capital position, enhanced loan loss coverage and ample liquidity. The good traction via FIT22 put the Group in a good position to grow sustainably and profitably.
- (e) RHB Banking Group embarked on a new 5-year strategy, FIT22 which is underpinned by three key strategic thrusts, namely Funding the Group Journey, Invest to Win and Transform the Organisation.

(ii) Performance review

- (a) The Group delivered 16.0% growth in net profit for FY2017 from higher net fund based income and lower loan loss impairment and impairment losses on other assets, while overheads are closely managed.
- (b) Active management of funding and liquidity resulted in solid Year-on-Year (“Y-o-Y”) net fund based income growth and stable Net Interest Margin (“NIM”).
- (c) Wealth management fee income and brokerage income increased Y-o-Y, offset primarily by lower investment banking related fee income.
- (d) Operating expenses were tightly managed. It grew 2.9% from higher personnel cost and Information Technology (“IT”) -related expenses in line with the Group’s investments in IT and Digital Capabilities. Cost to Income Ratio contained at less than 50%.
- (e) Loans grew 3.7% year-on-year, through Malaysia grew higher at 5.2% mainly from mortgage and Small Medium Enterprise (“SME”). Portfolio re-composition strategy progressing well.
- (f) Current Account/Saving Account (“CASA”) grew 18.8%, boosting CASA composition from 25.6% to 30.4%. Overall deposits grew only 0.3% as the Bank consciously released more expensive corporate deposits while ensuring strong overall liquidity.
- (g) Asset quality improved from more active account management, credit charge ratio normalised and loan loss coverage boosted to more than 100%.
- (h) The Board has proposed a final cash dividend of 10 sen per share, hence total dividend of 15 sen per share for the financial year translating into 31% payout.
- (i) Capital position at both Group and entity levels is strong.

(iii) Strategy update

- (a) Through IGNITE 2017, RHB Banking Group had achieved healthy business performance, capital optimization, cost management, progress in Digital and improvement in employee engagement.
- (b) RHB Bank Group’s performance received accolades and recognition from external parties.
- (c) 22 initiatives have been translated to deliver the Group’s 2022 aspirations, anchored on priorities to Fund RHB Banking Group Journey, Invest to Win in the medium term and Transform the Organisation for sustainability.

(iv) Economic Outlook for 2018

- (a) Malaysia's Gross Domestic Product ("GDP") is forecasted to grow 5.2% in 2018 compared with 5.9% in 2017:
- Slower export growth from higher base after a surge in 2017.
  - Resilient domestic demand, backed by strong consumer spending and private investments.
  - Slowdown in public spending, in line with the Government's fiscal consolidation drive.
- (b) January's Overnight Policy Rate ("OPR") hike is expected to positively impact the Group's margins albeit marginally.
- (c) Possibility of another interest rate increase by 25 basis points ("bps") to 3.50% in 2018.
- (d) Ringgit Malaysia ("RM") has strengthened by 15.2% but could be affected by uncertainties on the global trade front and potential rebound in the USD following more rate hikes by the US Federal Reserve System.
- (e) Loans growth in Malaysia is expected to see a recovery primarily from sustained household loans and pick up in business loans.

(v) Concluding Remarks

- (a) The Group delivered sustained profit growth momentum, and rewarded shareholders with good dividends.
- (b) The Group's strong capital, ample liquidity and adequate loan loss coverage have strengthen its fundamentals to capture growth potential.
- (c) With positive momentum across core business and from IGNITE 2017 implementation, the Group has embarked on a new strategic plan under FIT22 to strengthen Malaysia as its base, focus on strengths and niche overseas and build a winning operating model. Customer journeys, agility, analytics and digital enablement are key ingredients of the Group's plan.
- (d) Another year of robust economic growth and improved capital market activities are expected to positively contribute to the Group's performance in 2018.

