

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of this Circular in relation to the Proposed Amendment (as defined in this Circular) as it is an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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RHB BANK BERHAD

(Company No.: 6171-M)

(Incorporated in Malaysia under the then Companies Ordinances, 1940 - 1946)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF RHB BANK BERHAD
("PROPOSED AMENDMENT")**

The special resolution in respect of the above proposal, will be tabled as a Special Business at the 52nd Annual General Meeting ("**AGM**") of the Company. Notice of the AGM together with the Proxy Form are set out in the 2017 Annual Report of the Company dispatched together with this Circular. The details of the AGM are as follows:

Date and time of the 52nd AGM: Wednesday, 25 April 2018 at 10.30 a.m.

Venue of the 52nd AGM: Taming Sari Grand Ballroom, Level G, Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur.

In the event you wish to appoint a proxy, you are requested to complete, sign and return the Proxy Form enclosed in the 2017 Annual Report in accordance with the instructions contained therein. The completed Proxy Form must be deposited at the Company's Registrar office, Symphony Share Registrars Sdn. Bhd. at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the AGM. The lodgement of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

This Circular is dated 27 March 2018.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	Companies Act, 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
Board	:	Board of Directors of RHB Bank
Circular	:	This circular dated 27 March 2018 to the shareholders of RHB Bank in relation to the Proposed Amendment
Constitution	:	The constitution of RHB Bank
LPD	:	15 February 2018, being the latest practicable date prior to the printing of this Circular
Proposed Amendment	:	Proposed amendments to the Constitution of RHB Bank
RM and sen	:	Ringgit Malaysia and sen respectively
RHB Bank or the Company	:	RHB Bank Berhad (Company No.: 6171-M)
RHB Group	:	Collectively, RHB Bank and its subsidiaries

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and neutral gender and *vice versa*.

References to persons shall include corporations, unless otherwise specified.

All references to “you” in this Circular are to the shareholders of RHB Bank who are entitled to attend and vote at the 52nd AGM and whose names appear in our Record of Depositors as at 19 April 2018.

All references to “we”, “us”, “our” and “ourselves” are in respect to RHB Bank and/ or RHB Group, as the case may be.

All references to dates and times in this Circular shall be references to Malaysian dates and times, unless otherwise indicated.

Any reference in this Circular to any enactment is a reference to that enactment currently enforced and as may be amended from time to time and any re-enactment thereof.

Any discrepancy in the tables between the amount listed and the totals in this Circular are due to rounding.

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RHB BANK BERHAD

(Company No.: 6171-M)

(Incorporated in Malaysia under the then Companies Ordinances, 1940 -1946)

Registered Office:

Level 9, Tower One
RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur

27 March 2018

Board of Directors

Tan Sri Azlan Zainol (*Non-Independent Non-Executive Chairman*)
Tan Sri Saw Choo Boon (*Senior Independent Non-Executive Director*)
Abdul Aziz Peru Mohamed (*Independent Non-Executive Director*)
Tan Sri Ong Leong Huat @ Wong Joo Hwa (*Non-Independent Non-Executive Director*)
Mohamed Ali Ismaeil Ali Alfahim (*Non-Independent Non-Executive Director*)
Tan Sri Dr Rebecca Fatima Sta Maria (*Independent Non-Executive Director*)
Ong Ai Lin (*Independent Non-Executive Director*)
Dato' Khairussaleh Ramli (*Group Managing Director/ Group Chief Executive Office*)

To: The shareholders of RHB Bank

Dear Sir/Madam,

PROPOSED AMENDMENT TO THE CONSTITUTION OF RHB BANK

1. INTRODUCTION

On 27 February 2018, the Company announced to Bursa Securities that it will seek shareholders' approval for the Proposed Amendment at the forthcoming 52nd AGM.

The purpose of this Circular is to provide you with the information on the Proposed Amendment and to seek your approval for the Special Resolution pertaining to the Proposed Amendment to be tabled at the forthcoming 52nd AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS AND INFORMATION IN RELATION TO THE PROPOSED AMENDMENT AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED AMENDMENT.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED AMENDMENT TO BE TABLED AT THE FORTHCOMING 52nd AGM. THE NOTICE OF THE FORTHCOMING 52nd AGM AND PROXY FORM ARE ENCLOSED IN THE 2017 ANNUAL REPORT.

2. DETAILS OF THE PROPOSED AMENDMENT

Details of the proposed amendment to the existing Constitution and the new Constitution of RHB Bank are set out in **Appendices II and III** respectively of this Circular.

3. RATIONALE FOR THE PROPOSED AMENDMENT

The Proposed Amendment is undertaken primarily to streamline the existing Constitution with the Act, which was effective on and from 31 January 2017. The Proposed Amendment is also undertaken to align the existing Constitution with the Main Market Listing Requirements issued by Bursa Securities on 29 November 2017, to provide clarity to certain provisions thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

4. EFFECTS OF THE PROPOSED AMENDMENT

The Proposed Amendment will not have any effect on the earnings per share, net assets per share, gearing, share capital and substantial shareholders' shareholdings of RHB Bank.

5. APPROVAL REQUIRED

The Proposed Amendment is conditional upon the approval of the shareholders of RHB Bank being obtained at the forthcoming 52nd AGM.

6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders and/or persons connected with them has any interest, direct or indirect, in the Proposed Amendment.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered the Proposed Amendment, is of the opinion that the Proposed Amendment is in the best interests of the Company and hereby recommends that you vote in favour of the Special Resolution pertaining to the Proposed Amendment, to be tabled at the forthcoming 52nd AGM.

8. AGM

The 52nd AGM, the extract of the notice of which is enclosed with this Circular, will be held at Taming Sari Grand Ballroom, Level G, Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Wednesday, 25 April 2018 at 10.30 a.m. for the purpose of considering and if thought fit, passing, with or without modification, the resolution to give effect to the Proposed Amendment.

If you are unable to attend and vote in person at the AGM, please complete, sign and return the enclosed Proxy Form in accordance with the instructions contained therein as soon as possible and in any event so as to arrive at the Company's Registrar, Symphony Share Registrars Sdn. Bhd. at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, not less than 48 hours before the time set for the 52nd AGM.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 52nd AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Please refer to the appendices accompanying this Circular for further information.

Yours faithfully,
For and on behalf of
RHB BANK BERHAD

Tan Sri Azlan Zainol
Non-Independent Non-Executive Chairman

APPENDIX I - FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of its knowledge and belief, there are no other facts, the omission of which would make any statement herein false or misleading.

2. MATERIAL LITIGATION

Save as disclosed below, RHB Bank Group is not engaged or involved in any material litigation, claims or arbitration either as plaintiff or defendant, and the Board is not aware and do not have any knowledge of any proceedings pending or threatened against RHB Bank Group, or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the RHB Bank Group:-

High Court Suit No.: TA-22NCVC-15-03/2017

Azmi Bin Abdullah & Noaini @ Noraini Binti Ngah (collectively "Plaintiffs") v RHB Bank & Suzana Binti Baharin (collectively "Defendants")

The Plaintiffs made an application to the High Court for a declaration to withdraw RHB Bank's earlier writ against the Plaintiffs (as guarantors in an earlier suit), on the grounds that the claim was invalid and premature. The Plaintiffs alleged that the earlier suit has affected their reputation and business relationship with the borrower.

The Plaintiffs claimed for the release of their obligations as guarantors, removal of their names from CTOS and CCRIS records, compensations and interests on the compensations. The High Court had fixed the hearing date for the Plaintiffs' claim as well as the Defendants' application to strike out the Plaintiffs' claim on 23 August 2017. On 21 September 2017, the High Court allowed RHB Bank's application to strike out the Plaintiffs' claim with cost of RM3,000 to be paid by the Plaintiffs to each Defendant.

The Plaintiffs have filed their appeal against the High Court's decision. The Court of Appeal has fixed the hearing date for the Plaintiffs' appeal on 4 May 2018.

3. MATERIAL CONTRACTS

Save as disclosed below, RHB Bank Group has not entered into any material contracts (being a contract that was entered into outside the ordinary course of its business) within the past two (2) years preceding the LPD:-

- (a) **Internal Reorganisation of the then RHB Capital Group of Companies ("RHB Capital Group" or "Group") which entails the transfer by the then RHB Capital Berhad ("RHB Capital") of its entire equity interests in, or certain assets and liabilities of its subsidiaries ("Identified Assets") to its wholly-owned subsidiary, RHB Bank, for a Total Indicative Consideration of approximately RM3.71 Billion to be satisfied entirely in cash ("Disposal Consideration") ("Internal Reorganisation")**

APPENDIX I - FURTHER INFORMATION

On 6 April 2016, RHB Capital Group entered into the following agreements:

- (i) a share sale agreement between RHB Capital and RHB Bank ("**SSA**"), for the transfer by RHB Capital of its entire equity interests in its subsidiaries to RHB Bank for a total indicative consideration of approximately RM3.41 billion to be satisfied entirely in cash;
- (ii) an asset purchase agreement between RHB Hartanah Sdn Bhd ("**RHB Hartanah**"), a wholly-owned subsidiary of RHB Capital, and RHB Bank ("**APA**"), for the acquisition by RHB Bank of certain assets and liabilities of RHB Hartanah, including its subsidiary RHB Property Management Sdn Bhd, for a total purchase consideration of approximately RM298.37 million to be satisfied entirely in cash;
- (iii) a sale and purchase agreement between RHB Hartanah and RHB Bank ("**SPA 1**"), for the acquisition by RHB Bank of all that piece of land held under Geran 71681, Lot 512, Section 90, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur measuring an area of 10,270 square metres together with RHB Centre which is erected thereon from RHB Hartanah ("**Property 1**") for a total purchase consideration of approximately RM225.46 million to be satisfied entirely in cash. The purchase consideration for Property 1 forms part of the consideration for the purchase of the assets payable under the APA; and
- (iv) a sale and purchase agreement between RHB Hartanah and RHB Bank ("**SPA 2**"), for the acquisition by RHB Bank of all that piece of land held under Geran 31538, Lot 29, Section 90, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur and measuring a net land area of about 5,136.25 square metres from RHB Hartanah ("**Property 2**") for a total purchase consideration of approximately RM67.69 million to be satisfied entirely in cash. The purchase consideration for Property 2 forms part of the consideration for the purchase of the assets payable under the APA.

Items (i) to (iv) are collectively referred to as the ("**Agreements**").

On 14 April 2016, upon fulfilment/waiver of the terms and conditions of the Agreements, the following payments have been made by RHB Bank:-

- (i) RM3.32 billion to RHB Capital under the SSA (which has been adjusted to exclude the tax recoverable by RHB Capital, which will not be transferred to RHB Bank); and
- (ii) RM298.37 million to RHB Hartanah under the APA, SPA 1 and SPA 2.

The payment by RHB Bank of the disposal consideration set out above marks the completion of the Internal Reorganisation.

Following the completion of the Internal Reorganisation, RHB Capital also injected an aggregate of approximately RM2.49 billion into RHB Bank, being the

APPENDIX I - FURTHER INFORMATION

proceeds raised from its rights issue exercise which was completed on 21 December 2015 and the proceeds arising from the redemption of its investment in the RHB Rupiah Liquid Fund as well as excess cash available to date (after setting aside adequate cash to defray any expenses of the Company and for payment of dividends by the Company), in exchange for approximately 447.84 million new ordinary shares of RM1.00 each in RHB Bank ("**RHB Bank Shares**") which were issued at an issue price of RM5.56 per RHB Bank Share.

With the completion of the Internal Reorganisation, RHB Bank is effectively the new group holding company.

(b) **Business Transfer Agreement between RHB Bank and RHB Investment Bank Berhad ("RHBIB")**

On 7 April 2017, RHB Bank and RHBIB have entered into two (2) Business Transfer Agreements in relation to a business transfer scheme pursuant to Section 100 of the Financial Services Act, 2013 ("**FSA**") which involve the following:

- (i) the transfer of certain portion of the treasury business of RHBIB to RHB Bank, comprising fair value through profit or loss assets at fair value of RM16,390,000, available for sale and held to maturity asset at amortised cost amounting to RM835,879,000 and RM46,232,000 respectively, with the corresponding goodwill of RM614,176,000 and liabilities of RM1,512,677,000 ("**Transfer of Treasury Business**"); and
- (ii) the transfer of the structured lending business of RHBIB to RHB Bank, comprising portfolio at net carrying amount of RM6,080,000, with corresponding goodwill of RM131,847,000 and liabilities of RM137,927,000 ("**Transfer of Structured Lending Business**").

Items (i) & (ii) are collectively referred to as the ("**Business Transfers**").

The approvals from the relevant regulatory authorities have been obtained and the High Court of Malaya had on 22 June 2017 granted the vesting order to facilitate the business transfer scheme pursuant to Sections 100 and 102 of the FSA. The Business Transfers were completed on 24 July 2017 at the values stated above.

Following the completion of the Business Transfers, RHBIB undertook a capital repayment exercise wherein it cancelled a portion of its consolidated share capital (which includes the issued and paid up share capital and the share premium). The High Court of Malaya on 18 September 2017, granted an order confirming the cancellation of 718,646,000 shares of RHBIB amounting to RM846,023,000 from the entire consolidated issued capital of RM2,333,796,000 (representing issued capital of RM818,646,000 and the share premium amount formerly in the share premium account being RM1,515,150,000 pursuant to Section 116 of the Act.

The capital repayment was effectively completed on 25 September 2017.

APPENDIX I - FURTHER INFORMATION

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the 52nd AGM:-

- (a) the existing Constitution of RHB Bank;
- (b) the audited financial statements of RHB Bank for the past two (2) financial years ended 2016 and 2017;
- (c) the relevant cause papers of the material litigation referred to in Section 2 of this Appendix; and
- (d) the relevant material contracts referred to in Section 3 of this Appendix.

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

PROPOSED AMENDMENT

The existing Constitution of the Company be amended as follows:-

- i. Wherever appearing in the Constitution the term “these Articles” shall be amended to “this Constitution”;
- ii. Wherever appearing in the Constitution the word “Article” or “Articles” shall be amended to “Clause” or “Clauses”;
- iii. The clauses in the Constitution be re-numbered accordingly following amendments and deletions in various provisions therein; and
- iv. That the following clauses and articles in the Constitution be amended as in bold follows:-

Clause No.	Existing Clause of the Constitution		Proposed Amendment
2.	The registered office of the Company will be situated in the States of Malaya.	2.	The registered office of the Company will be situated in the States of Malaya Malaysia .
3.	The objects for which the Company is established are: -	4.	The objects for which the Company is established are: - The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers, and privileges as contained in Section 21 of the Act, subject always that the business or activities are approved, or not otherwise objected to by Bank Negara Malaysia or other applicable authorities.
	(a) to establish and carry on the business of a bank, whereof the head office or place of business shall be in the States of Malaya with such branches or agencies in any part of the world as may from time to time be determined;		(Deleted)
	(b) to carry on the business of banking in all its branches and departments, including borrowing, raising or taking up money; lending or advancing money with or without security; discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, script and other instruments and securities, whether transferable or negotiable, or not; granting and issuing letters of credit and circular notes; buying, selling and dealing in exchange bullion and specie; acquiring, holding, issuing		(Deleted)

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

	on commission, underwriting and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds and the negotiating of loans and advances; receiving money and valuables on deposit, or for safe custody, or otherwise; collecting and transmitting money and securities; managing property; and transacting all kinds of agency business commonly transacted by bankers; and trading and dealing in all kinds of derivatives or derivative products whether for the Company's own account or for the account of customers of the Company;		
	(c) to carry on the business of godown keepers or warehousemen and to hire, purchase, erect or otherwise to acquire a warehouse or godown for any of the purposes of the Company;		(Deleted)
	(d) To issue on commission, subscribe for, take, acquire, and hold, sell, exchange, and deal in shares, stocks, bonds, obligations, or securities of any government authority or company;		(Deleted)
	(e) to form, promote, subsidise, and assist companies, syndicates and partnerships of all kinds;		(Deleted)
	(f) to give any guarantee for the payment of money or the performance of any obligation or undertaking and generally to give guarantees and indemnities;		(Deleted)
	(g) to act as agents for any government or other authority and for public or private bodies of persons;		(Deleted)
	(h) to undertake and execute any trusts the undertaking whereof may seem desirable, and also to undertake the office of executor, administrator, receiver, treasurer, registrar or auditor, and to keep for any company, government authority, or body, any register relating to any stocks, funds,		(Deleted)

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

	shares, or securities, or to undertake any duties in relation to the registration of transfers and the issue of certificates;		
	(i) to purchase, take on lease or in exchange, hire or otherwise acquire, any immovable or movable, real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the Company;		(Deleted)
	(j) to build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, churches, chapels, schools, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things;		(Deleted)
	(k) to improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the land or other property and rights of the Company;		(Deleted)
	(l) to apply for, purchase, or otherwise acquire, (and protect and renew in any part of the world) any patents (patent rights), brevets d'invention (trade marks, designs), licences, concessions, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use,		(Deleted)

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

	exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, (and to expend money in experimenting upon, testing or improving any such patents, inventions or rights);		
	(m) to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith;		(Deleted)
	(n) to take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company, and to obtain and justify public confidence, and to avert or minimise financial disturbances which might affect the Company;		(Deleted)
	(o) to promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company;		(Deleted)
	(p) to amalgamate with any company having objects altogether or in part similar to those of this Company and to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as		(Deleted)

