



RHB Capital Berhad

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of RHB Capital Berhad (“RHB Capital” or “Company”) will be held at Taming Sari Ballroom 1 & 2, The Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Thursday, 27 August 2015 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY SHARES OF RM1.00 EACH IN RHB CAPITAL (“RHB CAPITAL SHARES”) TO RAISE GROSS PROCEEDS OF UP TO RM2.5 BILLION (“PROPOSED RIGHTS ISSUE”)

“**THAT**, subject to all approvals being obtained from the relevant authorities and/or relevant parties, authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to:-

- (i) provisionally allot and issue new RHB Capital Shares by way of a renounceable rights issue (“**Rights Shares**”) to the shareholders of the Company whose names appear in the Record of Depositors of RHB Capital on an entitlement date to be determined by the Board on an entitlement basis and at an issue price to be determined at the Board’s discretion and announced later and that the Rights Shares shall, upon allotment and issue, be of the same class and rank *pari passu* in all respects with the then existing RHB Capital Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which precedes the date of allotment of the Rights Shares. For the purposes hereof, entitlement date means the date as at the close of business on which shareholders of the Company must be registered in the Record of Depositors in order to participate in any dividends, rights, allotments or other distributions;
- (ii) deal with any fractional entitlements of the Rights Shares, if any, in a fair and equitable manner as the Board in its absolute discretion deems fit and in the best interest of the Company;
- (iii) firstly make available for excess shares application such Rights Shares, which are not taken up or validly taken up or which are not allotted for any reason whatsoever;
- (iv) utilise the proceeds from the Proposed Rights Issue for such purposes and in such manner as set out in Section 2.1.6 of the Circular to Shareholders of the Company dated 5 August 2015 (“**Circular**”) and the Board be authorised to revise the utilisation of proceeds as it may deem fit or expedient, if necessary; and
- (v) enter into any underwriting arrangement(s) for the underwriting of any part of the open portion of the Rights Shares and all other documents, agreement and/or arrangements in connection with the underwriting of the Rights Shares with such parties and upon such terms and conditions as the Board may deem fit;

AND THAT the Group Managing Director or the Group Chief Financial Officer or the Group Chief Governance Officer be and is hereby authorised to do or procure to be done all acts, deeds and things and to execute, sign or deliver, for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to give full effect to and complete the Proposed Rights Issue with full power to make and/or assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Rights Issue.”

ORDINARY RESOLUTION 2

PROPOSED TRANSFER OF RHB CAPITAL’S LISTING STATUS ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) TO RHB BANK BERHAD (“RHB BANK”) UPON COMPLETION OF THE PROPOSED RIGHTS ISSUE, PROPOSED INTERNAL REORGANISATION (AS SET OUT IN SECTION 2.2 OF THE CIRCULAR) AND PROPOSED DISTRIBUTION AND CAPITAL REPAYMENT (AS DEFINED HEREIN) (“PROPOSED TRANSFER OF LISTING STATUS”)

“**THAT** subject to the passing of Ordinary Resolution 1, Special Resolution 1 and Special Resolution 2 and the approvals being obtained from the relevant authorities and/or relevant parties and passing of the special resolution by the members of the Company for the proposed members’ voluntary winding up in accordance with Section 254(1)(b) of the Companies Act, 1965 (“**Act**”) at a separate EGM to be convened, as well as the completion of the Proposed Rights Issue, Proposed Internal Reorganisation (as set out in Section 2.2 of the Circular) and Proposed Distribution and Capital Repayment, approval be and is hereby given for the Company to transfer its listing status on the Main Market of Bursa Securities to RHB Bank and as a consequence of which, RHB Bank will be listed and quoted on the Main Market of Bursa Securities in place of the Company;

AND THAT the Group Managing Director or the Group Chief Financial Officer or the Group Chief Governance Officer be and are hereby authorised to give effect to the above with (to the extent permitted by the Articles of Association of the Company) full powers to assent to or make any modification, variation and/or amendment to the Proposed Transfer of Listing Status as may be required by the relevant authorities or deemed necessary by the Board and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Transfer of Listing Status.”