- 1.2 With the presentation of the financial performance highlights by the Group MD, the Chairman also briefed the Members on the overall performance of the respective major operating entities within RHB Banking Group for the financial year 2017. He highlighted that the major operating entities have achieved reasonably well in year 2017 as compared to year 2016 with the exception of operating entities in Singapore and Hong Kong. RHB Banking Group will focus on operations in Malaysia as well as to improve overseas' operations in order to have strong retail Small Medium Enterprises ("SME") and capture a bigger market share. The Group will also look into building a stronger Information Technology expertise and continue to recruit and retain talented employees.
- 1.3 The Chairman then 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 ("FYE") 31 December 2017 And The Directors' And Auditors' Reports Thereon**

- 2.1 With the Members' consensus, the Audited Financial Statements together with the 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 Directors' Report and Audited Financial Statements 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 invited the Group MD to brief the Members on the issues raised by the Minority Shareholder Watchdog Group ("MSWG") which were received by the Company via their letter dated 19 April 2018 and the Company's responses thereto via letter dated 23 April 2018, as highlighted below (*note: the queries by MSWG are in italics*):-

**Strategy/Financials**

- (i) *We refer to page 83 of the Annual Report on Key Performance Indicators and note that Overseas Contribution has been registering negative Profit Before Taxation for 2016 & 2017 at -10% and -11% respectively?*

*How will the management address the negative results and turn-around the position of these business units under the new "Strategic Road Map, FIT22 2018 – 2022" in line with the 2020 Aspirations (page 76, Annual report) as a regional powerhouse in ASEAN+ with target 20% profit contribution from international operations?*

Overseas profit contribution was affected mainly by losses in Singapore operations as the Group took a prudent approach to impairment losses made on corporate bonds and loans, especially those relating to the oil and gas industry. The Group believe the worst is over and we expect to turn around Singapore and the rest of our overseas operations this year.

With the Group's new 5-year strategy, FIT22, RHB will focus on its niche and strengths overseas and explore potential partnerships and joint-ventures. For Singapore in particular, The Group plan to focus on the SME and Mid-Caps segments and build a private wealth business.

The Group 20% profit contribution from international operations by 2020 was set under the IGNITE 2017 transformation programme. Under FIT22, with key focus on Malaysia, the percentage profit contribution from overseas is expected to remain at not more than 10%.

- (ii) *As stated on page 82 of the Annual Report, one of the 3 pillars of FIT22 is to "Invest To Win" to provide an ecosystem that supports simple, fast and seamless customer experience, underpinned by a cohesive and inspired workforce and relationships built with the bank's stakeholders.*

*What would be the estimated budget to carry out the initiatives under this pillar and achieve the market share aspirations of "Top 3" for Small & Medium Enterprise, Wholesale banking and Islamic Banking, "Top 4" in Retail banking and "Top 5" in Insurance?*

The "Invest to Win" pillar in the Group's new 5-year strategy FIT22 covers a number of different areas, underpinned by the Group's efforts in the Digital space which includes investments in capabilities such as the AGILE way of working across the Group, new digital channel platform, Big Data and analytics, as well as robotics and artificial intelligence.

In the next 3-5 years, the Group expect to invest over RM200 million in this space.

- (iii) *As stated in the "Management Discussion & Analysis" (MDA) on page 94 of the Annual Report, non-Malaysian gross loans declined by 9.1% mainly due to decrease in loan base in Singapore by 12.1% and Hong Kong by 53.9% respectively which was partly due to the measures taken to tighten the credit underwriting and selective asset growth in Singapore.*

*What is the reason for the drastic drop in the loan base in Hong Kong? What is the expected improvement in credit quality arising from the strategy to be more selective on the asset growth in the Singapore market?*

The loan base in Hong Kong ("HK") was largely share margin business. The Group took proactive steps to further improve the asset quality of the Group's HK margin portfolio. The drop in the loan base in HK was the Group's conscious move to tighten its credit underwriting process and exit high risk financing.