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

	<p>directly or indirectly to benefit this Company; and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company, and take, or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same;</p>		
	<p>(q) subject always to the proviso lastly hereinbefore contained, to carry on or be interested in all kinds of insurance business, hire purchase business, leasing business or other undertakings or operations commonly carried on or undertaken by bankers, finance companies, leasing companies, capitalists, promoters, financiers or concessionaries, and to carry on such any other business of any kind whatsoever which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or facilitate the realization of the development of, or render profitable, any of the Company's property or rights, and to manage real and personal properties and investments either for the Company or for others;</p>		<p>(Deleted)</p>
	<p>(r) to finance or assist in financing the purchase of goods, articles, wares, merchandises or commodities of every description by way of hire purchase, deferred payment, instalment, credit sales or similar transactions; to subsidise, finance or assist in subsidising or financing the purchase and maintenance of any goods or installations; to acquire and discount hire purchase or other agreements or any rights or interests under them (whether proprietary or contractual); to enter into arrangements with companies, firms and persons for promoting the sale, purchase and maintenance of goods, articles,</p>		<p>(Deleted)</p>

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

	wares, merchandises or commodities of every description, either by buying, selling, letting on hire, hire purchase or credit sales system;		
(s)	to carry on leasing business and the letting or subletting of plants, machineries, equipment, chattels or other movable property for the purpose of the use of such property by the hirer or any other person in any business, trade, profession or occupation or in any commercial, industrial, agricultural or other economic enterprises whatsoever and where the lessor is the owner of the property, on such terms and in such manner as may be expedient;		(Deleted)
(t)	to take, or otherwise acquire, and hold shares in any other company, local or foreign;		(Deleted)
(u)	to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, possessed of property suitable for the purposes of this Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;		(Deleted)
(v)	to pay for any land or rights or other property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise;		(Deleted)
(w)	to vest any immovable or movable real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company;		(Deleted)

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

	(x) to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments;		(Deleted)
	(y) to apply for, promote and obtain the passing of any Act, Ordinance or Enactment, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company;		(Deleted)
	(z) to invest and deal with the moneys of the Company not immediately required in any manner;		(Deleted)
	(aa) to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be;		(Deleted)
	(bb) to sell or dispose of the undertaking of the Company or any part thereof or any property or rights of the Company for such consideration as the Company		(Deleted)

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

	may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company;		
	(cc) to procure the Company to be registered or recognised in any part of the world outside the States of Malaya;		(Deleted)
	(dd) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and their wives, widows and families, and to subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;		(Deleted)
	(ee) to pay all, or any part of the expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company or of any other company promoted, formed, established or registered by or on behalf of the Company, and all commission, brokerage, discount underwriting and other expenses lawfully payable which		(Deleted)

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

	may be deemed expedient for taking, placing or underwriting all or any of the shares or debentures or other obligations of the Company, or of any company so promoted, formed, established or registered by the Company;		
	(ff) to act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise;		(Deleted)
	(gg) to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable the property or rights of the Company;		(Deleted)
	(hh) to distribute any of the property of the Company among the members in specie or otherwise;		(Deleted)
	(ii) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them; And it is hereby declared that		(Deleted)
	(a) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the States of Malaya or elsewhere; and		(Deleted)
	(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except		(Deleted)

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	<p>where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph (or the name of the Company), but may be carried out in as a full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.</p>					
	<p>PROVIDED ALWAYS that nothing in this Memorandum contained shall empower the Company to carry on the business of Assurance or to reinsure any risks under any class of assurance business to which any Act or Ordinance relating thereto applies.</p>	(Deleted)				
5.	<p>The capital of the Company is RM6,000,000,000.00 (Ringgit Malaysia Ten Million) divided into 6,000,000,000 shares of RM1.00 each.</p> <p>The Company has power to increase its capital by the issue of new shares of such amount as it thinks expedient and to divide the shares in the original or any additional capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges and conditions, and to reduce capital, and to consolidate and divide its capital into shares of larger or less amount than its existing shares and to convert paid up capital into stock and reconvert the same into shares.</p> <p>We, the several persons whose names, addresses and descriptions are hereunto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.</p> <table border="1" data-bbox="247 1697 778 1915"> <thead> <tr> <th>Names, Addresses and Description of Subscribers</th> <th>Number of Shares taken by each Subscriber</th> </tr> </thead> <tbody> <tr> <td>NG SUI CAM 51, Madras Lane,</td> <td>ONE (1)</td> </tr> </tbody> </table>	Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber	NG SUI CAM 51, Madras Lane,	ONE (1)	(Deleted)
Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber					
NG SUI CAM 51, Madras Lane,	ONE (1)					

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	Penang. Merchant.			
	WONG SHEE FUN 16, King's Road, Singapore 10. Merchant.	ONE (1)		
	CHAN BOW LING alias OP CHAN 201, Jalan Bukit Bintang, Kuala Lumpur. Banker.	ONE (1)		
	KWEK HONG LYE Hong Leong Co. Ltd. 144, Robinson Road, Singapore 1. Merchant.	ONE (1)		
	QUEK KAI TENG 1, Prince Street, Singapore 1. Merchant.	ONE (1)		
	HENRY HAU SHIK LEE 16, Golf View Road, Kuala Lumpur. Tin Mine Owner	ONE (1)		
	CHONG YEOW CHONG 353, Pudu Road, Kuala Lumpur. Medical Practitioner.	ONE (1)		
Article	Existing Article of the Constitution			Proposed Amendment
1.	The regulations in the Fourth Schedule to the Companies Act, 1965 shall not apply to the Company except in so far as the same are repeated or contained in these Articles.		5.	The regulations provisions set out in the Fourth Third Schedule to the Companies Act, 1965 2016 shall not apply to the Company except in so far as the same are repeated or contained in these Articles this Constitution .
	INTERPRETATION			INTERPRETATION
2.	In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent		6.	In these Articles this Constitution the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the

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with the subject or context:-		subject or context:-	
	NEW	"Board of Directors"	The board of directors of the Company for the time being;
"these Articles"	The articles of association or other regulations of the Company, for the time being in force;	"these Articles the Constitution"	The articles of association or other regulations of the Company, for the time being in force as originally framed or altered from time to time by special resolution;
"the Act"	The Companies Act 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force;	"the Act"	The Companies Act 1965 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other legislation for the time being in force concerning companies and affecting the Company;
	NEW	"market day"	A day on which the Stock Exchange is open for trading in securities;
"Member"	A member of the Company being any person/persons for the time being holding shares in the Company and whose names appear in the Register and/or in the Record of Depositors as a registered shareholder of the Company;	"Member"	A member of the Company being any person/persons for the time being holding shares in the Company and whose names appear in the Register (except the Depository in its capacity as a bare trustee) and/or in the Record of Depositors as a registered shareholder of the Company;
"Secretary"	The Secretary or Joint Secretaries of the Company appointed by the Directors under Article of these Articles and shall include an Assistant or Deputy Secretary, and any person appointed by the Board to perform any of the duties of the Secretary;	"Secretary"	The Secretary or Joint Secretaries of the Company appointed by the Directors under Article of these Articles this Constitution and shall include an Assistant or Deputy Secretary, and any person appointed by the Board of Directors to perform any of the duties of the Secretary;
"Share Seal"	The seal of the Company which is adopted from time to time by the Board of Directors specifically to be affixed on share certificates issued by the Company pursuant to	"Share Seal"	The seal of the Company which is adopted from time to time by the Board of Directors specifically to be affixed on share certificates issued by the Company pursuant to these

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	these Articles;		Articles this Constitution;
	<p>Words importing the singular number only shall include the plural number, and vice versa.</p> <p>Words importing the masculine gender only shall include the feminine and neuter gender.</p> <p>Words importing persons shall include corporations.</p> <p>Subject as aforesaid, any words or expressions defined in the Statutes or the interpretation and the Interpretation Act, 1948 and 1967 shall bear the same meaning in these Articles. The headings are inserted for convenience only and shall not affect the construction of these Articles.</p>		<p>Words importing the singular number only shall include the plural number, and vice versa.</p> <p>Words importing the masculine gender only shall include the feminine and neuter gender.</p> <p>Words importing persons shall include corporations.</p> <p>Subject as aforesaid, any words or expressions defined in the Statutes or the interpretation and the Interpretation Act, 1948 and 1967, as amended from time to time and any re-enactment thereof, shall bear the same meaning in these Articles this Constitution. The headings are inserted for convenience only and shall not affect the construction of these Articles this Constitution.</p>
	BUSINESS		(Deleted)
3.	<p>(a) Any branch or kind of business which by the Memorandum of Association of the Company, or these Articles, is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.</p> <p>(b) The Office shall be at such place as the Board shall from time to time appoint.</p>		(Deleted)
	PUBLIC COMPANY		PUBLIC COMPANY
7.	No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of shares in the Company or its holding company, if any, and the Company shall not, except as authorised by Section 67 of the Act, give any financial assistance for the purpose of or in connection with any purchase of, or subscription for, shares in the Company or in its holding company nor, except as authorised by Section 133 of the Act, make, guarantee or provide any security in connection with a loan to any	10.	No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of shares in the Company or its holding company, if any, and the Company shall not, except as authorised by Section 67 123 of the Act, give any financial assistance for the purpose of or in connection with any purchase of, or subscription for, shares in the Company or in its holding company nor, except as authorised by Section 133 224 of the Act, make, guarantee or provide any security in connection with a loan to any Director of the

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	Director of the Company or its holding company.		Company or its holding company.
8.	<p>(a) Except for preference shares to which Article 8(b) shall apply whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of a special resolution passed at a separate meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate meeting all the provisions of these presents relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those persons who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote for every share of the class held by them respectively.</p>	11.	<p>(a) Except for preference shares to which Article 8(b) Clause 10(b) shall apply whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the a written consent in writing representing not less than seventy-five (75) per centum of the total voting rights of the holders of three-fourths of the issued shares of the shareholders in the class or with the sanction of a special resolution passed at a separate meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up by shareholders in that class sanctioning the variation. To every such separate meeting all the provisions of these presents relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those persons who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote for every share of the class held by them respectively.</p>
	<p>(b) The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference shareholders concerned within two months of the meeting, shall</p>		<p>(b) The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths representing not less than seventy-five (75) per centum of the total voting rights of the preference shareholders concerned within two months of the meeting, shall</p>

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	be as valid and effectual as a special resolution carried at the meeting.		be as valid and effectual as a special resolution carried at the meeting.
9.	The Company may exercise the powers of paying commissions conferred by Section 58 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of commission shall not exceed the rate of 10 per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per centum of such price, as the case may be. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.	12.	The Company may exercise the powers of paying commissions conferred by Section 58 80 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of commission shall not exceed the rate of ten (10) per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten (10) per centum of such price, as the case may be. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
10.	Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as in for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 69 of the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.	13.	Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as in for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 69 130 of the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.
11.	(a) No shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;		(Deleted)
	(b) In the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than five per cent (5%) of the nominal amount of the share;		(a) In the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than five (5) per centum (5%) of the nominal amount offer price of the share;
	(c) In the case of shares other than ordinary shares, no special rights shall be attached unless the same have been expressed in these Articles;		(b) In the case of shares other than ordinary shares, no special rights shall be attached unless the same have been expressed in these Articles this Constitution ;

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	<p>(f) (i) Subject to any direction to the contrary that may be given by the Company in general meetings and sub-paragraph (ii) below any shares or other convertible securities proposed to be issued shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices of general meetings from the Company in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled (but so that a fraction of new share may be excluded) and any such offer of shares or securities shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this paragraph (f).</p>		<p>(e) (i) Subject to any direction to the contrary that may be given by the Company in general meetings and sub-paragraph (ii) below, any all new shares or other convertible securities shall, proposed to be issued shall before they are issued issue, be offered to such persons as at the date of the offer are entitled to receive notices of general meetings from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled (but so that a fraction of new share may be excluded) and any such offer of shares or securities. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this paragraph (f) Clause.</p>
	<p>(ii) Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and</p>		<p>(ii) Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding</p>

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	<p>notwithstanding the existence of a resolution pursuant to Section 132D of the Act, the Company shall not issue any shares or convertible securities if the nominal value of those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding 12 months, exceeds 10% of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the Members in general meeting of the precise terms and conditions of the issue.</p>		<p>the existence of a resolution pursuant to Sections 132D 75 and 76 of the Act, the Company shall not issue any shares or convertible securities if the nominal value total number of those shares or convertible securities, when aggregated with the nominal value total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten (10)% per centum of the nominal value total number of the issued and paid-up capital shares (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with the prior shareholders' approval of the Members in a general meeting of the precise terms and conditions of the issue.</p>
12.	<p>Except as required by law, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares, or (except as provided by these Articles) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder except as otherwise provided for by these Articles or by the Statutes required or pursuant to any order of court or as required by the Central Depositories Act and the Rules.</p>	15.	<p>Except as required by law, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares, or (except as provided by these Articles this Constitution) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder except as otherwise provided for by these Articles this Constitution or by the Statutes required or pursuant to any order of court or as required by the Central Depositories Act and the Rules.</p>
	CERTIFICATES		CERTIFICATES
16.	<p>Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, damaged, destroyed, lost or stolen, it may be renewed on evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled or the purchaser, member company of the Stock Exchange or on behalf of its/theirs clients as the Directors of the Company shall require, and (in case of</p>		(Deleted)

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	defacement, wearing out or damage) on delivery up of the old certificate, and in any case on payment of such sum not exceeding Ringgit Malaysia Three (RM3.00) per certificate as the Directors may determine from time to time or be permitted by the Stock Exchange plus the amount of proper duty with which each such certificate is chargeable under the law for the time being in force relating to stamps. In case of the destruction, loss or theft of a share certificate, a shareholder or a person to whom a renewed certificate is given shall in addition pay all expenses incidental to the investigation by the Company of such destruction, loss or theft and the cost of obtaining all evidence in connection therewith and shall bear any loss that may be incurred by the Company as a result of the Company issuing such renewed certificate to such person.		
	DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN		DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN
17.	Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or Record of Depositors as the address of the Member stating that the Company after expiration of one (1) month from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance.	19.	Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or Record of Depositors as the address of the Member stating that the Company after expiration of one (1) month thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance.
18.	If after the expiration of one (1) month from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the Member a transfer of those shares to the Minister charged with responsibility for finance.	20.	If after the expiration of one (1) month thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the Member a transfer of those shares to the Minister charged with responsibility for finance.
	LIEN OF SHARES		LIEN OF SHARES
20.	The Company shall have a first and paramount lien on all shares (not being fully paid shares) and all dividends thereon for all	22.	The Company shall have a first and paramount lien on all shares (not being fully paid shares) and all dividends thereon for all

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	money (whether presently payable or not) called or payable at a fixed time in respect of those shares. The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and installments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.		money (whether presently payable or not) called or payable at a fixed time in respect of those shares. The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and installments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article Clause .
21.	(b) Upon any sale being made by the Directors of any share to satisfy the lien of the Company thereon, the proceeds shall be applied first, in the payment of all costs of such sale, next, in satisfaction of the debt, obligation, engagement or liability of the Member to the Company, and the residue (if any) shall be paid to the Member or his executors, administrators or assigns or as he shall direct.	23.	(b) Upon any sale being made by the Directors of any share to satisfy the lien of the Company thereon, the proceeds shall be applied first, in the payment of all costs of such sale, next, in satisfaction of the debt, obligation, engagement or liability of the Member to the Company, and the residue (if any) shall be paid to the Member or his executors, administrators or assigns assignees or as he shall direct.
22.	For giving effect to any sale of shares under Article 21 above or Article 36(a) the Directors may authorise some person to transfer the shares sold to the purchaser thereof subject to the Central Depositories Act and/or the Rules. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such shares, or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company in damages only.	24.	For giving effect to any sale of shares under Article 21 above or Article 36(a) Clause 23 above or Clause 38(a) the Directors may authorise some person to transfer the shares sold to the purchaser thereof subject to the Central Depositories Act and/or the Rules. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such shares, or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company in damages only.
23.	A person whose shares have been sold shall cease to be a Member in respect of the shares sold, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of sale, were payable by him to the Company in respect of the shares; but his liability shall cease if and when the Company shall have received payment in full of such moneys in respect of the	25.	A person whose shares have been sold shall cease to be a Member in respect of the shares sold, but shall, notwithstanding, remain liable to pay to the Company all moneys money which at the date of sale, were forfeiture, was payable by him to the Company in respect of the shares; but his together with interest or compensation at the rate of eight (8) per centum from the date of the forfeiture on the money for the time being unpaid if the

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	shares.		Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company shall have received receives payment in full of all such moneys money in respect of the shares.
24.	Notice of any sale shall be given to the holder of the share or to the person entitled by transmission to the share sold as the case may be. An entry of the sale, with the date thereof, shall be made in the Register or Record of Depositors opposite to the share. The provisions of this Article are directory only, and no sale shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.	26.	Notice of any sale shall be given to the holder of the share or to the person entitled by transmission to the share sold as the case may be. An entry of the sale, with the date thereof, shall be made in the Register or Record of Depositors opposite to the share. The provisions of this Article Constitution are directory only, and no sale shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
	CALLS ON SHARES		CALLS ON SHARES
26.	The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares or on any class of their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times; and each Member shall (subject to his having been given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.	28.	The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares or on any class of their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times; and each Member shall (subject to his having been given at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.
27.	If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of ten (10) per centum per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to remit such interest or any part thereof.	29.	If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of ten (10) eight (8) per centum per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to remit such interest or any part thereof.
28.	Any sum which by the terms of allotment of a share is made payable upon issue or at any fixed date whether on account of the nominal value of the share or by way of premium and any instalment of a call shall for all purposes or these Articles be	30.	Any sum which by the terms of allotment of a share is made payable upon issue or at any fixed date whether on account of the nominal value of the share or by way of premium and any instalment of a call shall for all purposes or these Articles this

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	deemed to be a call duly made and payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of the Statutes or these Articles shall apply as if such sum were a call duly made and notified as hereby provided.		Constitution be deemed to be a call duly made and payable on the date fixed for payment and in case of non-payment the provisions of these Articles this Constitution as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of the Statutes or these Articles this Constitution shall apply as if such sum were a call duly made and notified as hereby provided.
30.	(a) The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between them and such shareholder. No dividend shall be payable upon such part of the share in respect of which such advance has been made. Except in a liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.	32.	(a) The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between them and such shareholder at a rate not exceeding eight (8) per centum per annum . No dividend shall be payable upon such part of the share in respect of which such advance has been made. Except in a liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.
	(b) On the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the Member sued is entered in the Register or Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors, and that notice of such call was duly given to the Member sued according to the provision of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid		(b) On the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the Member sued is entered in the Register or Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors, and that notice of such call was duly given to the Member sued according to the provision of these Articles this Constitution , and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt due from the Member sued to the Company.

