



RHB BANK BERHAD

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

NOTICE OF FIFTY THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty Third (“53rd”) Annual General Meeting (“AGM”) of RHB Bank Berhad (“the Company”) will be 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. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS:

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2018 and the Directors’ and Auditors’ Reports thereon. | (Please refer to Explanatory Note 1) |
| 2. To approve a single-tier final dividend of 13.0 sen per share in respect of the financial year ended 31 December 2018. | Ordinary Resolution 1 |
| 3. To re-elect Tan Sri Azlan Zainol, who is retiring under Clause 94 of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary Resolution 2 |
| 4. To re-elect Tan Sri Ong Leong Huat @ Wong Joo Hwa, who is retiring under Clause 94 of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary Resolution 3 |
| 5. To re-elect Tan Sri Saw Choo Boon, who is retiring under Clause 94 of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary Resolution 4 |
| 6. To re-elect Mr Lim Cheng Teck, who is retiring under Clause 98 of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary Resolution 5 |
| 7. To re-elect Puan Sharifatu Laila Syed Ali, who is retiring under Clause 98 of the Company’s Constitution and being eligible, offers herself for re-election. | Ordinary Resolution 6 |
| 8. To approve the 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. To approve the payment of Directors’ remuneration (excluding Directors’ fees and Board Committees’ allowances) to the Non-Executive Directors up to an amount of RM1.55 million from 25 April 2019 until the next AGM of the Company. | Ordinary Resolution 8 |
| 10. 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 9 |

AS SPECIAL BUSINESS:

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

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| 11. Authority for Directors to issue shares | 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. Proposed Amendments to the Constitution of the Company (“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 Annexure A to the Notice of the 53 rd 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. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016. | |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that subject to the shareholders’ approval for the payment of a single-tier final dividend of 13.0 sen per share in respect of the financial year ended 31 December 2018 (“Final Dividend”) under Ordinary Resolution 1 at the 53rd AGM of the Company to be held on Wednesday, 24 April 2019, the Final Dividend will be paid on 23 May 2019 to Depositors whose names appear in the Record of Depositors of the Company as at 2 May 2019.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Securities transferred into the Depositor’s securities account before 4.00 p.m. on 2 May 2019 in respect of transfers;
- Securities deposited into the Depositor’s securities account before 12.30 p.m. on 29 April 2019 in respect of securities exempted from mandatory deposits; and
- Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board,
Azman Shah Md Yaman (LS 0006901)
Lai Su Ming (MAICSA No. 7046164)
Company Secretaries
Kuala Lumpur
26 March 2019

NOTES:

Appointment of Proxy

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 April 2019 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 53rd AGM.
- A member of the Company entitled to attend and vote at the general meeting is entitled to appoint one (1) or more proxies to attend and vote in his/her 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/her 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/she thinks fit.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her 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.
- 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 the Securities Industry (Central Depositories) Act 1991 (“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, Boardroom Share Registrars Sdn Bhd (Formerly Known as Symphony Share Registrars Sdn Bhd), 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 2018

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 7 – Payment of Directors’ fees and Board Committees’ allowances

The Non-Executive Chairman and Non-Executive Directors are entitled to annual Directors’ fees and annual Board Committees’ allowances. The current Directors’ fees and Board Committees’ allowances are as set out below:

No.	Description	Non-Executive Chairman (RM)	Non-Executive Directors / Members (RM)
1	Annual Directors’ Fees	200,000.00	175,000.00
Annual Board Committees’ Allowances			
2	Board Audit Committee	40,000.00	30,000.00
3	Board Nominating & Remuneration Committee	40,000.00	30,000.00
4	Board Risk Committee	40,000.00	30,000.00
5	Board Credit Committee	50,000.00	40,000.00

3. Ordinary Resolution 8 – 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 / Members (RM)
1	Monthly Fixed Allowance ^(a)	25,000.00	Not Applicable
2	Meeting Allowance (per meeting): (a) Board of the Company (b) Board Committees ^(b)	1,500.00 1,500.00	1,500.00 1,500.00
3	Farewell Pot Scheme ^(c) (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.		

Notes:

- The monthly fixed allowance is given to the Chairman of the Company 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 the Company and the relevant subsidiaries of RHB Banking Group (“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/she serves within the Group. A farewell gift will be granted to a Non-Executive Director upon his/her exit from the Group, either upon retirement or resignation. The value of the said gift is determined based on his/her entitlement of monetary value accumulated in the pot.

The Group Managing Director/Chief Executive Officer does not receive any Director’s 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 the Company, the Board of Directors 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 8 has been passed at the 53rd AGM. The Board of Directors 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 10 – Authority for Directors to issue shares

The proposed Ordinary Resolution 10 is to renew the general mandate to the Directors of the Company to issue ordinary shares of the Company 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 Company to issue ordinary shares in the capital of the Company 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 Company 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 Company.

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 of Directors considers it to be in the best interest of the Company.

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

The proposed Special Resolution, if passed, will 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. The Proposed Amendment is set out in Annexure A to the Notice of the 53rd AGM of the Company.

Statement Accompanying the Notice of 53rd AGM

Additional information pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is set out in Annexure B to the Notice of the 53rd AGM of the Company.

ANNEXURE A

SPECIAL RESOLUTION 1 – PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENT”)

The following clauses in the existing Constitution of the Company be amended in bold as follows:

Clause No.	Existing Clause of the Constitution	Clause No.	Proposed Amendment
130	A notice or any other document may also be given to any Member in electronic form or partly in hard copy and partly in electronic form. A notice or any other document given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing them on a website. The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for the purposes of communication with the Member.	130	A notice or any other document may also be given to any Member in electronic form or partly in hard copy and partly in electronic form. A notice or any other document given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing them on a website. The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for the purposes of communication with the Member. A notice or any other document may also be given to any Member in electronic form, and sent by the following electronic means:- (a) transmitting to his last known electronic mail address; (b) publishing the notice or document on the Company’s website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or (c) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.
134(a)	Any notice or document, if sent by post, shall be deemed to have been given or served twenty-four (24) hours after the letter containing the same is put into the post. If such notice or document is transmitted by telex or facsimile, or sent in electronic form then it shall be deemed and have been served immediately after transmission thereof.	134(a)	Any notice or document, if sent by post, shall be deemed to have been given or served twenty-four (24) hours after the letter containing the same is put into the post. If such notice or document is transmitted by telex or facsimile, or sent in electronic form then it shall be deemed and have been served immediately after transmission thereof.
-	-	134(c)	Any notice or document sent by electronic means shall be deemed to have been served by the Company to a Member:- (i) via electronic mail, at the time of transmission to a Member’s electronic mail address pursuant to Clause 130(a), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; (ii) via publication on the Company’s website, on the date the notice or document is first made available on the Company’s website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 130(b); or (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 130(c).
-	-	134(d)	In the event that service of a notice or document pursuant to Clause 130 is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 129 hereof.
-	-	134A	A Member’s address, electronic mail address and any other contact details provided to the Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member.

ANNEXURE B

STATEMENT ACCOMPANYING NOTICE OF 53RD AGM

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

(i) Further details of individuals who are standing for election as Directors (excluding Directors standing for a re-election)

No individual is seeking election as a Director at the 53rd AGM.

(ii) A statement relating to general mandate for issue of security in accordance with paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The proposed Ordinary Resolution 10 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors at the last AGM held on 25 April 2018.