For Singapore, asset quality was affected mainly due to impairment losses made on corporate bonds and loans, especially those relating to the oil and gas ("O&G") industry. The Group believe they have made adequate provisions for the impaired accounts in the O&G sector. This year, to improve asset quality, the Group will focus on growth in selected asset segments, in particular the SME, Mid-Caps segments and secured lending. With a more rigorous credit underwriting and greater focus on recovery, asset quality is expected to improve.

- (iv) *We noted the positive improvements of overall CASA composition to 30.4% registered in FY2017 from 25.6% in FY2016 with total CASA growth at 18.8% in the year (page 95, Annual Report).*

*What would be the Bank's strategy and target for FT2018, given the recent increase in Overnight Policy Rate (OPR) by Bank Negara Malaysia and the pressure on the bank's funding cost as banks continue to compete aggressively for cheaper funds?*

The Group prudent funding cost management, as reflected by the release of the more expensive deposits whilst strongly growing CASA, resulted in a stable NIM level year-on-year.

Going forward, the Group expect to grow its CASA balance further across Retail, SME and Corporate albeit at a more moderate pace, given the higher base and continued intense competition for deposits. The Group have set a CASA growth target of 10% for 2018.

Making RHB Bank a primary transaction bank for its customers is key, and as such the Group are also investing in digital and IT solutions to boost customer experience and convenience.

- (v) *We refer to the asset and loan provisioning, as stated in "Analyst Presentation FY2017 Financial Results" (page 14 & 15) of the report.*

*What is the "Day 1 impact" of complying with MFRS 9? Would there be any further impact on its oil & gas exposure as stated on page 15 of the report?*

With the implementation of MFRS 9, the Group is required to assess the loans and securities loss provisions required under the new accounting standard compared to the provisions made under the previous standard, MFRS 139. The difference between the two is what is called the "Day 1 impact" and will be set off against capital.

The Group is now at the final stage of the validation process by external auditors and had estimated the Day 1 impact on the Bank's CET1 ratio to be approximately 50 bps. The detailed MFRS 9 financial impact will be included in our Q1 2018 results announcement.

The O&G exposure has been on the decline with total exposure of RM5.2 billion as at 31 Dec 2017 (3.2% of gross loans) compared with RM6.1 billion in 2016 (4.0% of gross loans). The Group believe they have made adequate provisions for the impaired accounts, and barring unforeseen circumstances, do not expect any further major provisions arising from this sector.

- (vi) *We refer to the circular dated 27 March 2018 on the "Proposed amendments to the Constitution of RHB Bank Berhad".*

*What are the material changes proposed in the new Constitution compared to the existing Constitution?*

The proposed amendments to the Constitution of RHB Bank Berhad will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 and the updated Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad, to render consistency as well as to facilitate and enhance administrative efficiencies thereof. Amongst the material changes proposed in the new Constitution compared to the existing Constitution are as follows:

- (a) Deletion of the entire object clauses of the Company as the Company shall have the full capacity to carry on or undertake any business or activity as contained in Section 21 of the Companies Act 2016 subject always to the business or activities are approved or not otherwise objected to by Bank Negara Malaysia or other applicable authorities;
- (b) Deletion of the authorised share capital clause as Section 74 of the Companies Act 2016 abolishes the concept of par value of shares;
- (c) Insertion for the allowance of depositing the instrument appointing proxy or the power of attorney or other authority in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll in accordance to Section 334(3) of the Companies Act 2016;
- (d) Consistency with Section 230 of the Companies Act 2016, on the inclusion of benefits payable (besides fees) to the Directors including any compensation for loss of employment of a Director or former Director shall be approved at a general meeting; and
- (e) Insertion of a new Article in relation to Electronic notices in accordance to Section 319 of the Companies Act 2016 and Paragraph 2.19B of the new Main Market Listing Requirements which allows companies to serve notices or any other document to Members using electronic forms.