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	shall be conclusive evidence of the debt due from the Member sued to the Company.		
	NEW		TRANSFER OF SECURITIES
31.	(1) The transfer of any Deposited Security shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 103 and 104 of the Act, but subject to sub-Section 107C(2) of the Act and any exemption that may be made from compliance with sub-Section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security.	33.	(1) The transfer of any Deposited Security shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 103 105, 106 and 104 110 of the Act, but subject to Section 107C 148 (2) of the Act and any exemption that may be made from compliance with Section 107C 148 (1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security.
	TRANSFER OF SECURITIES		(Deleted)
	(2) Notwithstanding Article 31(1) but subject to the Central Depositories Act, the Listing Requirements and the Rules, any holder of shares which are not deposited into a Securities Account shall not have any rights to deal with such shares in any manner whatsoever until and unless such shares have been credited into the Securities Account of such holder. For the avoidance of doubt, pending the crediting of the shares into the Securities Account of such holder, such holder shall have no right to vote and attend any general meeting exercise any rights to accept a rights issue offer, receive notice or reports from the Company or deal with such shares in any manner until the Depository has credited such shares into the Securities Accounts of such holder.		(2) Notwithstanding Article 31(1) Clause 33(1) but subject to the Central Depositories Act, the Listing Requirements and the Rules, any holder of shares which are not deposited into a Securities Account shall not have any rights to deal with such shares in any manner whatsoever until and unless such shares have been credited into the Securities Account of such holder. For the avoidance of doubt, pending the crediting of the shares into the Securities Account of such holder, such holder shall have no right to vote and attend any general meeting exercise any rights to accept a rights issue offer, receive notice or reports from the Company or deal with such shares in any manner until the Depository has credited such shares into the Securities Accounts of such holder.
	(3) Subject to the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Registrar of the Company shall have no power to deal with the shares referred to in Article 31(2) in any manner whatsoever except to comply with all the directives or orders issued by the Securities		(3) Subject to the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Registrar of the Company shall have no power to deal with the shares referred to in Article 31(2) Clause 33(2) in any manner whatsoever except to comply with all the directives or orders issued by the Securities

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	Commission, Stock Exchange or Depository.		Commission, Stock Exchange or Depository.
	<p>(4) Without prejudice to Article 31(1) but subject to the Central Depositories Act and the Rules, any holder of a Security that is not a Deposited Security may transfer all or any of his Security that is not a Deposited Security by instrument in writing in the form prescribed and approved by the Act, the Central Depositories Act, the Listing Requirements or the Rules and if no such form is prescribed then in such form as may be prescribed by the Company, the instrument of transfer of any such Security that is not a Deposited Security shall be executed by or on behalf of the transferor and the transferee and left at the Office or such other place as the Directors may appoint accompanied by the certificate or certificates of such Security that is not a Deposited Security to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferee and that the intending transferee is a qualified person viz, not an infant, bankrupt or person of unsound mind.</p>		<p>(4) Without prejudice to Article 31(1) Clause 33(1) but subject to the Central Depositories Act and the Rules, any holder of a Security that is not a Deposited Security may transfer all or any of his Security that is not a Deposited Security by instrument in writing in the form prescribed and approved by the Act, the Central Depositories Act, the Listing Requirements or the Rules and if no such form is prescribed then in such form as may be prescribed by the Company, the instrument of transfer of any such Security that is not a Deposited Security shall be executed by or on behalf of the transferor and the transferee and left at the Office or such other place as the Directors may appoint accompanied by the certificate or certificates of such Security that is not a Deposited Security to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferee and that the intending transferee is a qualified person viz, not an infant, bankrupt or person of unsound mind.</p>
	<p>(7) (a) The Directors may, in their discretion refuse to register the transfer of any security, not being a fully paid security, and whether or not the Company claims lien on the same.</p> <p>(b) If the Directors refuse to register a transfer they shall give to the transferee written notice of the refusal and the precise reasons thereof within ten (10) days after the date on which the transfer was lodged with the Company.</p>		<p>(7) (a) The Directors may, in their discretion refuse to or delay to register the transfer of any security, not being a fully paid security, and whether or not the Company claims lien on the same by passing a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer. The resolution shall set out in full the reasons for refusing or delaying the registration of the transfer.</p> <p>(b) If the Directors refuse to or delay to registering a transfer they shall give to the transferor and transferee written notice of the refusal and the precise reasons</p>

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			thereof within ten (10) seven (7) days after the date on which passing of the transfer was lodged with the Company resolution in Clause 33(7)(a).
	(12) (4) any document referred to in Article 31(12)(b) and (c) may be destroyed at a date earlier than that authorised by this Article provided that a permanent copy of such document shall have been made which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its re-production.		(12) (4) any document referred to in Article 31(12)(b) and (c) Clause 33(12)(b) and (c) may be destroyed at a date earlier than that authorised by this Article Clause provided that a permanent copy of such document shall have been made which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its re-production.
	TRANSMISSION OF SHARES		TRANSMISSION OF SHARES
32.	(4) Any person becoming entitled to ordinary shares in consequence of the death or bankruptcy of a Member may, subject to the Rules, apply to the Depository to transfer the shares into his Securities Account or such other Securities Accounts nominated by him supported by the relevant documents and in accordance with the Central Depositories Act and/or the Rules. The said person shall deliver or send to the Company and Depository a written notice signed by him expressing his aforesaid intention. All the limitations, restrictions and provisions of the Articles relating to the right to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by the Member.	34.	(4) Any person becoming entitled to ordinary shares in consequence of the death or bankruptcy of a Member may, subject to the Rules, apply to the Depository to transfer the shares into his Securities Account or such other Securities Accounts nominated by him supported by the relevant documents and in accordance with the Central Depositories Act and/or the Rules. The said person shall deliver or send to the Company and Depository a written notice signed by him expressing his aforesaid intention. All the limitations, restrictions and provisions of the Articles Clauses relating to the right to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by the Member.
	NEW		(6) Where – (a) the securities of the Company are listed on

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			<p>another stock exchange; and</p> <p>(b) such Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,</p> <p>such Company shall, upon request of a security holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.</p>
	FORFEITURE OF SHARES		FORFEITURE OF SHARES
33.	(a) If a Member fails to pay the whole or any part of any call or instalment of a call on the day for payment thereof, the Directors may, at any time thereafter during such time as part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued by reason of such non-payment.	35.	(a) If a Member fails to pay the whole or any part of any call or instalment of a call on within the day for payment thereof stipulated time , the Directors may, at any time thereafter during such time as part of the call or instalment remains unpaid , serve a notice on him the Member requiring payment of so much of the call or instalment as is amount unpaid together with any interest and expenses or compensation which may have accrued by reason of such non-payment .
36.	(c) The provisions of Articles 22 to 25 inclusive shall apply to any sale made in pursuance of the provisions of this Article.	38.	(c) The provisions of Articles 22 to 25 Clauses 24 to 27 inclusive shall apply to any sale made in pursuance of the provisions of this Article Clause .
37.	The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these	39.	The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles this Constitution expressly saved, or

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	Articles expressly saved, or as are by the Act given or imposed in the case of past Members.		as are by the Act given or imposed in the case of past Members.
	CONVERSION OF SHARES INTO STOCK		CONVERSION OF SHARES INTO STOCK
38.	The Directors may, from time to time, with the sanction of the Company previously given in general meeting, convert any paid-up shares into stock, and may from time to time, with the like sanction, reconvert such stock into paid-up shares of any denomination.	40.	The Directors may, from time to time, with the sanction of the Company previously given in general meeting by special resolution, convert any paid-up shares into stock, and may from time to time, with the like sanction, reconvert such stock into paid-up shares of any denomination number .
39.	When any shares have been converted into stock, the holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in general meeting shall direct, but in default of any such direction then in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable; provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	41.	When any shares have been converted into stock, the holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in general meeting shall direct, but in default of any such direction then in the same manner and subject to the same provisions as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable; provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
41.	All such provisions of these Articles as are applicable to paid-up shares shall apply to stock and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".	43.	All such provisions of these Articles this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".
	INCREASE OF CAPITAL		INCREASE OF CAPITAL
42.	The Company may from time to time in general meeting whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully paid up or not, increase its capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the resolution authorising such increase directs. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct, and	44.	The Company may from time to time in general meeting whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully paid up or not, increase by way of resolution, increase its capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the resolution authorising such increase directs. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors

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	if no direction be given, as the Directors shall determine, and in particular, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right of voting.		shall determine, and in particular, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right of voting.
43.	Subject to any directions that may be given in accordance with the powers contained in the Memorandum of Association or these Articles, any capital raised by the creation of new shares shall be considered as part of the original capital, and as consisting of ordinary shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.	45.	Subject to any directions that may be given in accordance with the powers contained in the Memorandum of Association or these Articles this Constitution , any capital raised by the creation of new shares shall be considered as part of the original capital, and as consisting of ordinary shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.
	ALTERATIONS OF CAPITAL		ALTERATIONS OF CAPITAL
44.	<p>(a) The Company may by ordinary resolution:-</p> <p>(i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p> <p>(ii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;</p> <p>(iii) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share</p>	46.	<p>(a) The Company may alter its share capital by ordinary passing a special resolution to:-</p> <p>(i) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided is derived into shares of larger amount than its existing shares;</p> <p>(ii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;</p> <p>(iii) sub-divide its shares, or any of them the shares, whatever is into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced subdivided share shall be the same as it was in the case of the share from which the</p>

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	<p>is derived;</p> <p>NEW</p> <p>and, by special resolution:-</p> <p>(iv) reduce its share capital, any capital redemption reserve fund or any share premium account, in any manner and with and subject to any incident authorised and consent required by law.</p> <p>(b) Anything done in pursuance of this Article shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.</p>		<p>reduced subdivided share is derived;</p> <p>(iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; or</p> <p>and, by special resolution:-</p> <p>(v) reduce its share capital, any capital redemption reserve fund or any share premium account, in any manner and with and subject to any incident authorised and consent required by law.</p> <p>(b) Anything done in pursuance of this Article Clause shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.</p>
	GENERAL MEETINGS		GENERAL MEETINGS
45.	(a) The Company shall, in accordance with the provisions of the Act, each year, hold a general meeting as its annual general meeting, in addition to any other meetings in that year. Not more than fifteen months shall elapse between the date of one annual general meeting and that of the next.	47.	(a) The Company shall, in accordance with the provisions of the Act, each year, hold a general meeting as its an annual general meeting, in every calendar year, in addition to any other meetings held in that year. Not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next.
46.	The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitioner, as provided by Section 144 of the Act. If at any time there are not within Malaysia sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director or any two Members may convene an extraordinary general	48.	The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitioner, as provided by Section 144 of the Act. If at any time there are not within Malaysia sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director or any two Members may convene an extraordinary general meeting in the same manner as nearly as

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	meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.		possible as that in which meetings may be convened by the Directors. A meeting of Members may be convened by: - (a) the Board of Directors; or (b) any member holding at least ten (10) per centum of the issued share capital of the Company.
47.	The time and place of any meeting shall be determined by the conveners of the meeting.	49.	The time and place of any meeting shall be determined by the conveners of the meeting Company.
48.	(1) The Company may hold a meeting of its members at more than one venue within Malaysia using any instantaneous telecommunication device that allows members a reasonable opportunity to participate in the meeting; and (2) Participation by members at different venues shall be counted as quorum.	50.	(1) The Company may hold a meeting of its members at more than one venue within Malaysia using any instantaneous telecommunication device that allows members Members a reasonable opportunity to participate in the meeting and the chairperson shall be present at the main venue of the meeting; and (2) Participation by members Members at different venues shall be counted as quorum.
	NOTICE OF GENERAL MEETINGS		NOTICE OF GENERAL MEETINGS
49.	(a) The notices convening meeting shall be given to all Members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of these Articles or the terms of issue of the shares held by them) and to the Company's Auditors at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by way of advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily	51.	(a) The notices convening meeting shall be given to all Members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of these Articles this Constitution or the terms of issue of the shares held by them) and to the Directors and Company's Auditors at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by way of advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Stock Exchange.

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	newspaper and in writing to the Stock Exchange.		
50.	A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed:- (a) in the case of a meeting called as the annual general meeting, by all the Members having the right to attend and vote there at; and (b) in the case of any other meeting, by a majority in number of the Members having that right together holding not less than 95 per cent in nominal value of the shares giving that right.	52.	A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article Clause , be deemed to have been duly called if it is so agreed:- (a) in the case of a meeting called as the annual general meeting, if agreed by all the Members having the right entitled to attend and vote there at the meeting ; and (b) in the case of any other meeting, if agreed by a the majority in the number of the Members having that right entitled to attend and vote at the meeting, being a majority who together holding hold not less than ninety-five (95) per centum in nominal value the number of the shares giving that right.
	PROCEEDINGS AT GENERAL MEETINGS		PROCEEDINGS AT GENERAL MEETINGS
54.	No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two (2) Members personally present shall be a quorum. For the purposes of this Article a Member present in person shall include a Member present by proxy or by a corporate representative or representatives.	56.	No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two (2) Members personally present shall be a quorum. For the purposes of this Article Clause a Member present in person shall include a Member present by proxy or by a corporate representative or representatives.
56.	The Chairman (if any) and in his absence the Deputy Chairman (if any, or, in the event that two or more Deputy Chairmen have been appointed, the senior in appointment among them), shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting no such officer is present within fifteen minutes after the time appointed for holding the same, the Members present shall choose one of the Directors, or if no Director be present, or if all the Directors present decline to take the chair, one of their number to be Chairman of the meeting.	58.	The Chairman (if any) and in his absence the Deputy Chairman (if any, or, in the event that two (2) or more Deputy Chairmen have been appointed, the senior in appointment among them), shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting no such officer is present within fifteen (15) minutes after the time appointed for holding the same, the Members present shall choose one of the Directors, or if no Director be present, or if all the Directors present decline to take the chair, one of their number, save for proxies to be Chairman of the meeting.
57.	The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the	59.	The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time

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	meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.		and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
58.	(a) At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is called for:	60.	(a) At Subject to any express requirements of the Listing Requirements, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is called for:
	VOTES OF MEMBERS		VOTES OF MEMBERS
64.	Save as herein expressly provided and subject to Article 51(b) and (c) above, no person other than a Member duly registered, and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question, either personally or by proxy at any general meeting.	66.	Save as herein expressly provided and subject to Article Clauses 51(b) and (c) above, no person other than a Member duly registered, and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question, either personally or by proxy at any general meeting.
65.	On a poll and a show of hands, votes may be given either personally or by proxy. A proxy need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. A Member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting and where a Member appoints two proxies the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.	67.	On a poll and a show of hands, votes may be given either personally or by proxy. A proxy need not be a Member of the Company and a Member may appoint any person to be his one (1) or more proxies. There is no limit to the number of proxies in respect of omnibus account for a Member who is an exempt authorised nominee of the Company. proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. A Member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting and where a Member appoints two proxies the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where a Member appoints two (2) proxies to attend the same meeting, the Member shall specify the proportion of his shareholdings to be represented by each proxy.

