



RHB BANK BERHAD
(Registration No. 196501000373 (6171-M))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of RHB Bank Berhad (“RHB Bank” or “Company”) will be held on a virtual basis at the Broadcast venue at Meeting Room 3, Level 16, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia (“Broadcast Venue”) on Wednesday, 27 April 2022 at 11.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 56th Annual General Meeting of RHB Bank, which is scheduled to be held on the same day at 10.00 a.m., whichever is later for the purpose of considering and if thought fit, passing with or without any modifications the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE GRANT SCHEME OF RHB BANK AND ITS SUBSIDIARIES OF UP TO 2% OF THE TOTAL NUMBER OF ISSUED SHARES OF RHB BANK (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME (“PROPOSED SGS”)

“THAT subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained and to the extent permitted by law and the Constitution of RHB Bank, approval be and is hereby given to the Board of Directors of RHB Bank (“Board”) to:

- (i) establish and implement the Proposed SGS which comprises a share grant scheme of up to 2% of the total number of issued shares of RHB Bank (excluding treasury shares, if any) at any point in time during the duration of the Proposed SGS (“SGS Period”) for employees and Executive Directors of RHB Bank and its subsidiaries (excluding subsidiaries which are dormant) (“RHB Banking Group”), who fulfill the eligibility criteria for participation in the Proposed SGS (“Eligible Employees”) and who are selected to be offered a grant (“Selected Employees”) in accordance with the provisions of the by-laws governing the Proposed SGS (“By-Laws”), a draft of which is set out in Appendix I of the circular to shareholders of RHB Bank in relation to the Proposed SGS dated 12 April 2022 (“Circular”) and that the Proposed SGS shall be administered by the Board Nominating and Remuneration Committee of RHB Bank (“BNRC”) comprising such persons as may be appointed from time to time and duly authorised by the Board;
- (ii) allot and issue such number of new ordinary shares of RHB Bank (“RHB Bank Shares”) and/or transfer existing RHB Bank Shares and/or transfer treasury shares of RHB Bank (if applicable) and/or making cash payment, from time to time and at any time during the SGS Period, to the Selected Employees who have accepted the grants (“Grants”) and fulfilled the relevant vesting conditions under the Proposed SGS, in accordance with the By-Laws:
 - (a) provided that the total number of RHB Bank Shares which may be made available under the Proposed SGS shall be 2% of the total number of issued shares of RHB Bank (excluding treasury shares, if any) at any point in time during the SGS Period; and
 - (b) that such new RHB Bank Shares shall, upon allotment and issuance, rank equally in all respects with the existing RHB Bank Shares except that the new RHB Bank Shares shall not be entitled to any voting rights, dividends, rights, allotments, entitlements, and/or any other distributions, that may be declared, made or paid, for which the record date precedes the date of allotment and issuance of the new RHB Bank Shares;
- (iii) establish a trust (“Trust”) to be administered by the trustee to be appointed by the Company from time to time for the administration of the Trust (“Trustee”), in accordance with the terms of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation of the Proposed SGS and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new RHB Bank Shares, acquire existing RHB Bank Shares and/or receive treasury shares for the purpose of the Proposed SGS and to pay expenses in relation to the administration of trust, if required;
- (iv) add, delete, modify and/or amend all or any part of the terms and conditions as set out in the By-Laws governing the Proposed SGS from time to time as may be permitted or deemed necessary by the Board or BNRC, provided that such additions, deletions, modifications, and/or amendments are effected in accordance with the provisions of the By-Laws; and
- (v) do all such acts and things and to execute all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or to impose all such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient to give full effect to the Proposed SGS and the terms of the By-Laws;

AND THAT the Board be and is hereby authorised to give effect to the Proposed SGS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as required by the relevant authorities or as the Board may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed SGS;

AND THAT pursuant to Section 85 of the Companies Act, 2016 (“Act”) read together with Article 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to the Selected Employees pursuant to the Proposed SGS;

AND THAT the proposed By-Laws of the Proposed SGS, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION TO ENCIK MOHD RASHID MOHAMAD, THE GROUP MANAGING DIRECTOR AND GROUP CHIEF EXECUTIVE OFFICER OF RHB BANKING GROUP

“THAT subject to the passing of Ordinary Resolution 1, the Board (save for Encik Mohd Rashid Mohamad) be and is hereby authorised at any time and from time to time during the SGS Period, to cause or procure the offering and the allocation to Encik Mohd Rashid Mohamad, being the Group Managing Director and Group Chief Executive Officer of RHB Banking Group, of up to a maximum of 2,613,400 RHB Bank Shares under the Proposed SGS as they shall deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws and provided that not more than 10% of the total number of RHB Bank Shares to be issued under the Proposed SGS shall be allocated to any individual Selected Employee who, either singly or collectively through persons connected with the said Selected Employee, holds 20% or more of the total number of issued shares of RHB Bank (excluding treasury shares, if any);