2.4 The Chairman welcomed questions from the Members in relation to the Audited Financial Statements.

2.5 In summary, the issues raised by the Members and the Board's responses were as follows:

- (i) Mr David Wong, expressed his concern on the internal reorganisation involving RHB Capital Berhad ("RHBCap") which took place in year 2016 where RHBCap had transferred its listing status to RHB Bank under a distribution and capital repayment exercise, to enable RHB Bank Group to gain direct access to the capital markets to raise funds for its continued growth.

The Group MD clarified that RHBCap is currently in the process of members' voluntary liquidation and Liquidators were appointed by the shareholders of RHBCap on 24 June 2016. The Liquidators have finalised the discussion with the Inland Revenue Board of Malaysia on the compromise of tax liability and will call for an Extraordinary General Meeting of RHBCap within the next three months.

- (ii) Encik Muhammad Nor Iqbal (“Encik Iqbal”) shared with the Meeting, his observations on the segmental performance and loan portfolio composition, as follows:
  - (a) On segmental performance, contribution from treasury and global markets have increased while retail banking and Small Medium Enterprise (“SME”) banking saw a decline in contribution. Encik Iqbal enquired on the view of the Management whether to regard this as a norm.
  - (b) The loan portfolio composition is reducing due to high grossing paid loans. Encik Iqbal raised his concern on whether the composition will continue to reduce further in the near future or is it going to stay.

The Group MD assured the Members that the Group will put its best endeavours to improve the performance of all segments including SME and opined the possibility of single digit growth for loan portfolio.

- (iii) Mr Lim Pin Yeong sought the Board’s clarification on the need of maintaining the CDS account for RHBCap subsequent to the internal reorganisation/delisting, which is a different approach as compared to Affin Bank and Alliance Bank which undergone similar reorganisation exercise.

The GMD informed the Meeting that the RHBCap shares will appear in the Shareholders’ CDS account until RHBCap’s members’ voluntary winding up is fully completed. Any monies remaining after all debts, expenses and costs have been paid off will be distributed amongst the shareholders via the record in the CDS account.

- 2.6 There being no further questions from the shareholders, the Chairman concluded the question and answers session for Agenda 1 and proceeded to the next agenda.

### **3. Agenda 2: Payment Of Single-Tier Final Dividend Of 10 Sen Per Share In Respect Of The Financial Year Ended (FYE) 31 December 2017 (Ordinary Resolution 1)**

The Chairman informed the Meeting that a single-tier final dividend of 10 sen per share in respect of FYE 31 December 2017, as recommended by the Board, was presented before the shareholders for approval.

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 10 sen per share in respect of financial year ended 31 December 2017 as recommended by the Board, be and is hereby approved”.

Madam Loke Swan Yen proposed and Mr David Wong seconded the said resolution.

The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Article 58 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**4. Agenda 3: Re-Election Of Encik Abdul Aziz Peru Mohamed As Director Under Article 92 Of The Company's Constitution (Ordinary Resolution 2)**

The Chairman informed the Meeting that in accordance with Article 92 of the Company's Constitution, one-third (1/3) of the Directors shall retire every year and are eligible for re-election. Accordingly, Encik Abdul Aziz Peru Mohamed shall retire pursuant to Article 92. Encik Abdul Aziz Peru Mohamed has offered himself for re-election.

The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 2:

"THAT Encik Abdul Aziz Peru Mohamed who is retiring under Article 92 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

Mr Virendra Tansukhlal Doshi proposed and Mr Ng Kok Kiong seconded the above resolution.

The Chairman demanded for a poll being the Chairman of the Meeting for this Agenda in accordance with Article 58 of the Company's Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**5. Agenda 4: Re-Election Of Mr Mohamed Ali Ismaeil Ali Alfahim As Director Under Article 92 Of The Company's Constitution (Ordinary Resolution 3)**

The Chairman highlighted that Mr Mohamed Ali Ismaeil Ali Alfahim shall also retire pursuant to Article 92 of the Company's Constitution (i.e. one-third (1/3) of the Directors shall retire every year and are eligible for re-election). Mr Mohamed Ali Ismaeil Ali Alfahim has offered himself for re-election.