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<p>66.</p>	<p>Notwithstanding Clause 65, where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.</p>	<p>68.</p>	<p>Notwithstanding Clause 65 67, 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 (“omibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint as defined under the Central Depositories Act, it at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account omnibus account it holds.</p>
<p>68.</p>	<p>The instrument appointing a proxy shall be in the form or to the effect following or in any other form which the Directors may approve:-</p> <p align="center">RHB BANK BERHAD</p> <p>I/We, of being *a Member/Members of the abovenamed Company, hereby appoint of or failing him/her, the Chairman of the meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Company to be held on the day of and at any adjournment thereof *for/against the resolution(s) to be proposed thereat.</p> <p>As witness my hand, this day of</p> <p>Signed by the said in the presence of:</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).</p> <p>A proxy may but does not need to be a Member of the Company and the provisions of Section 149(1)(b) of the Act need not be complied with.</p> <p>To be valid this form duly completed must be deposited at the registered office of the Company not less than 48 hours</p>	<p>70.</p>	<p>The instrument appointing a proxy shall be in the form or to the effect following or in any other form which the Directors may approve:-</p> <p align="center">RHB BANK BERHAD</p> <p>I/We, NRIC/Passport/Company No. of being *a Member/Members of the abovenamed Company RHB Bank Berhad, hereby appoint of *and/or of or failing him/her, the Chairman of the meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Company to be held on the day of and at any adjournment thereof *for/against the resolution(s) to be proposed thereat at on day of and at any adjournment thereof.</p> <p>As witness my hand, this day of</p> <p>Signed by the said _____ in the presence of:</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).</p> <p>A proxy may but does not need to be a Member of the Company and the provisions of Section 149(1)(b) of the Act need not be complied with.</p> <p>The proportion of *my/our holding to be represented by *my/our proxies are as follows:</p> <p>First Proxy (1) Second Proxy (2)</p>

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	<p>before the time for holding the meeting.</p> <p>If the appointer is a corporation, this form must be executed under its common seal or under the hand of its attorney.</p>	<p>*My/our proxy is to vote as indicated below:</p> <table border="1" data-bbox="885 322 1453 421"> <thead> <tr> <th>Resolution</th> <th>For</th> <th>Against</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table> <p>(Please indicate with an “x” in the space indicated above as to how you wish to cast your vote. If no specific directions as to voting are given, the proxy shall vote or abstain from voting at his/her full discretion.)</p> <p>Dated:</p> <p>_____</p> <p style="text-align: right;">Signature of Member</p> <p>*Delete if not applicable</p> <p>A proxy may but does not need to be a Member of the Company.</p> <p>To be valid this form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting.</p> <p>If the appointer is a corporation, this form must be executed under its common seal or under the hand of its attorney.</p>	Resolution	For	Against			
Resolution	For	Against						
<p>70.</p>	<p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within the States of Malaysia as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; and in default the instrument of proxy shall not be treated as valid. A Member not resident in Malaysia may by cable or by facsimile or other telegraphic communication appoint some person who need not be a Member of the Company as proxy to vote for him at any meeting of the Company provided (a) such cable or facsimile or other telegraphic communication shall have been received at the Office not less than</p>	<p>72. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within the States of Malaysia as is specified for that purpose in the notice convening the meeting at least, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. A Member not resident in Malaysia may by cable or by facsimile or other telegraphic communication appoint some person who need not be a Member of the Company as proxy to vote for him at any meeting of the Company provided (a) such cable or facsimile or other telegraphic communication shall have been received at the</p>						

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	forty-eight (48) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such cable or facsimile or other telegraphic communication proposes to vote and (b) the Directors are satisfied as to the genuineness of such cable of facsimile or other telegraphic communication.		Office not less than forty-eight (48) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such cable or facsimile or other telegraphic communication proposes to vote and (b) the Directors are satisfied as to the genuineness of such cable of facsimile or other telegraphic communication.
71.	The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the Member giving the proxy in the manner referred to in Section 149 of the Act.	73.	The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the Member giving the proxy in the manner referred to in Section 149 294 of the Act.
	DIRECTOR		DIRECTOR
73.	<p>(a) Until otherwise determined by a general meeting the number of Directors shall not be less than five (5) or more than twenty (20).</p> <p>(b) (i) The following persons shall be amongst the first Directors of the Company namely:-</p> <ol style="list-style-type: none"> 1. TUN SIR HENRY HAU SHIK LEE, S.M.N., K.B.E., J.P. 2. DATO WONG SHEE FUN, S.P.M.J., J.P. 3. MR. NG SUI CAM C.B.E., J.M.N., J.P. 4. MR. CHAN BOW LING alias O.P. CHAN. <p>(ii) While he remains a Director of the Company, the said Tuan Sir Henry Hau Shik Lee shall be Chairman of the Directors.</p> <p>(c) Subject to sub-clause (b)(i) of this Article, the first Directors shall be appointed by the subscribers to these Articles.</p>	75.	<p>(a) Until otherwise determined by a general meeting the number of Directors shall not be less than five (5) or more than twenty (20) fifteen (15).</p> <p>(b) (i) (Deleted)</p> <p>(ii) (Deleted)</p> <p>(c) (Deleted)</p>

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<p>75.</p>	<p>(a) A Director who is in any way, whether directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors as soon as he becomes aware of such contract or arrangement and such Director shall not participate in deliberations concerning such contract or arrangement nor shall he cast his vote in regard to the said contract or proposed contract or arrangement.</p> <p>(c) A Director of the Company may with the consent of the Board of Directors be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interests in, such other company unless the Company otherwise directs.</p>	<p>77.</p>	<p>(a) A Director who is in any way, whether directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors as soon as he becomes aware of such contract or arrangement and such Director shall not be present and/or participate in deliberations concerning such contract or arrangement nor shall he cast his vote in regard to the said contract or proposed contract or arrangement. Such Director also shall not be present during the deliberation of such contract or arrangement unless the Director or any person linked to him cannot reasonably be expected to derive a benefit or suffer a detriment from such transaction or arrangement in a way that will place the Director in a position of conflict.</p> <p>(c) A Subject to any express requirements of the Listing Requirements and the Statutes, a Director of the Company may with the consent of the Board of Directors be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interests in, such other company unless the Company otherwise directs.</p>
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<p>78.</p>	<p>The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which the Director has held office Provided Always that:-</p> <p>(iii) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;</p>	<p>80.</p>	<p>The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall be such approved at a general meeting. Such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which the Director has held office Provided Always that:-</p> <p>(iii) fees payable to Directors, and any benefits payable to Directors, shall not be increased except pursuant to a resolution passed subject to annual shareholder approval at a general meeting; where notice of the proposed increase has been given in the notice convening the meeting;</p>
<p>80.</p>	<p>Any Director may at any time and from time to time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be his alternate,</p>	<p>82.</p>	<p>Any Director may at any time and from time to time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be his alternate, Any Director may appoint a person to act as his alternate, provided that –</p> <p>(a) such person is not a Director of the Company;</p> <p>(b) such person does not act as an alternate for more than one (1) Director of the Company;</p> <p>(c) the appointment is approved by a majority of the other members of the Board of Directors; and</p> <p>(d) any fee paid by the Company to the alternate shall be deducted from the Director’s remuneration.</p>

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	<p>and may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company but he shall be entitled (subject to his giving to the Company an address within the States of Malaysia at which notices may be served on him) to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not present, and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. An alternate Director may be removed from office by a resolution of the Board, and shall ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Office.</p>		<p>Such Director and may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, save as provided in Clause 82(d) above, but he shall be entitled (subject to his giving to the Company an address within the States of Malaysia at which notices may be served on him) to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not present, and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. An alternate Director may be removed from office by a resolution of the Board of Directors, and shall ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article Clause which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of this Article Clause shall be in writing under the hand of the Director making the same and shall be sent to or left at the Office.</p>
	MANAGING DIRECTOR		MANAGING DIRECTOR
81.	(c) The Directors may entrust to and confer upon the managing director or the Director holding an executive office under the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or	83.	(c) The Directors may entrust to and confer upon the managing director or the Director holding an executive office under the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers but in any case, the managing director

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	vary all or any of those powers but in any case, the managing director or the Director holding an executive office under the Company shall be subject to the control of the Board of Directors.		or a person performing the Director holding an executive office under the Company functions of a managing director, by whatever name called, shall be subject to the control of the Board of Directors.
	SECRETARY		SECRETARY
82.	The Secretary or Joint Secretaries to the Company shall be appointed by the Directors for such term, at such remuneration and upon such conditions, as they may think fit; and any Secretary or Joint Secretaries so appointed may be removed by them.	84.	The Board of Directors shall appoint a Secretary or Joint Secretaries to the Company shall be appointed by the Directors for such term, at such remuneration and upon such determine the terms and conditions, as they may think fit; and any of such appointment. The Secretary or Joint Secretaries so appointed may be removed by them may resign from Office by giving a notice to the Board of Directors.
83.	(a) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary. (b) A provision of the Act or these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by its being done by or to one or more of the Joint Secretaries, if any, for the time being appointed by the Directors.	85.	(a) A provision of the Act these Articles or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary. (b) A provision of the Act or these Articles this Constitution requiring or authorising a thing to be done by or to the Secretary shall be satisfied by its being done by or to one or more of the Joint Secretaries, if any, for the time being appointed by the Directors.
	POWERS AND DUTIES OF DIRECTORS		POWERS AND DUTIES OF DIRECTORS
84.	(a) The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the Statutes or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provision of the Statutes and of these Articles, and to such regulations, being not inconsistent with the said provisions and Articles as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the	86.	(a) The business of the Company shall be managed by, or under the direction of the Board of Directors. who may exercise all such powers of the Company as are not, by the Statutes or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provision of the Statutes and of these Articles, and to such regulations, being not inconsistent with the said provisions and Articles as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been

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	Directors which would have been valid if that regulation had not been made, and in exercising their powers the Directors shall comply fully with all the terms, conditions and stipulations contained in the Financial Services Act, 2013 and any modifications thereof for the time being in force. Any sale of disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by Members in general meeting.		valid if that regulation had not been made, and in exercising their powers The Board of Directors has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company, subject to any modification, exception or limitation contained in the Act, the Listing Requirements, the Statutes and this Constitution. The Board of Directors shall comply fully with all the terms, conditions and stipulations contained in the Financial Services Act, 2013 and any modifications thereof for the time being in force. Any sale of disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by Members in general meeting.
	SEAL		SEAL
86.	(b) For the purpose of sealing share certificates to be issued by the Company, the Company shall have a duplicate Seal pursuant to Section 101 of the Act which shall be a facsimile of its Seal with the addition on the fact of it of the words "Share Seal" and a certificate sealed with such duplicate Seal shall be deemed to be sealed with the Seal of the Company.	88.	(b) For the purpose of sealing share certificates to be issued by the Company, the Company shall have a duplicate Seal pursuant to Section 101 63 of the Act which shall be a facsimile of its Seal with the addition on the fact of it of the words "Share Seal" and a certificate sealed with such duplicate Seal shall be deemed to be sealed with the Seal of the Company.
	SEAL FOR USE ABROAD		SEAL FOR USE ABROAD
87.	The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.	89.	The Company may exercise the powers conferred by Section 35 62 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
	BRANCH REGISTER		BRANCH REGISTER
88.	The Company may exercise the powers conferred upon the Company by Section 164 of the Act with regard to the keeping of a branch register, and the Directors may (subject to the provisions of those Sections) make and vary such regulation as they may think fit respecting the keeping of any such register.	90.	The Company may exercise the powers conferred upon the Company by Section 164 53 of the Act with regard to the keeping of a branch register, and the Directors may (subject to the provisions of those Sections) make and vary such regulation provision as they may think fit respecting the keeping of any such register.

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	LOCAL BOARDS AND ATTORNEYS		LOCAL BOARDS AND ATTORNEYS
90.	(b) The Directors may at any time, and from time to time, by power of attorney under the Company's Seal, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), and for such period and subject to such conditions as the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of any of the Members of any local board established as aforesaid, or in favour of any company, or of the members, Directors, nominees or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; and any such power of attorney may contain such powers and provisions for the protection or convenience of persons dealing with such attorney or attorneys as the Directors may think fit. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.	92.	(b) The Directors may at any time, and from time to time, by power of attorney under the Company's Seal, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of any of the Members of any local board established as aforesaid, or in favour of any company, or of the members, Directors, nominees or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; and any such power of attorney may contain such powers and provisions for the protection or convenience of persons dealing with such attorney or attorneys as the Directors may think fit. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
	VACATION OF OFFICE BY DIRECTORS		VACATION OF OFFICE BY DIRECTORS
91.	The office of a Director shall be vacated: (a) if he becomes bankrupt during his term of office;	93.	The office of a Director shall be vacated if the person holding that office: (a) if he becomes bankrupt during his term of office ; resigns by giving a written notice to the Company at the Office;

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	<p>(b) if he becomes of unsound mind during his term of office or a person whose estate or person becomes liable to be dealt with in any way under the law relating to mental disorder;</p> <p>(c) if he is ineligible to be a Director by reason of any of the provisions of Section 59 of the Financial Services Act, 2013, Section 68 of the Islamic Financial Services Act, 2013 and any modifications thereof for the time being in force and any guidelines issued by Bank Negara Malaysia that are applicable to the Company;</p> <p>(d) if by notice in writing to the Company he resigns his office;</p> <p>(e) if he is prohibited from acting as a Director by reason of any order made under the Act;</p> <p>(f) if he is removed from office pursuant to a resolution passed under the provisions of Article 97;</p> <p>(g) if he ceases to be a Director by virtue of the Act;</p>	<p>(b) if he becomes of unsound mind during his term of office or a person whose estate or person becomes liable to be dealt with in any way under the law relating to mental disorder; has retired in accordance to the provisions of the Act or in accordance with this Constitution but is not re-elected;</p> <p>(c) if he is ineligible to be a Director by reason of any of the provisions of Section 59 of the Financial Services Act, 2013, Section 68 of the Islamic Financial Services Act, 2013 and any modifications thereof for the time being in force and any guidelines issued by Bank Negara Malaysia that are applicable to the Company; is removed from office in accordance with the Act or this Constitution;</p> <p>(d) if by notice in writing to the Company he resigns his office becomes disqualified from being a director under the Act and by reason of any of the provisions of Section 59 of the Financial Services Act 2013 and any modifications thereof for the time being in force and any guidelines issued by Bank Negara Malaysia that are applicable to the Company;</p> <p>(e) becomes bankrupt during his term of office;</p> <p>(f) if he is prohibited from acting as a Director by reason of any order made under the Act; becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act, 2001; or</p> <p>(g) if he is removed from office pursuant to a resolution passed under the provisions of Article 97 dies;</p> <p>(h) if he ceases to be a Director by virtue of the Act; if he is absent from more than 25% (or such percentage</p>
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			as may be stipulated by the relevant regulations for the time being in force) of the total Board of Directors' meetings held during each financial year unless approval is obtained from relevant regulators to waive this requirement.
	ROTATION OF DIRECTORS		ROTATION OF DIRECTORS
92.	An election of the Directors shall take place each year. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. At the first annual general meeting after adoption of these Articles and in every year thereafter one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office.	94.	An election of the Directors shall take place each year. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. At the first annual general meeting after adoption of these Articles this Constitution and in every year thereafter one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office.
94.	The Company at the meeting at which a Director retires as aforesaid may fill the vacated office by appointing a person thereto, and in default the retiring Director shall be deemed to have been reappointed, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the reappointment of such Director shall have been put to the meeting and lost.	96.	The Company at the meeting at which a Director retires as aforesaid may fill the vacated office by appointing a person thereto, and in default the retiring Director shall be deemed to have been reappointed re-elected , unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the reappointment re-election of such Director shall have been put to the meeting and lost and the said resolution is not carried .
95.	(a) A retiring director shall be eligible for reappointment. (b) No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some Member intending to propose him has, at least eleven clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office and the intention of such Member to propose him; provided that in the case of a person recommended by the Directors for election, nine clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of	97.	(a) A retiring director shall be eligible for reappointment re-election . (b) No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office and the intention of such Member to propose him; provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares Members at least seven (7) days prior to the meeting at

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	shares at least seven days prior to the meeting at which the election is to take place.		which the election is to take place.
96.	The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for reappointment but shall not be taken into account in determining the retirement of Directors by rotation at such meeting.	98.	The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles this Constitution . Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for reappointment re-election but shall not be taken into account in determining the retirement of Directors by rotation at such meeting.
97.	The Company may by ordinary resolution, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.	99.	The Company may by ordinary resolution, at a meeting remove any the Director before the expiration of his period of the Director's tenure in office, notwithstanding anything in these Articles this Constitution or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
98.	(a) The Company may by ordinary resolution, of which special notice as required by Section 128 of the Act has been given to all members entitled to receive notices appoint another person in place of a Director removed from office under the immediately preceding Article. A person appointed in place of a Director so removed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. (b) Without prejudice to the powers of the Directors in this behalf, the Company may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.	100.	(a) The Company may by ordinary resolution, of which special notice as required by Section 128 206 of the Act has been given to all members Members entitled to receive notices appoint another person in place instead of at the Director removed from office at the same meeting under the immediately preceding Article Clause . A person appointed in place of a Director so removed shall be subject to retirement by rotation at the same time treated, for the purpose of determining the time at which he or any other Director is to retire, as if he had become a Director on the day on which the Director in whose place he is appointed was last elected appointed a Director. (b) (Deleted)
99.	A motion for the appointment or reappointment of two or more persons as Directors of the Company by a single	101.	A motion for the appointment election or reappointment re-election of two (2) or more persons as Directors of the Company

