

RHB

RHB Capital Berhad

(Company No. 312952-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF TWENTY FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty First (21st) Annual General Meeting (“AGM”) of the Company will be held at Taming Sari Ballroom 1 & 2, The Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Thursday, 12 May 2016 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 2015 and the Directors’ and Auditors’ Reports thereon. (Please refer to Explanatory Note 1)
- To re-elect YBhg Datuk Seri Saw Choo Boon, who is retiring under Article 80 of the Company’s Articles of Association and being eligible, offers himself for re-election. Ordinary Resolution 1
YBhg Tan Sri Dato’ Teo Chiang Liang 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 21st AGM.
- To re-elect YBhg Dato’ Khairussaleh Ramli, 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 Datuk Haji Faisal Siraj, 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 Annual General Meeting.” Ordinary Resolution 3
- To approve the payment of Directors’ fees totalling RM1,021,643.84 for the financial year ended 31 December 2015. 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
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company’s Articles of Association.

By Order of the Board,
Azman Shah Md Yaman (LS 0006901)
Ivy Chin So Ching (MAICSA No. 7028292)
Company Secretaries

Kuala Lumpur
7 April 2016

NOTES:

Appointment of Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 5 May 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 21st 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

- Audited Financial Statements for the financial year ended 31 December 2015
Item 1 of the 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.
- Retirement of Director
YBhg Dato’ Mohamed Khadar Merican, the Chairman of the Company, was first appointed as an Independent Non-Executive Director in the Group in December 2003 and was re-designated as a Non-Independent Non-Executive Director (“NINED”) in April 2015. Therefore he has served the Group for more than 12 years. Pursuant to the Guidelines on Tenure of Appointment/Re-Appointment of Non-Executive Directors for RHB Banking Group, a Non-Executive Director (save for the NINED who is a Board representative of the major shareholders) shall retire at the next AGM of the company concerned upon completion of his consecutive or cumulative term of 12 years. Accordingly, YBhg Dato’ Mohamed Khadar Merican will retire at the conclusion of the 21st AGM.

Statement Accompanying the Notice of 21st 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 2015.