



RHB Capital Berhad

(Company No. 312952-H)

(Incorporated in Malaysia under the Companies Act, 1965)

ADDENDUM TO THE NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN by way of Addendum to the notice dated 14 April 2014 (“Notice”) of the Nineteenth (19th) Annual General Meeting (“AGM”) of the Company to be held at Ballroom 1 & 2, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 8 May 2014 at 11.00 a.m. that in addition to the businesses set out in the Notice, the following ordinary resolution be inserted as agenda 9 as a special business:-

AGENDA

9. Retention of Independent Non-Executive Director/Chairman

“THAT pursuant to the Guidelines on Tenure of Appointment/Re-Appointment of Independent Non-Executive Directors for the Company and in line with the recommendations of the Malaysian Code on Corporate Governance 2012, Dato’ Mohamed Khadar Merican be and is hereby retained as an Independent Non-Executive Director/Chairman of the Company until the conclusion of the next Annual General Meeting.” Ordinary Resolution 9

By Order of the Board

Azman Shah Md Yaman (LS 0006901)

Ivy Chin So Ching (MAICSA No. 7028292)

Company Secretaries

Kuala Lumpur

24 April 2014

NOTES:

Appointment of Proxy

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 April 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 19th AGM.
2. 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.
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.

Explanatory Note

Ordinary Resolution 9

– Retention of Independent Non-Executive Director/Chairman

Dato’ Mohamed Khadar Merican (“Dato’ Mohamed Khadar”) is the Independent Non-Executive Director/Chairman of the Company. Pursuant to the Guidelines on Tenure of Appointment/Re-appointment of Independent Non-Executive Directors for the Company and in line with the recommendations of the Malaysian Code on Corporate Governance 2012, the service tenure of an Independent Non-Executive Director (“INED”) should not exceed a consecutive or cumulative term of 9 years. Upon completion of the 9 years, an Independent Director may continue to serve on the Board subject to the INED’s re-designation as a Non-Independent Director. The Board must justify and seek shareholders’ approval in the event it retains as an INED, a person who has served in that capacity for more than 9 years. The tenure will commence from the date of his appointment as an INED in the Group. Dato’ Mohamed Khadar was first appointed as an INED in the Group in December 2003 and would therefore be regarded as having served for more than 9 years. Based on the Board Nominating & Remuneration Committee’s assessment, the Board has recommended that Dato’ Mohamed Khadar continues to act as an INED/Chairman of the Company on the following basis:-

- (i) he continues to be able to exercise independent judgement and demonstrate objectivity in his deliberations in the best interest of the Company;
- (ii) he has detailed knowledge of the business and has proven commitment, experience and competency to effectively advise and oversee the management of the Company; and
- (iii) he has met the criteria for independence as defined in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board is therefore of the view that the retention of Dato’ Mohamed Khadar as an INED/Chairman of the Company is in the best interest of the Company and recommends that you vote in favour of this resolution. For the purpose of clarity, in the event that shareholders’ approval for Ordinary Resolution 9 is withheld, Dato’ Mohamed Khadar shall be re-designated as a Non-Independent Non-Executive Director/Chairman of the Company.

Additional Notes for this Addendum

- (i) The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice of the 19th AGM dated 14 April 2014 (“Original Proxy Form”).
- (ii) If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER.**
- (iii) In the event that the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **THE MEMBER WHO HAS DEPOSITED THE ORIGINAL PROXY FORM AT THE REGISTERED OFFICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE OR ABSTAIN ON THE ADDITIONAL RESOLUTION AS THE PROXY DEEMS FIT.**



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