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	resolution shall not be made at a general meeting of the Company unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.		by a single resolution shall not be made at a general meeting of the Company unless a resolution that it the motion shall be so made has first been agreed to by the meeting without any vote being given against it.
	PROCEEDINGS OF DIRECTORS		PROCEEDINGS OF DIRECTORS
100.	The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined, three attendees or 50% of total board members, whichever is higher (or such number/percentage as may be stipulated by the relevant regulations for the time being in force) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote except where only two Directors are competent to vote on the question at issue, or are the quorum present at the meeting.	102.	The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined, three (3) attendees or 50% of total board members, whichever is higher (or such number/percentage as may be stipulated by the relevant regulations for the time being in force) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote except where only two (2) Directors are competent to vote on the question at issue, or are the quorum present at the meeting. A Director present at a meeting shall be presumed to have agreed to, and have voted in favour of, a resolution of the Board of Directors unless such Director expressly dissents from or votes to object against the resolution at the meeting.
101.	On the request of a Director, the Secretary shall at any time summon a meeting of the Directors by giving them not less than 7 days' notice thereof unless such requirement is waived by them and notice of such meeting sent to the registered addresses of Directors or by instantaneous telecommunication device shall be deemed to be a compliance with these Articles.	103.	On the request of a Director, the Secretary shall at any time summon a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them and notice of such meeting sent to the registered addresses of Directors or by instantaneous telecommunication device shall be deemed to be a compliance with these Articles this Constitution.
102.	(1) For the purpose of Article 1012, and subject to the laws for the time being in force in this jurisdiction the contemporaneous linking together by an instantaneous telecommunication device and notwithstanding Article 1001 , the number of Directors required to commence such a meeting shall comprise of a majority of the present Board of Directors,	104.	(1) For the purpose of Article 1012 Clause 103 , and subject to the laws for the time being in force in this jurisdiction the contemporaneous linking together by an instantaneous telecommunication device and notwithstanding Article 1001 Clause 102 , the number of Directors required to commence such a meeting shall comprise of a majority of the present Board of Directors, whether or not any one or more of the Directors is out of

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	<p>whether or not any one or more of the Directors is out of Malaysia, is deemed to constitute a meeting of the Directors and all provisions of these Articles as to meeting of the Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:-</p> <p>(a) all the Directors shall have received notice of a meeting by instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by these Articles;</p> <p>(4) For the purpose of this Article, "instantaneous telecommunication device" means any telecommunication conferencing device with or without visual capacity.</p>		<p>Malaysia, is deemed to constitute a meeting of the Directors and all provisions of these Articles this Constitution as to meeting of the Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:-</p> <p>(a) all the Directors shall have received notice of a meeting by instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by these Articles this Constitution;</p> <p>(4) For the purpose of this Article Clause, "instantaneous telecommunication device" means any telecommunication conferencing device with or without visual capacity.</p>
105.	Any member of a committee may participate at a committee meeting by way of instantaneous telecommunication device in accordance with the provisions of Article 102.	107.	Any member of a committee may participate at a committee meeting by way of instantaneous telecommunication device in accordance with the provisions of Article 102 Clause 104 .
107.	The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the continuing Directors or Director may act for the purpose of appointing sufficient Directors to bring the Board up to that number, or of summoning a general meeting of the Company, notwithstanding that there shall not be a quorum, but for no other purpose.	109.	The continuing remaining continuing remaining Directors may continue to continue to act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles this Constitution , the continuing remaining continuing remaining Directors or Director may, except in an emergency, act only for the purpose of appointing sufficient increasing the number of Directors to bring the Board up to that such minimum number, or of summoning to summon a general meeting of the Company, notwithstanding that there shall not be a quorum, but for no other purpose. except in an emergency, act only for the purpose of appointing sufficient increasing the number of Directors to bring the Board up to that such minimum number, or of summoning to summon a general meeting of the Company, notwithstanding that there shall not be a quorum, but for no other purpose.
109.	(a) A resolution in writing, signed by all Directors for the time being present in Malaysia to receive	111.	(a) A resolution in writing, signed or assented to or assented to by all Directors for the time being present in Malaysia and

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	<p>notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors, or of a committee of the Directors who signed the resolution duly convened and held. The resolution may be signed in any number of counterparts and by the different Directors on separate counterparts and any counterparts with the signatures thereon may be transmitted to the Company by instantaneous communication device.</p> <p>(b) Any resolution signed digitally pursuant to the Digital Signature Act 1997 shall be as valid and effectual under the said Statute and having the same effect per Article 109(a).</p>		<p>entitled to receive notice of a meeting of the Board of Directors or of a committee of Directors, shall be as valid and effectual effective as if it had been passed at a meeting of the Directors, or of a committee of the Directors who signed the resolution duly convened and held. The Any such resolution may be signed in any number consist of counterparts and by the different Directors on separate counterparts and any counterparts with the signatures thereon may be transmitted to the Company several documents, including facsimile or other similar means of communication by instantaneous communication device, in similar form and each document shall be signed or assented to by one or more Directors.</p> <p>(b) Any resolution signed digitally pursuant to the Digital Signature Act 1997 shall be as valid and effectual under the said Statute and having the same effect per Article 109(a) Clause 111(a).</p>
	DIVIDENDS AND RESERVES		DIVIDENDS AND RESERVES
112.	<p>The Directors may, with the sanction of a general meeting, from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company and after all the provisions of the Financial Services Act, 2013 or any modifications thereof for the time being in force have been duly complied with. The Directors may if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare an interim dividend. A declaration by the Directors as to the amount of the profits or other moneys at any time available for dividends shall be conclusive.</p>	114.	<p>The Subject to the provisions of the Statutes and as provided herein, the Directors may, with the sanction of a general meeting, from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company, and if the Company is solvent, and after all the provisions of the Financial Services Act, 2013 or any modifications thereof for the time being in force have been duly complied with. Before such distribution is made by the Company to the Members, such distribution must be authorized by the Directors of the Company in accordance with the Act. The Directors may if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare an interim dividend. A declaration by the Directors as to the amount of the profits or other moneys at any time available for dividends shall be conclusive.</p>
113.	<p>With the sanction of a general meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the</p>	115.	<p>With the sanction of a general meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst</p>

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	<p>distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other securities of this or any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any Member. Where requisite a proper contract shall be filed pursuant to Section 54 of the Act and the Directors may appoint any person to sign such contract on behalf of the Members or any of them.</p>		<p>the Members in accordance with their rights of fully paid shares, debentures or other securities of this or any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any Member. Where requisite a proper contract shall be filed pursuant to Section 54 78 of the Act and the Directors may appoint any person to sign such contract on behalf of the Members or any of them.</p>
114.	<p>(a) The Directors shall, before recommending the payment of any dividend, set aside out of the profits of the Company such sum or sums as may be prescribed, or such additional sums as they deem fit, to maintain a reserve fund in compliance with the requirement set out in Section 47 of the Financial Services Act, 2013, or any modification thereof for the time being in force, and the Directors may set aside any further sum or sums as they think proper as a separate reserve fund or as separate reserve funds.</p>	116.	<p>(a) The Directors shall, before recommending the payment of any dividend, set aside, out of the profits of the Company such sum or sums as may be prescribed, or such additional sums as they deem fit, to maintain a reserve fund in compliance with the requirement set out in Section 47 of the Financial Services Act, 2013, or any modification thereof for the time being in force, and the Directors may set aside any further sum or sums as they think proper as a separate reserve fund or as separate reserve funds.</p>
115.	<p>Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under these Articles to receive notices from the Company.</p>	117.	<p>Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under these Articles this Constitution to receive notices from the Company.</p>
116.	<p>All dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of call shall be treated for the purposes of this Articles as paid on the share. All dividends shall be</p>	118.	<p>All dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of call shall be treated for the purposes of this Articles Clause as paid on the share. All dividends shall be apportioned and paid</p>

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	apportioned and paid proportionately to the amounts paid on the shares during any part or parts of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.		proportionately to the amounts paid on the shares during any part or parts of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
117.	<p>(a) The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.</p> <p>(c) All dividends unclaimed for one year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.</p>	119.	<p>(a) The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.</p> <p>(c) All dividends unclaimed for one (1) year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.</p>
118.	Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant payable to the order of the Member registered in the Register or Record of Depositors.	120.	Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant, or by way of direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate , payable to the order of the Member registered in the Register or Record of Depositors.
	CAPITALISATION OF PROFITS AND RESERVES		CAPITALISATION OF PROFITS AND RESERVES
121.	(a) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends), and accordingly that such sums be set free for distribution amongst the Members	123.	(a) The Company in general meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends), and accordingly that such sums be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of

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	<p>who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.</p> <p>Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.</p> <p>(b) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to them respectively upon such capitalisation (or as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the</p>	<p>dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.</p> <p>Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.</p> <p>(b) Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to them respectively upon such capitalisation (or as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any</p>
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	profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.		agreement made under such authority shall be effective and binding on all such Members.
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS
122.	The Directors shall cause proper books of account to be kept which shall give a true and fair view of the state of the Company's affairs and explain its transactions.		(Deleted)
123.	The books of account shall be kept at the Office or, subject to Section 167 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.	124.	The books of account shall be kept at the Office or, subject to Section 167 245 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
125.	The Directors shall from time to time in accordance with Section 169 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss account, balance sheets, and reports as are referred to in that Section. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and Auditors' reports relating to it shall not exceed four months.	126.	The Directors shall from time to time in accordance with Section 169 248 of the Act, cause prepare financial statements and send the duly audited financial statements together with the auditors' and directors' report to be prepared every Member under Section 257 of the Act and to be the Stock Exchange and laid before the Company in an annual general meeting such profit and loss account, balance sheets, and reports as are referred to in that Section under Section 340 of the Act. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and Auditors' reports relating to it shall not exceed four months.
126.	(a) A printed copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Company in general meeting together with a copy of the Auditors' report, shall before the date of the meeting to be delivered or sent by post to every Member of and every holder of debentures of the Company on a request being made by him to the Company, provided that this Article shall not require a copy of those documents to be sent to any Member of whose address	127.	(a) A printed copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the The Company in general meeting together with shall send a copy of the Auditors' report, shall before the date of the meeting to be delivered or sent by post its financial statements and reports for each financial year to every Member of and every holder of debentures, every person who is entitled to receive notice of general meetings, every auditor of the Company and every debenture holder of the Company on a request being made by

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	the Company is not aware; and		him to the Company, provided that this Article Clause shall not require a copy of those these documents to be sent to any Member of whose address the Company is not aware but any Member or debenture holder to whom copies of the financial statements and reports have not been sent shall, on a request being made by the Member or debenture holder to the Company be furnished with such copies without charge; and
	(b) Subject to compliance with the requirements of the Stock Exchange and other relevant authorities, if any, the Company may issue its annual report in CD-ROM or in such other form of electronic media through which images, data, information or other material may be viewed whether electronically or howsoever.		(b) Subject to compliance with the requirements of the Stock Exchange and other relevant authorities, if any, the communication between the Company may issue and its annual report in CD-ROM or in such other form Members on matters relating to meetings and resolutions, supply of electronic media through which images, data, information or other material documents may be viewed whether electronically or howsoever in hard copy, in electronic form or by other methods agreed between the Company and the Members.
	AUDIT		AUDIT
127.	Auditors shall be appointed and their duties regulated in accordance with Section 172 to 175 of the Act.	128.	Auditors shall be appointed and their duties regulated in accordance with Sections 172 271 to 175 287 of the Act.
	NOTICE		NOTICE
128.	A notice may be given to any Member either personally or by sending it by post to him to his registered address in Malaysia as appearing in the Register or Record of Depositors or if he has no registered address within the States of Malaysia to the address, if any, in the States of Malaysia supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.	129.	A notice may be given to any Member in hard copy either personally or by sending it by post to him to his registered the address in Malaysia as appearing in the Register or Record of Depositors or if he has no registered address within the States of Malaysia to the address, if any, in the States of Malaysia supplied by him the Member to the Company for the giving of notice to him such purpose . Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

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	NEW	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.
129.	A notice may be given to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post addressed to them by name, or by the title of representative of the deceased or trustees of the bankrupt Member, or by any like designation, at the address, if any, within the States of Malaysia supplied for the purpose by the persons claiming to be entitled, or until an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.	131.	A notice may be given to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post addressed to them by name, or by the title of representative of the deceased or trustees of the bankrupt Member, or by any like designation, at the address, if any, within the States of Malaysia supplied for the purpose by the persons claiming to be entitled, or until an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
130.	Without prejudice to the last preceding Article, a notice exhibited at the Office shall be deemed to have been duly given to any such Member or Members as are mentioned in the last preceding Article upon the day it was first exhibited.	132.	Without prejudice to the last preceding Article Clause , a notice exhibited at the Office shall be deemed to have been duly given to any such Member or Members as are mentioned in the last preceding Article Clause upon the day it was first exhibited.
131.	Any document other than a notice requiring to be served on a Member may be served in like manner as a notice may be given to him under these Articles.	133.	Any document other than a notice requiring to be served on a Member may be served in like manner as a notice may be given to him under these Articles this Constitution .
132.	(a) Any notice or document, if sent by post, shall be deemed to have been given or served twenty-four hours after the letter containing the same is put into the post. If such notice or document is transmitted by telex or facsimile 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.

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<p>133.</p>	<p>(a) Notice of every general meeting shall be given in any manner herein before authorised to:-</p> <p>(i) every Member;</p> <p>(ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy would be entitled to receive notice of the meeting; and</p> <p>(iii) the Auditor.</p> <p align="center">NEW</p> <p>(b) No other person shall be entitled to receive notices of general meetings save that if a meeting be called for the alteration of the Company's objects, the provisions of the Act regarding notices to debenture holders (if any) shall be complied with.</p>	<p>135.</p>	<p>(a) Notice of every general meeting shall be given in any manner herein before authorised to:-</p> <p>(i) every Member, including any person who is entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting, and the Company has been notified of the person's entitlement in writing;</p> <p>(ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy would be entitled to receive notice of the meeting; and every Director for the time being of the Company;</p> <p>(ii) the Auditor; and</p> <p>(iv) The Stock Exchange.</p> <p>(b) (Deleted)</p>
	<p>AUTHENTICATION OF DOCUMENTS</p>		<p>AUTHENTICATION OF DOCUMENTS</p>
<p>135.</p>	<p>A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 134 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.</p>	<p>137.</p>	<p>A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 134 Clause 136 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.</p>

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136.	WINDING-UP	138.	WINDING-UP
	<p>Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:-</p> <p>(a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively; and</p>		<p>Save that this Article Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:-</p> <p>(a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively; and</p>
	WINDING-UP		WINDING-UP
137.	<p>If the Company shall be wound up, the liquidators may, with the sanction of a special resolution, divide among the Members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 270 of the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise that in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said Section.</p>	139.	<p>If the Company shall be wound up, the liquidators may, with the sanction of a special resolution, divide among the Members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 270 457 of the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise that in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said Section.</p>
138.	<p>On the voluntary liquidation of the Company, no commission of fee shall be paid to a liquidator unless it shall have been approved by the Company in</p>	140.	<p>On the voluntary liquidation of the Company, no commission of or fee shall be paid to a liquidator unless it shall have been approved ratified by the Company in general meeting</p>

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	<p>general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.</p>	<p>Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.</p>
<p>139.</p>	<p>Save and except so far as the provision of this Article shall be made void by Section 140 of the Act, every Director, Manager, Secretary and other officer and servant of the Company and each of them and their respective heirs, executors and administrators shall be indemnified by the Company against all costs, losses, damages and expenses which any such Director, Manager, Secretary or other officer or servant may incur or become liable to, by reason of any covenant, contract or agreement entered into or act or deed done by him as such Director, Manager or other officer or servant in carrying into effect the objects and purposes of the Company or any of them, or in or about any action, suit or proceeding connected with the affairs thereof or otherwise in or about the execution of his office unless the same shall be incurred or occasioned by his own wilful act or default. In particular and without prejudice to the generality of the foregoing every Director, Manager, Auditor, Secretary and other officer or servant for the time being of the Company shall be indemnified out of the funds and assets of the Company from and against all liability incurred by him as such Director, Manager, Auditor, Secretary, officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application of the Statutes in which relief is granted to him by the Court.</p>	<p>141. Save and except so far as the provision of this Article shall be made void by Section 140 of the Act, every Director, Manager, Secretary and other officer and servant of the Company and each of them and their respective heirs, executors and administrators shall be indemnified by the Company against all costs, losses, damages and expenses which any such Director, Manager, Secretary or other officer or servant may incur or become liable to, by reason of any covenant, contract or agreement entered into or act or deed done by him as such Director, Manager or other officer or servant in carrying into effect the objects and purposes of the Company or any of them, or in or about any action, suit or proceeding connected with the affairs thereof or otherwise in or about the execution of his office unless the same shall be incurred or occasioned by his own wilful act or default. In particular and without prejudice to the generality of the foregoing every Director, Manager, Auditor, Secretary and other officer or servant for the time being of the Company shall be indemnified out of the funds and assets of the Company from and against all liability incurred by him as such Director, Manager, Auditor, Secretary, officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application of the Statutes in which relief is granted to him by the Court. The Company may indemnify an officer or Auditor for any cost incurred by him or the Company in respect of any proceedings that relates to the liability for any act or omission in his capacity as an officer or Auditor, and in which judgment is given in favour of the officer or Auditor or in which the officer or Auditor is acquitted or in which the officer or Auditor is granted relief under this Act, or where proceedings are discontinued or not pursued.</p> <p>The Company may indemnify an officer or Auditor in respect of any liability to any</p>