The Chairman proceeded to invite a proposer and a seconder for the following Ordinary Resolution 3:

"THAT Mr Mohamed Ali Ismaeil Ali Alfahim who is retiring under Article 92 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

Ms Chan Low Yin proposed and Mr Lim Pin Yeong seconded the above resolution.

The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Article 58 of the Company's Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**6. Agenda 5: Re-Election Of Ms Ong Ai Lin As Director Under Article 96 Of The Company's Constitution (Ordinary Resolution 4)**

The Chairman apprised the Meeting that in accordance with Article 96 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, Ms Ong Ai Lin, who was appointed on the Board on 1 July 2017, shall retire pursuant to Article 96. Ms Ong Ai Lin has offered herself for re-election.

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

“THAT Ms Ong Ai Lin who is retiring under Article 96 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

Madam Loke Swan Yen proposed and Mr Ng Kok Kiong seconded the above resolution.

The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Article 58 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**7. Agenda 6: 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)**

The Chairman informed the members that the Non-Executive Chairman and Non-Executive Directors are entitled to annual Directors’ fees of RM180,000.00 per annum for the Non-Executive Chairman and RM150,000.00 per annum for each Non-Executive Director. It is recommended that the Directors’ fees per annum at Board level be revised as part of a periodic 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. The last review was back in 2014 and the increase represents 11% and 16% respectively of the current fees, which is negligible.

The Board members (save for YBhg Dato’ Khairussaleh, being the Group MD) 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 relating thereto.

The Chairman then proceeded to invite a Member to propose and to second the following Ordinary Resolution 6:

“THAT 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 the payment of Directors’ Fees and Board Committees’ Allowances amounting to RM1,658,666.67 for the financial year ended 31 December 2017 be and is hereby approved.”

Mr Ng Kai Yan proposed and Madam Loke Swan Yen seconded the said resolution.

The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Article 58 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**8. Agenda 7: Payment Of Directors' Remuneration (Excluding Directors' Fees And Board Committees' Allowances) To The Non-Executive Directors ("NEDs") From 26 April 2018 Until the Next AGM Of The Company (Ordinary Resolution 6)**

The Chairman informed the Members that the abovementioned Directors' remuneration consists monthly fixed allowance for Chairman of RHB Bank, meeting attendance allowances, Farewell Pot Scheme and other benefits. Details of the said remuneration were clearly set out on page 266 of the Annual Report and as provided in the table below:

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

Note:

*The Group MD/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 NEDs, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of NEDs involved in these meetings.

The Chairman then proceeded to invite a Member to propose and to second the following Ordinary Resolution 6:

"THAT 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 be and is hereby approved."

Ms Penny Chang Sow Fun proposed and Ms M.Jeevamalar A/P R Munusamy seconded the said resolution.

The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Article 58 of the Company's Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**9. Agenda 8: Re-Appointment Of Auditors (Ordinary Resolution 7)**

The Chairman apprised the Members that the retiring Auditors, Messrs PricewaterhouseCoopers PLT ("PwC") have offered to continue to serve as Auditors of the Company. The Board recommended to the shareholders for approval of the re-appointment of Messrs PwC as the Company's Auditors based on the Group Board Audit Committee's review of the performance and independence in performing their obligation as Auditors for the financial year 2017.

There being no question from the Members, the Chairman then invited a proposer and a seconder for the following Ordinary Resolution 7:-

"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."

Madam Loke Swan Yen proposed and Mr William Woon seconded the said resolution.

The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Article 58 of the Company's Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**10. Agenda 9: Authority For Directors To Issue Shares (Ordinary Resolution 8)**

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 shareholders for approval.

The Chairman then proceeded to invite a Member to propose and to second 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."

Mr William Woon proposed and Mr David Ng seconded the said resolution.