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 August 2015 (Extraordinary General Meeting (“EGM”) Record of Depositors) shall be entitled to attend, speak and vote at this EGM.
2. A member of the Company entitled to attend and vote at the EGM 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.
3. 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.
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 thinks fit.
5. 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.
6. 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.

SPECIAL RESOLUTION 1

PROPOSED DISTRIBUTION OF THE ENTIRE SHAREHOLDINGS OF RHB CAPITAL IN RHB BANK, AFTER THE COMPLETION OF THE PROPOSED RIGHTS ISSUE AND PROPOSED INTERNAL REORGANISATION (AS SET OUT IN SECTION 2.2 OF THE CIRCULAR), BY WAY OF DISTRIBUTION-IN-SPECIE VIA A REDUCTION OF THE ENTIRE SHARE PREMIUM ACCOUNT OF THE COMPANY AND THE PAR VALUE OF ALL THE EXISTING RHB CAPITAL SHARES FROM RM1.00 TO RMO.05 IN ACCORDANCE WITH SECTIONS 60(2) AND 64 OF THE ACT AS WELL AS VIA THE COMPANY’S RETAINED EARNINGS (“PROPOSED DISTRIBUTION AND CAPITAL REPAYMENT”)

“**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Special Resolution 2 and the approvals being obtained from the relevant authorities and/or relevant parties and confirmation by the High Court of Malaya being obtained as well as the completion of the Proposed Rights Issue and Proposed Internal Reorganisation (as set out in Section 2.2 of the Circular), approval be and is hereby given to RHB Capital to effect the distribution of the entire shareholdings of the Company in RHB Bank to the shareholders of the Company after the Proposed Rights Issue and Proposed Internal Reorganisation whose names appear in the Record of Depositors of the Company at an entitlement date to be determined and announced later upon the receipt of all relevant approvals for the Proposed Distribution and Capital Repayment by way of a capital reduction pursuant to and in accordance with Sections 60(2) and 64 of the Act via a reduction of the entire share premium account of the Company and reduction in the par value of all the existing RHB Capital Shares from RM1.00 to RMO.05 and the remaining balance via the retained earnings of the Company;

AND THAT any fractional entitlements of the Consolidated RHB Bank Shares to be distributed pursuant to the Proposed Distribution and Capital Repayment shall be dealt with in a fair and equitable manner as the Board in its absolute discretion think expedient and in the best interest of the Company;

AND THAT in order to implement, complete and give full effect to the Proposed Distribution and Capital Repayment, the Group Managing Director or the Group Chief Financial Officer or the Group Chief Governance Officer be and is hereby authorised to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as he/she may in his/her absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Distribution and Capital Repayment and in the best interest of the Company.”

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION (“M&A”) OF THE COMPANY TO FACILITATE THE PROPOSED DISTRIBUTION AND CAPITAL REPAYMENT AND PROPOSED TRANSFER OF LISTING STATUS (“PROPOSED M&A AMENDMENTS”)

“**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Special Resolution 1 and the approvals being obtained from the relevant authorities and/or relevant parties as well as the completion of the Proposed Internal Reorganisation (as set out in Section 2.2 of the Circular) and the Proposed Distribution and Capital Repayment, the proposed amendments to the Memorandum of Association of the Company as set out in Part A of Appendix III of the Circular be and are hereby approved and adopted and take effect on the date immediately after the date of completion of the Proposed Distribution and Capital Repayment or such later date as the Board may determine;

AND THAT subject to the completion of the Proposed Transfer of Listing Status, the proposed amendments to the Articles of Association of the Company as set out in Part B of Appendix III of the Circular be and are hereby approved and adopted and take effect on the date immediately after the date of completion of the Proposed Transfer of Listing Status or such later date as the Board may determine;

AND THAT the Board and the Secretary of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authorities and to take all steps as they may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed M&A Amendments.”

BY ORDER OF THE BOARD

Azman Shah Md Yaman (LS 0006901)

Ivy Chin So Ching (MAICSA No. 7028292)

Company Secretaries

Kuala Lumpur

5 August 2015