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

			<p>person, other than the Company, for any act or omission in his capacity as an officer or Auditor, and costs incurred by that Director or officer or Auditor in defending or settling any claim or proceedings relating to such liability, except –</p> <p>(a) any liability of the Director to pay a fine imposed in criminal proceedings, or a sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature, however arising; or</p> <p>(b) any liability of the Director in defending criminal proceedings in which he is convicted, or in defending civil proceedings brought by the Company, or an associated Company, in which judgment is given against him.</p>
			INFORMATION OF SHAREHOLDING
	NEW	142.	<p>(a) The Company may require any information of a Member.</p> <p>The Company may by notice in writing require any Member within such reasonable time as specified in the notice:-</p> <p>(i) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and</p> <p>(ii) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.</p> <p>(b) The Company may require any information of beneficial interest.</p>

APPENDIX II - PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF RHB BANK

			<p>Where the Company is informed in pursuance of a notice given to any person hereof that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-</p> <p>(i) to inform the Company whether he holds that interest as beneficial owner or as trustee; and</p> <p>(ii) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.</p> <p>(c) Member to inform Company.</p> <p>The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.</p>
	EFFECT OF LISTING		EFFECT OF LISTING
140.	<p>(a) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.</p> <p>(b) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.</p>	143.	<p>(a) Notwithstanding anything contained in these Articles this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.</p> <p>(b) Nothing contained in these Articles this Constitution prevents an act being done that the Listing Requirements require to be done.</p>

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	<p>(d) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.</p> <p>(e) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.</p> <p>(f) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.</p>		<p>(d) If the Listing Requirements require these Articles this Constitution to contain a provision and they do it does not contain such a provision, these Articles—are this Constitution is deemed to contain that provision.</p> <p>(e) If the Listing Requirements require these Articles this Constitution not to contain a provision and they contain it contains such a provision, these Articles—are this Constitution is deemed not to contain that provision.</p> <p>(f) If any provision of these Articles this Constitution is or becomes inconsistent with the Listing Requirements, these Articles—are this Constitution is deemed not to contain that provision to the extent of the inconsistency.</p>
	REQUIREMENTS OF STATUTES, REGULATIONS AND GUIDELINES		REQUIREMENTS OF STATUTES, REGULATIONS AND GUIDELINES
141.	<p>These Articles have been drafted in a manner to incorporate the requirements of the relevant governing Statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing Statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied Statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing Statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the Stock Exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in these Articles to the contrary.</p>	144.	<p>These Articles have This Constitution has been drafted in a manner to incorporate the requirements of the relevant governing Statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles this Constitution pertaining to the amendments of the Articles Constitution, in the event the applicable provisions of any relevant governing Statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles this Constitution shall be read and construed subject to and in accordance with the amended, modified or varied Statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing Statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the Stock Exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in these Articles this Constitution to the contrary.</p>

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NG SUI CAM, 51, Madras Lane, Penang	Merchant.
WONG SHEE FUN, 16, King's Road, Singapore 10.	Merchant.
CHAN BOW LING alias O.P. CHAN, 201, Jalan Bukit Bintang, Kuala Lumpur.	Banker.
KWEK HONG LYE, Hong Leong Co. Ltd. 144, Robinson Road, Singapore.	Merchant.
QUEK KAI TENG, 1, Prince Street, Singapore 1.	Merchant.
HENRY HAU SHIK LEE, 16, Golf View Road, Kuala Lumpur.	Tin Mine Owner.
CHONG YEW CHONG, 353, Pudu Road, Kuala Lumpur.	Medical Practitioner.

THE COMPANIES ACT, 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

**RHB BANK BERHAD
COMPANY NO. 6171-M**

INCORPORATED ON 4th DAY OF OCTOBER, 1965

THE COMPANIES ACT, 2016
MALAYSIA
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
RHB BANK BERHAD
COMPANY NO. 6171-M

1. The name of the Company is "RHB BANK BERHAD".
2. The registered office of the Company will be situated in Malaysia.
3. The liability of the members is limited.
4. The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers, and privileges as contained in Section 21 of the Act, subject always that the business or activities are approved, or not otherwise objected to by Bank Negara Malaysia or other applicable authorities. Power of the Company.
5. The provisions set out in the Third Schedule to the Companies Act, 2016 shall not apply to the Company except in so far as the same are repeated or contained in this Constitution. Third Schedule not to apply.

INTERPRETATION

6. In this Constitution the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:- Interpretation. Meanings.

"Auditors"	The auditors of the Company for the time being;
"Board of Directors"	The board of directors of the Company for the time being;
"Central Depositories Act"	Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force;
"Chairman"	The Chairman of the Board of Directors;
"Depositor"	A holder of a Securities Account established by the Depository;
"Depository"	Bursa Malaysia Depository Sdn Bhd (165570-

APPENDIX III - NEW CONSTITUTION OF RHB BANK

	W);
“Deposited Security”	A security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense;
“Deputy Chairman”	The Deputy Chairman of the Board of Directors;
“dividend”	Includes bonus;
“Directors”	The Directors for the time being of the Company as a body or a quorum of the Directors present at a meeting of the Directors and includes their respective alternates;
“in writing”	Written, printed or lithographed or visibly expressed in all or any of these or any other modes of representing or reproducing words;
“Listing Requirements”	Listing Requirements of the Stock Exchange including any amendment, revision, or supplement to the Listing Requirements that may be made from time to time;
“market day”	A day on which the Stock Exchange is open for trading in securities;
“Member”	A member of the Company being any person/persons for the time being holding shares in the Company and whose names appear in the Register (except the Depository in its capacity as a bare trustee) and/or in the Record of Depositors as a registered shareholder of the Company;-
“month”	Calendar month;
“the Office”	The registered office of the Company;
“the Act”	The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force and every other Act of the time being in force concerning companies and affecting the Company;
“the Company”	RHB Bank Berhad;
“the Constitution”	The constitution of the Company, as originally framed or altered from time to time by special resolution;
“Record of Depositors”	A record provided by the Depository to the Company under Chapter 24 of the Rules;
“Register”	The register of members to be kept pursuant

	to the Act;
“Rules”	The Rules of the Depository and any appendices thereto as may be amended or modified from time to time;
“the Seal”	The Common Seal of the Company;
“Secretary”	The Secretary or Joint Secretaries of the Company appointed by the Directors under this Constitution and shall include an Assistant or Deputy Secretary, and any person appointed by the Board of Directors to perform any of the duties of the Secretary;
“Securities”	Debentures, stocks and shares of the Company and includes any right or option in respect thereof;
“Securities Account”	An account established by the Depository for a Depositor for the recording of deposit of Securities and for dealings in such Securities by the Depositor;
“Share Seal”	The seal of the Company which is adopted from time to time by the Board of Directors specifically to be affixed on share certificates issued by the Company pursuant to this Constitution;
“the Statutes”	The Act, the Financial Services Act, 2013 and every other Ordinance or Act for the time being in force concerning banking and joint stock companies and affecting the Company;
“Stock Exchange”	Bursa Malaysia Securities Berhad and/or other stock exchange on which the Securities of the Company are quoted.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine and neuter gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes or the Interpretation and the Interpretation Act, 1948 and 1967, as amended from time to time and any re-enactment thereof, shall bear the same meaning in this Constitution. The headings are inserted for convenience only and shall not affect the construction of this Constitution.

PUBLIC COMPANY

7. The Company is a public company limited by shares.

SHARES

8. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued but subject to the Act, any shares in the Company (whether forming part of the original capital or not) may be issued by the Directors with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital voting or otherwise, as the Directors may from time to time subject to an ordinary resolution of the Company determine provided that:-
- (a) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited financial statements and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning the disposal of the whole of the Company's property, business and undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on such shares is in arrears for more than six (6) months or during the winding up of the Company;
- (b) the Company may issue further preference capital ranking equally with, or in priority to, preference shares already issued; and
9. Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
10. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of shares in the Company or its holding company, if any, and the Company shall not, except as authorised by Section 123 of the Act, give any financial assistance for the purpose of or in connection with any purchase of, or subscription for, shares in the Company or in its holding company nor, except as authorised by Section 224 of the Act, make, guarantee or provide any security in connection with a loan to any Director of the Company or its holding company.
11. (a) Except for preference shares to which Clause 10(b) shall apply whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with a written consent representing not less than seventy-five (75) per centum of the total voting rights of the shareholders in the class or a special resolution passed by shareholders in that class sanctioning the variation. To every such separate meeting all the provisions of these presents relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those persons who are present shall be a quorum) and that the

Power to issue preference shares.

Preference shares redeemable.

Funds of the Company not to be used for purchase of Company's shares.

Variation of rights of classes of shareholders.

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holders of shares of the class shall, on a poll, have one vote for every share of the class held by them respectively.

- (b) The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing representing not less than seventy-five (75) per centum of the total voting rights of the preference shareholders concerned within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.
- Alteration of rights of preference shareholders.

12. The Company may exercise the powers of paying commissions conferred by Section 80 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of commission shall not exceed the rate of ten (10) per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten (10) per centum of such price, as the case may be. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
- Powers of paying commissions and brokerage.

13. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as in for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.
- Shares issued for purpose of raising money for construction of works or buildings.

14. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of these presents to the Act and to the provisions of any resolution of the Company, shares in the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of such shares to such persons on such terms and conditions and at such times as the Directors may determine but the Directors in making any such allotment or disposal or granting any such option of shares shall comply with the following conditions:-
- Allotment of shares.

- (a) In the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than five (5) per centum of the offer price of the share;
- (b) In the case of shares other than ordinary shares, no special rights shall be attached unless the same have been expressed in this Constitution;

- (c) Subject to any conditions imposed by the Stock Exchange and/or other relevant authorities, no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the Members of the Company in general meeting;
- (d) Every issue of shares or options to employees and/or Directors shall be approved by the Members in general meeting and in the case of Directors:-
 - (i) such approval shall specifically detail the amount of shares or options to be issued to each Director; and
 - (ii) only Directors holding office in an executive capacity shall participate in such an issue of shares or options.
- (e) (i) Subject to any direction to the contrary that may be given by the Company in general meetings and subparagraph (ii) below, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.
- (ii) Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Sections 75 and 76 of the Act, the Company shall not issue any shares or convertible securities if the total number of those shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten (10) per centum of the total number of the issued shares (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with prior

shareholders' approval in a general meeting of the precise terms and conditions of the issue.

- (f) The Company shall allot and issue shares or securities, and despatch notices of allotment to the allottees and make an application for the quotation of such shares or securities within such periods as may be prescribed by the Stock Exchange.
 - (g) The Company shall duly observe and comply with the provisions of the Act and the Listing Requirements and/or any regulations or directives issued thereunder from time to time prescribed by the Stock Exchange applicable to any allotment of its securities.
15. Except as required by law, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares, or (except as provided by this Constitution) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder except as otherwise provided for by this Constitution or by the Statutes required or pursuant to any order of court or as required by the Central Depositories Act and the Rules.

Trusts not to be recognised.

CERTIFICATES

16. The Registrar of the Company shall only issue jumbo certificates in respect of shares or securities in favour of Bursa Malaysia Depository Nominees Sdn Bhd as it may be directed by the Securities Commission pending the crediting of shares or securities into the Securities Account of the person entitled to such shares or securities or as may be prescribed by the Central Depositories Act and the Rules.
17. Certificates representing shares or securities of the Company may be deposited with the Depository. Any trade settlement of the shares or securities in respect of trade carried out on the Stock Exchange shall be executed through the Depository System and such provisions of the Central Depositories Act and the Rules shall, mutatis mutandis, apply.
18. Every certificate including certificate of title to Security that is not a Deposited Security shall be issued under the Share Seal or Seal in such form as the Directors shall from time to time prescribe and shall bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means of one Director, and the Secretary or a second Director or such other person as may be authorised by the Directors, and shall specify the number and class of shares or securities to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature. The Company

Share Certificate.

Securities Industry (Central Depositories) Act 1991.

Certificate to be under Share Seal.

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may use such autographical signature of any person who shall have been a Director or the Secretary of the Company at the time of signature notwithstanding the fact that such person shall have ceased to be a Director or the Secretary at the time of delivery of the certificate.

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

19. Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or Record of Depositors as the address of the Member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance. Transfer of shares belonging to unlocated Members to the Minister.
20. If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the Member a transfer of those shares to the Minister charged with responsibility for finance. Disposal of shares to the Minister.
21. No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a Member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). Condition precedent to entitlement of dividend, vote and privileges.

LIEN OF SHARES

22. The Company shall have a first and paramount lien on all shares (not being fully paid shares) and all dividends thereon for all money (whether presently payable or not) called or payable at a fixed time in respect of those shares. The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and installments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause. Company's lien on shares and dividends
23. (a) The Directors may serve upon any Member who is indebted or under obligation, engagement or liability to the Company a notice requiring him to pay the amount due to the Company or satisfy the said obligation, engagement or liability and stating that if payment is not made or the said obligation, engagement or liability is not satisfied within a time (not being less than fourteen days) specified in such notice the shares held by such Member will be liable to be sold, and if such Member shall not comply with such notice within the time aforesaid the Notice to pay amount due.

Directors, without further notice, may, for the purposes of enforcing the lien of the Company, sell such shares in such manner as they think fit subject to the Central Depositories Act and/or the Rules.

- (b) Upon any sale being made by the Directors of any share to satisfy the lien of the Company thereon, the proceeds shall be applied first, in the payment of all costs of such sale, next, in satisfaction of the debt, obligation, engagement or liability of the Member to the Company, and the residue (if any) shall be paid to the Member or his executors, administrators or assignees or as he shall direct. Application of sale proceeds.
24. For giving effect to any sale of shares under Clause 23 above or Clause 38(a), the Directors may authorise some person to transfer the shares sold to the purchaser thereof subject to the Central Depositories Act and/or the Rules. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such shares, or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company in damages only. Transfer of Forfeited share.
25. A person whose shares have been sold shall cease to be a Member in respect of the shares sold, but shall, notwithstanding, remain liable to pay to the Company all money which at the date of forfeiture, was payable by him to the Company in respect of the shares together with interest or compensation at the rate of eight (8) per centum from the date of the forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. Liability to pay moneys on shares which have been sold.
26. Notice of any sale shall be given to the holder of the share or to the person entitled by transmission to the share sold as the case may be. An entry of the sale, with the date thereof, shall be made in the Register or Record of Depositors opposite to the share. The provisions of this Constitution are directory only, and no sale shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. Notice to be given.
27. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been fully forfeited or sold on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Evidence of sale.

CALLS ON SHARES

28. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares or on any class of their shares and not by the conditions of allotment thereof made payable at fixed times; and each Member shall (subject to his having been given Calls, and when payable.

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at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.

29. If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of eight (8) per centum per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to remit such interest or any part thereof. Interest on calls.
30. Any sum which by the terms of allotment of a share is made payable upon issue or at any fixed date and any instalment of a call shall for all purposes or this Constitution be deemed to be a call duly made and payable on the date fixed for payment and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of the Statutes or this Constitution shall apply as if such sum were a call duly made and notified as hereby provided. Non-payment of calls.
31. The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. Arrangements and time for payment of calls.
32. (a) The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between them and such shareholder at a rate not exceeding eight (8) per centum per annum. No dividend shall be payable upon such part of the share in respect of which such advance has been made. Except in a liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Advance on calls.
- (b) On the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the Member sued is entered in the Register or Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors, and that notice of such call was duly given to the Member sued according to the provision of this Constitution, and it shall not be necessary to prove the Action for recovery of any money due for any call.

appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt due from the Member sued to the Company.

TRANSFER OF SECURITIES

33. (1) The transfer of any Deposited Security shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security. Transfer
Securities. of
- (2) Notwithstanding Clause 33(1) but subject to the Central Depositories Act, the Listing Requirements and the Rules, any holder of shares which are not deposited into a Securities Account shall not have any rights to deal with such shares in any manner whatsoever until and unless such shares have been credited into the Securities Account of such holder. For the avoidance of doubt, pending the crediting of the shares into the Securities Account of such holder, such holder shall have no right to vote and attend any general meeting exercise any rights to accept a rights issue offer, receive notice or reports from the Company or deal with such shares in any manner until the Depository has credited such shares into the Securities Accounts of such holder.
- (3) Subject to the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Registrar of the Company shall have no power to deal with the shares referred to in Clause 33(2) in any manner whatsoever except to comply with all the directives or orders issued by the Securities Commission, Stock Exchange or Depository.
- (4) Without prejudice to Clause 33(1) but subject to the Central Depositories Act and the Rules, any holder of a Security that is not a Deposited Security may transfer all or any of his Security that is not a Deposited Security by instrument in writing in the form prescribed and approved by the Act, the Central Depositories Act, the Listing Requirements or the Rules and if no such form is prescribed then in such form as may be prescribed by the Company, the instrument of transfer of any such Security that is not a Deposited Security shall be executed by or on behalf of the transferor and the transferee and left at the Office or such other place as the Directors may appoint accompanied by the certificate or certificates of such Security that is not a Deposited Security to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferee and that the intending transferee is a qualified person viz, not an infant, bankrupt or person of unsound mind.