The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Article 58 of the Company's Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**11. Agenda 10: Proposed Amendments to the Constitution of RHB Bank Berhad (“RHB Bank”) (Special Resolution 1)**

The Chairman informed that the Special Resolution 1 was in relation to the proposed amendments to the Constitution of RHB Bank (“Proposed Amendments”). The explanatory notes on the Proposed Amendments were provided in Appendix II of the Circular dated 27 March 2018. Essentially, the Proposed Amendments to the Constitution of RHB Bank were to 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 the administrative efficiencies thereof.

The Chairman then proceeded to invite a Member to propose and to second 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 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.”

Madam Loke Swan Yen proposed and Mr Virendra Tansukhlal Doshi seconded the said resolution.

The Chairman demanded for a poll being the Chairman of the Meeting in accordance with Article 58 of the Company’s Constitution, which would be conducted upon completion of the remaining businesses of the Meeting.

**12. Agenda 11: Any Other Business**

The Chairman sought confirmation from the 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 Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

**13. Poll Process**

13.1 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. The registration of attendance was closed at this juncture.

- 13.2 The Company Secretary explained the procedures for the conduct of electronic poll voting at the Meeting. The Members were entitled to one vote for every share that they hold. Pursuant to the Company's Constitution, in a poll, each share shall carry one vote. A total of 18 e-polling stations were set-up at the adjacent room at the back of the Ballroom. The representatives of Share Registrars were present at each polling station to assist the Members with the voting process while the scrutineers, Messrs KPMG, monitored the e-polling process.

The Members were given a bar coded wristband during registration. At the polling station, the Members were required to scan their respective bar coded wristbands to the barcode reader. Upon the scanning of the barcode:-

- (a) If a Member is a Proxy, the name and shareholdings of the shareholder(s) who appointed him as his proxy will appear on the screen.
  - (i) If the shareholder who appointed the Member as his proxy has indicated on the proxy form the manner his vote is to be casted for the resolution, his vote would be reflected on the screen and the Member needs to press the "VOTE" button, followed by the "CONFIRM" button to submit his vote.
  - (ii) If the shareholder who appointed a Member as his proxy has not indicated his voting instructions on the proxy form, the Member may exercise his discretion to vote in any manner as he thinks fit on the resolution. He could select one of the 3 buttons on the screen, i.e. "FOR", "AGAINST" or "ABSTAIN". Then, press the "VOTE" button followed by the "CONFIRM" button to submit his vote.
- (b) If a Member is a shareholder, he should follow the above procedures and vote in any manner he thinks fit.
- (c) If a Member is a shareholder and a proxy, he should cast his votes twice, i.e. to vote in his capacity as shareholder first before proceeding to vote in his capacity as proxy.

The Company Secretary highlighted that no alterations or deletions can be made to the votes casted once the Members have pressed the "CONFIRM" button.

- 13.3 The Chairman informed the Meeting that he has been appointed to act as proxy for a number of shareholders and he should vote in accordance with the instructions given.
- 13.4 The Chairman then adjourned the Meeting at 11.35 a.m. for the electronic poll voting process and vote count, and the Meeting resumed at 12.05 p.m. for the declaration of poll results in respect of the above ten resolutions.

#### **14. Announcement Of Poll Results**

- 14.1 At 12.05 p.m., the Chairman called the Meeting to order for the declaration of the poll results. He informed the Meeting that he had received the poll results from the independent scrutineers, Messrs KPMG and Poll Administrator, Symphony Share Registrars Sdn Bhd.

14.2 Ordinary Resolution 1: Payment Of Single-Tier Final Dividend Of 10 Sen Per Share In Respect Of The Financial Year Ended (“FYE”) 31 December 2017

The Chairman announced the poll result in respect of Ordinary Resolution 1 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Ordinary Resolution 1	3,105,834,220	100	0	0	0

The Chairman declared that Ordinary Resolution 1 pertaining to the payment of single-tier final dividend of 10 sen per share in respect of the FYE 31 December 2017, details of which were contained under item 3 above, duly passed.