AND THAT pursuant to Section 85 of the Act read together with Article 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to Encik Mohd Rashid Mohamad pursuant to the Proposed SGS;

AND THAT the Board be and is hereby authorised to allot and issue new RHB Bank Shares and/or transfer such number of treasury shares and/or existing RHB Bank Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his Grant.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION TO MS ELIZA ONG YIN SUEN, THE REGIONAL HEAD, RHB ASSET MANAGEMENT GROUP, THE MANAGING DIRECTOR OF RHB ASSET MANAGEMENT SDN BHD AND THE DAUGHTER OF YBHg TAN SRI ONG LEONG HUAT @ WONG JOO HWA (NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF RHB BANK)

“THAT subject to the passing of Ordinary Resolution 1, the Board (save for YBHg Tan Sri Ong Leong Huat @ Wong Joo Hwa (“YBHg Tan Sri Ong”)) be and is hereby authorised at any time and from time to time during the SGS Period, to cause or procure the offering and the allocation to Ms Eliza Ong Yin Suen being the Regional Head, RHB Asset Management Group and Managing Director of RHB Asset Management Sdn Bhd (a wholly-owned subsidiary of RHB Investment Bank Berhad, which in turn is a wholly-owned subsidiary of RHB Bank) and who is the daughter of YBHg Tan Sri Ong, of up to 590,000 RHB Bank Shares under the Proposed SGS as they shall deem fit, which will be vested to her at a future date, subject always to such terms and conditions of the By-Laws and provided that not more than 10% of the total number of RHB Bank Shares to be issued under the Proposed SGS shall be allocated to any individual Selected Employee who, either singly or collectively through persons connected with the said Selected Employee, holds 20% or more of the total number of issued shares of RHB Bank (excluding treasury shares, if any);

AND THAT pursuant to Section 85 of the Act read together with Article 14(e)(i) of the Constitution of RHB Bank, approval be given to waive the statutory pre-emptive rights of the shareholders of RHB Bank to be offered new RHB Bank Shares ranking equally to the existing issued RHB Bank Shares arising from any issuance of new RHB Bank Shares to Ms Eliza Ong Yin Suen pursuant to the Proposed SGS;

AND THAT the Board be and is hereby authorised to allot and issue new RHB Bank Shares and/or transfer such number of treasury shares and/or existing RHB Bank Shares pursuant to the Proposed SGS to her from time to time pursuant to the vesting of her Grant.”

BY ORDER OF THE BOARD

Azman Shah Md Yaman (LS 0006901) (SSM PC No.: 201908001628)
Hasnita Sulaiman (MAICSA No. 7060582) (SSM PC No.: 201908001631)
Company Secretaries

Kuala Lumpur
12 April 2022

Notes:

Virtual EGM

1. The EGM of the Company will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities which are available on the website of the share registrar of the Company, Boardroom Share Registrars Sdn Bhd, at Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com/>. Please follow the procedures provided in the Administrative Details for the EGM in order to register, participate and vote remotely.
2. The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the EGM is to inform members where the virtual EGM production and streaming would be conducted from. Member(s)/proxy(ies) from the public will not be allowed to be physically present at the meeting venue.

Appointment of Proxy

1. In respect of the deposited securities, only members whose names appear in the Record of Depositors on 20 April 2022 (General Meeting Record of Depositors) shall be entitled to participate and vote remotely at the forthcoming EGM using the remote participation and electronic voting facilities.
2. A member of the Company entitled to participate and vote remotely at the forthcoming EGM is entitled to appoint one or more proxies to participate and vote remotely in his/her place. A proxy may but need not be a member of the Company.
3. The Form of Proxy must be signed by the appointer 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.
4. 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.
5. Where a member appoints two 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 (“SICDA”), it may appoint at least one proxy in respect of each securities account which is credited with ordinary shares of the Company.
6. 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.
7. 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, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia or lodged electronically via “Boardroom Smart Investor Portal” at <https://investor.boardroomlimited.com/> not later than 48 hours before the time fixed for holding the forthcoming EGM or any adjournment thereof.

Explanatory Notes:

Ordinary Resolutions 1, 2 and 3 – Proposed SGS, Proposed Allocation to Encik Mohd Rashid Mohamad and Proposed Allocation to Ms Eliza Ong Yin Suen

Pursuant to Section 85 of the Act read together with Article 14(e)(i) of our Constitution, our shareholders have a statutory pre-emptive right to be offered any new shares which rank equally to existing shares issued by our Company.

By you voting in favour of the proposed Ordinary Resolutions 1, 2 and 3, you will be waiving your statutory pre-emptive right and the proposed Ordinary Resolutions 1, 2 and 3 if passed, will exclude your statutory pre-emptive right to be offered any new shares to be issued by our Company pursuant to the Proposed SGS.

The details of the Proposed SGS are set out in the Circular to shareholders dated 12 April 2022 which is available on our Company’s website at www.rhbgroup.com.