- (5) The instrument of transfer shall be in such form as may be prescribed by the Central Depositories Act, the Rules, the Listing Requirements or the Act, as the case may be from time to time.
- (6) The Company shall provide a book and/or such other form or system of record or storage to be called "Register of Transfers" which shall be kept by the Secretary or such other person authorised by the Directors under the control of the Directors and in which shall be entered the particulars of every transfer or transmission of every Security that is not a Deposited Security.
- (7) (a) The Directors may, in their discretion refuse or delay to register the transfer of any security, not being a fully paid security, and whether or not the Company claims lien on the same by passing a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer. The resolution shall set out in full the reasons for refusing or delaying the registration of the transfer.
- (b) If the Directors refuse or delay registering a transfer they shall give to the transferor and transferee written notice of the refusal and the precise reasons thereof within seven (7) days after the passing of the resolution in Clause 33(7)(a).
- (c) There shall be no restriction on the transfer of fully paid securities of the Company except where required by the law.
- (8) The Directors may decline to recognise the instrument of transfer in respect of Security that is not a Deposited Security unless:-
- (a) the instrument of transfer is duly stamped in accordance with the law in regard to the payment of stamp duty for the time being in force and such fee not exceeding Ringgit Malaysia Three (RM3.00) only per transfer is paid to the Company in respect thereof or such sum as the Company may be permitted by law and by the Stock Exchange governing the registration of transfer of securities;
- (b) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by the certificate or certificates of the securities to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
- (c) the instrument of transfer is in respect of only one class

of security.

- (9) The Register of Transfers and Register may be closed and for such period as the Directors may from time to time determine provided always that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix the books closing date and the reason therefore shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Stock Exchange; such notice shall state the books closing date, which shall be at least ten (10) market days after the date of notification to the Stock Exchange, and the address of share registry at which documents will be accepted for registration. The said notice shall also state the purpose or purposes for which the Register is being closed. At least three (3) market days prior notice shall be given to the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice shall be given to the Depository.
- (10) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of securities apparently made by sufficient parties, although the same may by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the securities transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors administrators and assigns alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- (11) There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any securities, such fee, not exceeding Ringgit Malaysia Three (RM3.00) only, as the Directors may from time to time require or prescribe.
- (12) Subject as hereinbefore provided, the Company shall be entitled to destroy:-
- (a) at any time after the expiration of seven (7) years from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may

be), all instruments of transfer of securities of the Company which shall have been registered and all letters of request, renounced allotment letters, certificates for renounceable Security that is not a Deposited Security, forms of acceptance and transfer and applications for allotment in respect of which an entry in the Register of Transfer shall have been made and all records on microfilm or on any other system of data recording and storage.

- (b) at any time after the expiration of one (1) year from the date of cancellation thereof, all registered certificates for securities of the Company (being certificates for securities in the name of a transferor and in respect whereof the Company has registered a transfer) and mandates and other written directions as to the payment of dividends or interest (being mandates or directions which have been cancelled); and
- (c) at any time after the expiration of one (1) year from the date of the recording thereof, all notifications of change of name or address

and shall conclusively be presumed in favour of the Company that:-

- (i) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (ii) every certificate for securities or Security that is not a Deposited Security so destroyed was a valid certificate duly and properly cancelled; and
- (iii) every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company.

provided that-

- (1) the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (2) nothing herein contained shall be construed as imposing on the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of preceding proviso (1) above are not fulfilled;
- (3) references herein to the destruction of any documents include references to the disposal thereof in any manner; and
- (4) any document referred to in Clause 33(12)(b) and (c) may be destroyed at a date earlier than that authorised

by this Clause provided that a permanent copy of such document shall have been made which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its re-production.

TRANSMISSION OF SHARES

34. (1) In the case of the death of a holder of Security that is not a Deposited Security the legal personal representative or representatives of the deceased where he was a holder, shall be the only person recognised by the Company as having any title to his interest in the securities; but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any security which had been held by him.
- (2) In the case of the death of a Member or a holder of other Deposited Securities, the legal personal representative(s) of the deceased shall apply to the Depository in such manner and form as may be prescribed by the Rules to transfer the ordinary shares or other Deposited Securities, as the case may be into Securities Account supported by the relevant documents.
- (3) Any person becoming entitled to a security in consequence of the death or bankruptcy of a holder thereof may, upon such evidence of title being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the security or to have some person nominated by him registered as the transferee thereof, but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by that holder before his death or bankruptcy as the case may be. If any person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects.
- (4) Any person becoming entitled to ordinary shares in consequence of the death or bankruptcy of a Member may, subject to the Rules, apply to the Depository to transfer the shares into his Securities Account or such other Securities Accounts nominated by him supported by the relevant documents and in accordance with the Central Depositories Act and/or the Rules. The said person shall deliver or send to the Company and Depository a written notice signed by him expressing his aforesaid intention. All the limitations, restrictions and provisions of this Clauses relating to the right to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not

occurred and the notice or transfer were a transfer signed by the Member.

- (5) Provided that notice in writing thereof has been given to the Company subject to the Act, the Central Depositories Act and the Rules a person becoming entitled to a security by reason of the death or bankruptcy of the holder thereof shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the security, except that he shall not before being registered as a Member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the security and if the notice is not complied with within thirty (30) days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the security until the requirements of the notice have been complied with.

- (6) Where –
- (a) the securities of the Company are listed on another stock exchange; and
 - (b) such Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,

such Company shall, upon request of a security holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

FORFEITURE OF SHARES

35. (a) If a Member fails to pay any call or instalment of a call within the stipulated time, the Directors may serve a notice on the Member requiring payment of the amount unpaid together with any interest or compensation which may have accrued. Notice to pay calls.
- (b) The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made. It shall also name the place where payment is to be made, and shall state that, in event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited. Length of notice.

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36. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Failure to comply with notice.
37. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared. Forfeiture to include dividend.
38. (a) A forfeited share shall thereupon become the property of the Company and may be sold or otherwise disposed of on such terms as the Directors think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. Sale of forfeited share.
- (b) Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs.
- (c) The provisions of Clauses 24 to 27 inclusive shall apply to any sale made in pursuance of the provisions of this Clause.
39. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members. Forfeiture involves extinction of all claims against Company.

CONVERSION OF SHARES INTO STOCK

40. The Directors may, from time to time, by special resolution, convert any paid-up shares into stock, and may from time to time, with the like sanction, reconvert such stock into paid-up shares of any number. Conversion of shares into stock and reconversion.
41. When any shares have been converted into stock, the holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in general meeting shall direct, but in default of any such direction then in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable. Shareholders of stock may transfer their interests.
42. The holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purposes of voting at meetings of the Company and for other purposes as if they Participation in dividends and profits.

held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profit and assets of the Company, shall be conferred by any such aliquot part of consolidated stock as would not, if existing in shares, have conferred such privileges or advantages.

43. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".
- Provisions applicable to paid-up shares to apply to stock.

INCREASE OF CAPITAL

44. The Company may from time to time whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully paid up or not, by way of resolution, increase its capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the resolution authorising such increase directs. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine, and in particular, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right of voting.
- Power to increase capital.
45. Subject to any directions that may be given in accordance with the powers contained in this Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital, and as consisting of ordinary shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.
- Creation of new shares to be considered as part of original capital.

ALTERATIONS OF CAPITAL

46. (a) The Company may alter its share capital by passing a special resolution to:-
- Alteration of capital.
- (i) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided is derived;
 - (ii) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;
 - (iii) sub-divide its shares or any of the shares, whatever is in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
 - (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by

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any person and diminish the amount of its share capital by the amount of the shares so cancelled; or

(v) reduce its share capital.

- (b) Anything done in pursuance of this Clause shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.
- Method of Execution. of

GENERAL MEETINGS

47. (a) The Company shall, in accordance with the provisions of the Act hold an annual general meeting in every calendar year, in addition to any other meetings held in that year. Not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next.
- Annual General Meeting.

- (b) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- Extraordinary General Meetings.

48. A meeting of Members may be convened by: -
- Calling of meetings.

(a) the Board of Directors; or

(b) any member holding at least ten (10) per centum of the issued share capital of the Company.

49. The time and place of any meeting shall be determined by the Company.
- Time and place.

50. (a) The Company may hold a meeting of its members at more than one venue within Malaysia using any instantaneous telecommunication device that allows Members a reasonable opportunity to participate in the meeting and the chairperson shall be present at the main venue of the meeting; and

(b) Participation by Members at different venues shall be counted as quorum.

NOTICE OF GENERAL MEETINGS

51. (a) The notices convening meeting shall be given to all Members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and Company's Auditors at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general
- Notice of Meetings. of

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meeting, of every such meeting shall be given by way of advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Stock Exchange.

- (b) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (c) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as "the general meeting Record of Depositors"). Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1966 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the general meeting Record of Depositors.

52. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Clause, be deemed to have been duly called if it is so agreed :-
- (a) in the case of a meeting called as the annual general meeting, if agreed by all the Members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, if agreed by the majority in the number of Members entitled to attend and vote at the meeting, being a majority who together hold not less than ninety-five (95) per centum in the number of the shares giving that right.
53. Every notice of meeting shall specify the place, the day and the hour of meeting, and in the case of special business shall also specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice of meeting shall state with reasonable prominence that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member and shall also specify the place at which the instrument of proxy is to be deposited.
54. The accidental omission to give notice of any meeting to or the non-receipt of the notice by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Short Notice.

Notice to specify time and business.

Omission not to invalidate proceedings.

PROCEEDINGS AT GENERAL MEETINGS

55. All business shall be deemed special that is transacted at an

Extraordinary general meeting

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- extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the fixing of the remuneration of Directors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors. and annual general meeting.
56. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two (2) Members personally present shall be a quorum. For the purposes of this Clause a Member present in person shall include a Member present by proxy or by a corporate representative or representatives. Quorum at general meeting.
57. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday), at the same time and place or to such other day or to such other time and place as the Director may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved. When quorum not present.
58. The Chairman (if any) and in his absence the Deputy Chairman (if any, or, in the event that two (2) or more Deputy Chairmen have been appointed, the senior in appointment among them), shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting no such officer is present within fifteen (15) minutes after the time appointed for holding the same, the Members present shall choose one of the Directors, or if no Director be present, or if all the Directors present decline to take the chair, one of their number, save for proxies to be Chairman of the meeting. Chairman of General Meetings.
59. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting. Meeting may be adjourned.
60. (a) Subject to any express requirements of the Listing Requirements, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is called for: Vote to be decided by show of hands, when poll may be demanded.

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- (i) by the Chairman of the meeting; or
- (ii) by at least three Members entitled to vote at such meeting present in person or by proxy; or
- (iii) by any Member or Members entitled to vote at such meeting present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- (iv) by any Member or Members entitled to vote at such meeting in person or by proxy holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;

and unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (b) If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll. Poll to be taken as Chairman shall direct
 - (c) The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided on poll. Polling options
 - (d) The demand for a poll may be withdrawn. Withdrawal of demand.
61. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment. When no poll may be demanded.
62. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Error in counting votes not to vitiate result of voting.

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63. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a Member. Casting vote of Chairman.

VOTES OF MEMBERS

64. Subject to any special rights or restrictions as to voting for the time being attached to any shares or classes of shares, on a show of hands every Member who is present in person shall have one (1) vote, and on a poll every Member who is present in person or by proxy shall have one (1) vote in respect of any share or shares upon which all calls due to the Company has been paid of which he is the holder. If the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that each unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. How Members may vote.
65. (a) If any Member who is of unsound mind or whose person or estate is liable to be dealt with in any manner under the law relating to mental disorder, he may vote whether on a show of hands or at a poll, by his committee or such other person as properly has the management of his estate, any such committee or other person may vote by proxy or attorney. Vote by persons under disability.
- (b) No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
66. Save as herein expressly provided and subject to Clauses 51(b) and (c) above, no person other than a Member duly registered, and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question, either personally or by proxy at any general meeting. Entitlement to vote.
67. On a poll and a show of hands, votes may be given either personally or by proxy. A proxy need not be a Member of the Company and a Member may appoint one (1) or more proxies. There is no limit to the number of proxies in respect of omnibus account for a Member who is an exempt authorised nominee of the Company. Where a Member appoints two (2) proxies to attend the same meeting, the Member shall specify the proportion of his shareholdings to be represented by each proxy. Poll and proxy.
68. Notwithstanding Clause 67, 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 Appointment of more than one proxy for exempt authorized nominee

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the exempt authorized nominee may appoint in respect of each company.
omnibus account it holds.

69. A corporation may by resolution of its directors or other governing body, if it is a Member of the Company, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members, and a person so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company.

Representation of Company-Member.

70. The instrument appointing a proxy shall be in the form or to the effect following or in any other form which the Directors may approve:-

Appointment of proxy.

RHB BANK BERHAD

I/We, _____ NRIC/Passport/Company No. _____ of being *a Member/Members of RHB Bank Berhad, hereby appoint of _____ *and/or _____ of _____ or failing him/her, the Chairman of the meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Company to be held at _____ on day of _____ and at any adjournment thereof. The proportion of *my/our holding to be represented by *my/our proxies are as follows:

First Proxy (1) Second Proxy (2)

*My/our proxy is to vote as indicated below:

Resolution	For	Against

(Please indicate with an "x" in the space indicated above as to how you wish to cast your vote. If no specific directions as to voting are given, the proxy shall vote or abstain from voting at his/her full discretion.)

Dated: _____

Signature of Member

*Delete if not applicable

A proxy may but does not need to be a Member of the Company.

To be valid this form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting.

If the appointer is a corporation, this form must be executed under its common seal or under the hand of its attorney.

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| 71. | The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. | Instrument of appointment. |
| 72. | The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. A Member not resident in Malaysia may by cable or by facsimile or other telegraphic communication appoint some person who need not be a Member of the Company as proxy to vote for him at any meeting of the Company provided (a) such cable or facsimile or other telegraphic communication shall have been received at the Office not less than forty-eight (48) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such cable or facsimile or other telegraphic communication proposes to vote and (b) the Directors are satisfied as to the genuineness of such cable of facsimile or other telegraphic communication. | Instrument to be deposited. |
| 73. | The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the Member giving the proxy in the manner referred to in Section 294 of the Act. | Extent of authority. |
| 74. | Unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjournment meeting at which the proxy is used. | Validity of proxy. |
| DIRECTOR | | |
| 75. | Until otherwise determined by a general meeting the number of Directors shall not be less than five (5) or more than fifteen (15). | Number of Directors. |
| 76. | The Company may from time to time by ordinary resolution increase or reduce the maximum and the minimum number of the Directors, and may also determine in what rotation the increased or reduced number is to go out of office. | Increase or reduction in number of Directors. |
| 77. | (a) A Director who is in any way, whether directly or indirectly interested in a contract or arrangement or proposed contract | Director interested in contract |

or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors as soon as he becomes aware of such contract or arrangement and such Director shall not be present and/or participate in deliberations concerning such contract or arrangement nor shall he cast his vote in regard to the said contract or proposed contract or arrangement. Such Director also shall not be present during the deliberation of such contract or arrangement unless the Director or any person linked to him cannot reasonably be expected to derive a benefit or suffer a detriment from such transaction or arrangement in a way that will place the Director in a position of conflict.

- (b) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as a vendor, purchaser or otherwise. No such contract, and no contract or arrangement entered into by or on behalf of the Company, in which any Director is in any way interested, shall be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Director may hold office of profit under the Company.

A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

- (c) Subject to any express requirements of the Listing Requirements and the Statutes, a Director of the Company may with the consent of the Board of Directors be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interests in, such other company unless the Company otherwise directs.

Director may become director of other company.

- 78. The Companies shall keep a register of Directors as required by Sections 57 and 59 of the Act, and the said register shall be open to the inspection of Members and holders of the debentures of the Company as required by the said Sections.

Register of Directors to be kept.

- 79. The shareholding qualification for Directors may be fixed by the

Directors' qualification.

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Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required.

80. The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall be approved at a general meeting. Such fixed sum shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which the Director has held office Provided Always that:-
- Directors' remuneration.
- (i) fees payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
 - (ii) salaries payable to Executive Directors may not include a commission on or percentage of turnover;
 - (iii) fees payable to Directors, and any benefits payable to Directors, shall be subject to annual shareholder approval at a general meeting;
 - (iv) any fee paid to an Alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
81. (a) The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.
- Director's reimbursement and remuneration for certain services.
- (b) If any Director, being willing, shall be called to perform extra services, or to make any special relations in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing all travelling, hotel and other expenses properly incurred by him in attending and returning from a meeting of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
82. Any Director may appoint a person to act as his alternate, provided that –
- Alternate Directors.
- (a) such person is not a Director of the Company;
 - (b) such person does not act as an alternate for more than one (1) Director of the Company;
 - (c) the appointment is approved by a majority of the other members of the Board of Directors; and

- (d) any fee paid by the Company to the alternate shall be deducted from the Director's remuneration.

Such Director may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, save as provided in Clause 82(d) above, but he shall be entitled (subject to his giving to the Company an address within Malaysia at which notices may be served on him) to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not present, and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. An alternate Director may be removed from office by a resolution of the Board of Directors, and shall ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Clause which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of this Clause shall be in writing under the hand of the Director making the same and shall be sent to or left at the Office.

MANAGING DIRECTOR

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| 83. | <p>(a) The Directors may from time to time appoint one or more of their number to the office of managing director or to any other executive office under the Company on such terms as they think fit subject to the terms of any agreement or arrangement entered into in any particular case, may revoke any such appointment. A Director so appointed shall while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, and his appointment shall be automatically determined if he ceases from any cause to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.</p> | Appointment of managing director or executive director. |
| | <p>(b) The remuneration of any managing director or any Director holding an executive office under the Company for his services as such, subject to the terms of any agreement entered into any particular case, shall be determined by the Directors and may be of any description except that the remuneration of a managing director may not include a commission on or percentage of turnover.</p> | Remuneration of managing director or executive director. |
| | <p>(c) The Directors may entrust to and confer upon the managing</p> | Powers of managing |

director or the Director holding an executive office under the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers but in any case, the managing director or a person performing the functions of a managing director, by whatever name called, shall be subject to the control of the Board of Directors.

director or executive director.