14.3 Ordinary Resolution 2: Re-Election Of Encik Abdul Aziz Peru Mohamed As Director Under Article 92 Of The Company’s Constitution

The Chairman announced the poll result in respect of Ordinary Resolution 2 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Ordinary Resolution 2	3,100,634,320	99.9882	365,300	0.0118	4,834,600

The Chairman declared that Ordinary Resolution 2 in respect of the re-election of Encik Abdul Aziz Peru Mohamed as Director under Article 92 of the Company’s Constitution, details of which were contained under item 4 above, duly passed.

14.4 Ordinary Resolution 3: Re-Election Of Mr Mohamed Ali Ismaeil Ali Alfahim As Director Under Article 92 Of The Company’s Constitution

The Chairman announced the poll result in respect of Ordinary Resolution 3 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Ordinary Resolution 3	3,095,260,112	99.8149	5,739,508	0.1851	4,834,600

The Chairman declared that Ordinary Resolution 3 in respect of the re-election of Mr Mohamed Ali Ismaeil Ali Alfahim as Director under Article 92 of the Company’s Constitution, details of which were contained under item 5 above, duly passed.

14.5 Ordinary Resolution 4: Re-Election Of Ms Ong Ai Lin As Director Under Article 96 Of The Company’s Constitution

The Chairman announced the poll result in respect of Ordinary Resolution 4 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Ordinary Resolution 4	3,100,288,650	99.9771	710,970	0.0229	4,834,600

The Chairman declared that Ordinary Resolution 4 in respect of the re-election of Ms Ong Ai Lin as Director under Article 96 of the Company's Constitution, details of which were contained under item 6 above, duly passed.

- 14.6 Ordinary Resolution 5: 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

The Chairman announced the poll result in respect of Ordinary Resolution 5 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Ordinary Resolution 5	3,103,707,574	99.9998	7,246	0.0002	2,119,400

The Chairman declared that Ordinary Resolution 5 in respect of 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 payment of Directors' fees and Board Committees' allowances amounting to RM1,658,666.67 for the financial year ended 31 December 2017, details of which were contained under item 7 above, duly passed.

- 14.7 Ordinary Resolution 6: 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

The Chairman announced the poll result in respect of Ordinary Resolution 6 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Ordinary Resolution 6	3,103,707,574	99.9315	2,126,646	0.0685	0

The Chairman declared that Ordinary Resolution 6 in respect of 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, details of which were contained under item 8 above, duly passed.

14.8 Ordinary Resolution 7: Re-Appointment Of Auditors

The Chairman announced the poll result in respect of Ordinary Resolution 7 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Ordinary Resolution 8	3,103,369,150	99.9889	345,670	0.0111	2,119,400

The Chairman declared that Ordinary Resolution 7 in respect of the re-appointment of auditors, details of which were contained under item 9 above, duly passed.

14.9 Ordinary Resolution 8: Authority For Directors To Issue Shares

The Chairman announced the poll result in respect of Ordinary Resolution 9 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Ordinary Resolution 8	2,680,193,578	99.1083	24,115,575	0.8917	401,525,067

The Chairman declared that Ordinary Resolution 8 in respect of the authority for Directors to issue shares, details of which were contained under item 10 above, duly passed.

14.10 Special Resolution 1: Proposed amendments to the Constitution of RHB Bank Berhad

The Chairman announced the poll result in respect of Special Resolution 1 which was carried as follows:-

	FOR		AGAINST		ABSTAIN
	Number of Shares	%	Number of Shares	%	Number of Shares
Special Resolution 1	3,105,834,220	100	0	0	0

The Chairman declared that Special Resolution in respect of the Proposed Amendments to the Constitution of RHB Bank Berhad, details of which were contained under item 11 above, duly passed.

**15. Close Of Meeting**

There being no other business to be transacted, the Meeting ended at 12.15 p.m. with a vote of thanks to the Chairman. The Chairman also thanked the Members for their support and attendance.

**CONFIRMED**

*- Original Copy Signed -*

**TAN SRI AZLAN ZAINOL**