SECRETARY

- 84. The Board of Directors shall appoint a Secretary or Joint Secretaries and determine the terms and conditions of such appointment. The Secretary may resign from Office by giving a notice to the Board of Directors. Appointment and Resignation of Secretary.
- 85. (a) A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary. Same person may not act as Director and Secretary simultaneously.
- (b) A provision of the Act or this Constitution requiring or authorising a thing to be done by or to the Secretary shall be satisfied by its being done by or to one or more of the Joint Secretaries, if any, for the time being appointed by the Directors. Joint Secretaries.

POWERS AND DUTIES OF DIRECTORS

- 86. (a) The business of the Company shall be managed by, or under the direction of the Board of Directors. The Board of Directors has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company, subject to any modification, exception or limitation contained in the Act, the Listing Requirements, the Statutes and this Constitution. The Board of Directors shall comply fully with all the terms, conditions and stipulations contained in the Financial Services Act, 2013 and any modifications thereof for the time being in force. Any sale of disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by Members in general meeting. General powers of Company vested in Directors.
- (b) Without prejudice to the generality of the foregoing sub-clause the Directors may on behalf of the Company pay a gratuity, pension or allowance to any employee or ex-employee, Director or former Director, or the wife, widow or other dependant of an employee or ex-employee; Director or former Director in such manner and to such extent as the Directors shall think fit and for these purposes the Directors may if they think fit either alone or in conjunction with any other persons constitute and contribute to a scheme or trust for the purpose of providing any such gratuity, pension or allowance and take Directors may pay gratuity, pension or allowance.

out policies of insurance and pay the premium reserved thereby.

BORROWING

87. (a) The Directors may exercise all the powers of the Company (but not those of any of its subsidiaries) to borrow or secure money and to mortgage or charge its undertaking, property, uncalled capital or any part thereof or to issue debentures and other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any related third party; Power Directors borrow. of to
- (b) The Directors shall not borrow any money or mortgage or charge any of the Company or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

SEAL

88. (a) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be signed by one Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Custody of Seal.
- (b) For the purpose of sealing share certificates to be issued by the Company, the Company shall have a duplicate Seal pursuant to Section 63 of the Act which shall be a facsimile of its Seal with the addition on the fact of it of the words "Share Seal" and a certificate sealed with such duplicate Seal shall be deemed to be sealed with the Seal of the Company. Share Seal.

SEAL FOR USE ABROAD

89. The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors. Seal for use abroad.

BRANCH REGISTER

90. The Company may exercise the powers conferred upon the Company by Section 53 of the Act with regard to the keeping of a branch register, and the Directors may (subject to the provisions of those Sections) make and vary such provisions as they may think fit respecting the keeping of any such register. Branch register.

EXECUTION OF NEGOTIABLE INSTRUMENTS

91. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, in which the Company is in any way concerned or interested, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by Execution negotiable instruments receipts for money paid. of and for

such persons as the Directors shall from time to time by resolution determine.

LOCAL BOARDS AND ATTORNEYS

92. (a) The Directors from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company, either in the Republic of Singapore or elsewhere, and may appoint any persons to be members of such local boards, or any managers, inspectors or agents, and may fix their remuneration and may delegate to any local board, manager, inspector or agent, any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every Director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex-officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory. Local boards or agencies.
- (b) The Directors may at any time, and from time to time, by power of attorney under the Company's Seal, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of any of the Members of any local board established as aforesaid, or in favour of any company, or of the members, Directors, nominees or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; and any such power of attorney may contain such powers and provisions for the protection or convenience of persons dealing with such attorney or attorneys as the Directors may think fit. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them. Powers of Attorney.
- (c) The Directors may from time to time appoint any person or persons to hold office as general adviser or as adviser to the Company at the Office or at any of the branches of the General Advisers.

Company, for a period not exceeding one year from the date of appointment, but at the expiration of such period the same person or persons may be re-appointed for another period not exceeding one year. It shall be the duty of a general adviser or adviser to assist the Company with his counsel and advice when so requested.

VACATION OF OFFICE BY DIRECTORS

93. The office of a Director shall be vacated if the person holding that office: Vacation of office.
- (a) resigns by giving a written notice to the Company at the Office;
 - (b) has retired in accordance to the provisions of the Act or in accordance with this Constitution but is not re-elected;
 - (c) is removed from office in accordance with this Act or this Constitution;
 - (d) becomes disqualified from being a director under the Act and by reason of any of the provisions of Section 59 of the Financial Services Act 2013 and any modifications thereof for the time being in force and any guidelines issued by Bank Negara Malaysia that are applicable to the Company;
 - (e) becomes bankrupt during his term of office;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act, 2001;
 - (g) dies; or
 - (h) if he is absent from more than 25% (or such percentage as may be stipulated by the relevant regulations for the time being in force) of the total Board of Directors' meetings held during each financial year unless approval is obtained from relevant regulators to waive this requirement.

ROTATION OF DIRECTORS

94. An election of the Directors shall take place each year. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. At the first annual general meeting after adoption of this Constitution and in every year thereafter one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office. Rotation and retirement of Directors.
95. The Directors to retire in every year shall be those who have been longest in office since their appointment or last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Which Director to retire.

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96. The Company at the meeting at which a Director retires as aforesaid may fill the vacated office by appointing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and the said resolution is not carried. Filling of vacancy.
97. (a) A retiring director shall be eligible for re-election. Re-election.
(b) No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office and the intention of such Member to propose him; provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the Members at least seven (7) days prior to the meeting at which the election is to take place. Nomination of Director.
98. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the retirement of Directors by rotation at such meeting. Directors' power to fill casual vacancy and make additional appointment.
99. The Company may by ordinary resolution, at a meeting remove the Director before the expiration of the Director's tenure in office, notwithstanding anything in this Constitution or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. Removal of Director.
100. The Company may by ordinary resolution, of which special notice as required by Section 206 of the Act has been given to all Members entitled to receive notices appoint another person instead of the Director removed from office at the same meeting under the immediately preceding Clause. A person appointed in place of a Director so removed shall be treated, for the purpose of determining the time at which he or any other Director is to retire, as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed a Director. Appointment of Director in place of one removed.

101. A motion for the election or re-election of two (2) or more persons as Directors of the Company by a single resolution shall not be made unless a resolution that the motion shall be so made has first been agreed to by the meeting without any vote being given against it.
- Motion for election or re-election of two or more Directors.

PROCEEDINGS OF DIRECTORS

102. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined, three (3) attendees or 50% of total board members, whichever is higher (or such number/percentage as may be stipulated by the relevant regulations for the time being in force) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote except where only two (2) Directors are competent to vote on the question at issue, or are the quorum present at the meeting. A Director present at a meeting shall be presumed to have agreed to, and have voted in favour of, a resolution of the Board unless such Director expressly dissents from or votes to object against the resolution at the meeting.
- Meetings and quorum for transaction of business.
103. On the request of a Director, the Secretary shall at any time summon a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them and notice of such meeting sent to the registered addresses of Directors or by instantaneous telecommunication device shall be deemed to be a compliance with this Constitution.
- Notice calling of meeting of Directors.
104. (1) For the purpose of Clause 103, and subject to the laws for the time being in force in this jurisdiction the contemporaneous linking together by an instantaneous telecommunication device and notwithstanding Clause 102, the number of Directors required to commence such a meeting shall comprise of a majority of the present Board of Directors, whether or not any one or more of the Directors is out of Malaysia, is deemed to constitute a meeting of the Directors and all provisions of this Constitution as to meeting of the Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:-
- Directors' Meetings By Instantaneous Telecommunication Device
- (a) all the Directors shall have received notice of a meeting by instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by this Constitution;
- (b) Each of the Directors taking part in the meeting by the instantaneous telecommunication device must be able to hear and/or see each of the other Director

taking part at the commencement and for the duration of the meeting;

- (c) at the commencement of the meeting each Director must acknowledge his presence for the purpose of the meeting to all other Directors taking part;
- (d) that the Directors comply with Section 133 of the Financial Services Act 2013.

(2) A Director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a Director will be conclusively presumed to have been present and to have formed part of the required majority at all times during the meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting to leave the meeting.

(3) Minutes of the proceedings of Directors' meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if confirmed by the Board and certified as correct minutes by the Chairman of the meeting.

(4) For the purpose of this Clause, "instantaneous telecommunication device" means any telecommunication conferencing device with or without visual capacity.

105. The Directors shall elect a Chairman and may elect one or more Deputy-Chairmen and the Directors may determine the period for which such officers shall respectively hold office. The Chairman, or, in the absence of the Chairman, the Deputy-Chairman (if any), or, in the event that there are more than one Deputy-Chairmen, the senior in appointment among them, shall preside at the meetings of the Directors. If such officers have not been appointed, or if no such officer is present within five minutes after the time appointed for a meeting, the Directors present shall choose one of their number to be Chairman at such meeting.

Chairman and Deputy-Chairman

106. (a) The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of one or more members of their body as they think fit. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

Directors may delegate powers.

(b) Subject to any such conditions imposed on a committee, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a

APPENDIX III - NEW CONSTITUTION OF RHB BANK

majority of votes of the members present, (if more than one) and in the case of an equality of votes the Chairman shall have a second or casting vote. A committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number present to be Chairman of the meeting.

107. Any member of a committee may participate at a committee meeting by way of instantaneous telecommunication device in accordance with the provisions of Clause 104. Committee Meetings By Instantaneous Telecommunication Device
108. Subject to the relevant laws and regulations governing licensed financial institutions, the Directors may delegate their powers to person or persons, who may or may not be members of their body, for purposes of credit approval, and provided such person or persons or the committee in which such person or persons are being constituted shall be member or members of licensed financial institutions which are subsidiaries of the Company. Any powers so delegated shall conform to any directives that may from time to time be imposed upon them by the Board or by Bank Negara Malaysia or other relevant regulatory authorities. Authorisation for the Board to delegate their powers to person/persons who may or may not be members of their body, for purposes of credit approval.
109. The remaining Directors may continue to act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the remaining Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company. Continuing Directors or Director may appoint sufficient Directors to Board.
110. All acts bona fide done by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. All bona-fide acts valid notwithstanding.
111. (a) A resolution in writing, signed or assented to by all Directors for the time being present in Malaysia and entitled to receive notice of a meeting of the Board of Directors or of a committee of Directors, as valid and effective as if it had been passed at a meeting of the Directors, or of a committee of the Directors who signed the resolution duly convened and held. Any such resolution may consist of several documents, including facsimile or other similar means of communication by instantaneous communication device, in similar form and each document shall be signed or assented to by one or more Directors. Resolution in writing valid and effectual under certain circumstances.

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(b) Any resolution signed digitally pursuant to the Digital Signature Act 1997 shall be as valid and effectual under the said Statute and having the same effect per Clause 111(a).

112. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors and of the attendances thereat, and of the proceedings of all meetings of the Company, and all business transacted, resolutions passed and orders made at such meetings, and any such minute of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.
- Proper minutes of all appointments and proceedings.

DIVIDENDS AND RESERVES

113. Subject as hereinafter provided, and to any rights or privileges for the time being attaching to any shares in the capital of the Company having preferential or special rights in regard to dividend, the profits or other moneys of the Company available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.
- Payment of dividends. of
114. Subject to the provisions of the Statutes and as provided herein, the Directors may, with the sanction of a general meeting, from time to time declare dividends, but no such dividend shall be payable otherwise than out of the profits of the Company, and if the Company is solvent, and after all the provisions of the Financial Services Act, 2013 or any modifications thereof for the time being in force have been duly complied with. Before such distribution is made by the Company to the Members, such distribution must be authorized by the Directors of the Company in accordance with the Act. The Directors may if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare an interim dividend. A declaration by the Directors as to the amount of the profits or other moneys at any time available for dividends shall be conclusive.
- Declaration of dividend. of
115. With the sanction of a general meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other securities of this or any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation,
- Dividend in specie. in

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adjustment or arrangement so made shall be questioned by any Member. Where requisite a proper contract shall be filed pursuant to Section 78 of the Act and the Directors may appoint any person to sign such contract on behalf of the Members or any of them.

116. (a) The Directors shall, before recommending the payment of any dividend, set aside, out of the profits of the Company such sum or sums as may be prescribed, or such additional sums as they deem fit, to maintain a reserve fund in compliance with the requirement set out in Section 47 of the Financial Services Act, 2013, or any modification thereof for the time being in force, and the Directors may set aside any further sum or sums as they think proper as a separate reserve fund or as separate reserve funds. Reserve funds.
- (b) Subject to any provisions to the contrary contained in the Statutes, any such reserve fund or part thereof shall be applicable for meeting contingencies, or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, or for such other purposes as the Directors shall at their absolute discretion think conducive to the interests of the Company, and pending such application the Directors may invest the sums set aside for such reserve fund or funds upon such investments (other than shares of the Company) as they may think fit, and from time to time may deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, and employ the reserve fund or funds or any part thereof in the business of the Company without being bound to keep the same separate from the other assets. Application of reserve funds.
117. Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under this Constitution to receive notices from the Company. Notice of dividend.
118. All dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of call shall be treated for the purposes of this Clause as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any part or parts of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly. Dividends payable in proportion to amounts paid on shares.
119. (a) The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. Directors may deduct sums owed by Members from dividends
- (b) The Directors may retain the dividends payable upon shares in respect of which any person is under the Directors entitled to retain dividends

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- provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. pending completion of transmission
- (c) All dividends unclaimed for one (1) year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Disposal of unclaimed dividends.
120. Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant, or by way of direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate, payable to the order of the Member registered in the Register or Record of Depositors. Payment by cheque or warrant, or by way of direct transfer.
121. Every such cheque or warrant shall be sent by post to the last registered address of a Member appearing on the Register and/or Record of Depositors or to such person and to such address as a Member may in writing direct, and the receipt of such a Member or person aforementioned shall be a good discharge to the Company for all dividends, bonuses or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. Payment by post and discharge.
122. No unpaid dividend, bonus or interest shall bear interest as against the Company. No interest on unpaid dividend.

CAPITALISATION OF PROFITS AND RESERVES

123. (a) The Company in general meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends), and accordingly that such sums be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give Power of capitalise.

effect to such resolution.

- (b) Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to them respectively upon such capitalisation (or as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.
- Effect of resolution to capitalise.

FINANCIAL STATEMENTS

124. The books of account shall be kept at the Office or, subject to Section 245 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- Where to be kept.
125. The Directors shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of Members, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by a resolution of the Company in general meeting.
- Inspection by Members.
126. The Directors shall from time to time in accordance with Section 248 of the Act, prepare financial statements and send the duly audited financial statements together with the auditors' and directors' report to every Member under Section 257 of the Act and to the Stock Exchange and laid before an annual general meeting under Section 340 of the Act. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and Auditors' reports relating to it shall not exceed four months.
- Profit and loss account and balance sheet.
127. (a) The Company shall send a copy of its financial statements and reports for each financial year to every Member, every person who is entitled to receive notice of general meetings, every auditor of the Company and every debenture holder of the Company on a request being made to the Company, provided that this Clause shall not require a copy of these
- Members to have copies of financial statements.

documents to be sent to any Member of whose address the Company is not aware but any Member or debenture holder to whom copies of the financial statements and reports have not been sent shall, on a request being made by the Member or debenture holder to the Company be furnished with such copies without charge; and

- (b) Subject to compliance with the requirements of the Stock Exchange and other relevant authorities, if any, the communication between the Company and its Members on matters relating to meetings and resolutions, supply of information or documents may be in hard copy, in electronic form or by other methods agreed between the Company and the Members.

AUDIT

128. Auditors shall be appointed and their duties regulated in accordance with Sections 271 to 287 of the Act. Audit provisions.

NOTICE

129. A notice may be given to any Member in hard copy either personally or by post to the address supplied by the Member to the Company for such purpose. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. How notices to be served on Members.
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. Electronic notices.
131. A notice may be given to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post addressed to them by name, or by the title of representative of the deceased or trustees of the bankrupt Member, or by any like designation, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be entitled, or until an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Notices to shareholder in case of death or insolvency.
132. Without prejudice to the last preceding Clause, a notice exhibited at the Office shall be deemed to have been duly given to any such Member or Members as are mentioned in the last preceding Clause upon the day it was first exhibited. Notice exhibited at the Office.

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133. Any document other than a notice requiring to be served on a Member may be served in like manner as a notice may be given to him under this Constitution. Service of documents other than notice.
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. Notice by post.
- (b) In providing service by post, it shall be sufficient to prove that the letter, envelope or wrapper containing a notice was properly addressed and stamped and put into the post office or post box shall be conclusive evidence thereof. Proof of posting.
135. Notice of every general meeting shall be given in any manner herein before authorised to:- Persons to whom notice of general meeting to be given.
- (i) every Member, including any person who is entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting, and the Company has been notified of the person's entitlement in writing;
 - (ii) every Director for the time being in force;
 - (iii) the Auditor; and
 - (iv) the Stock Exchange.

AUTHENTICATION OF DOCUMENTS

136. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and financial statements relating to the business of the Company, and to certify copies thereof or extract therefrom as true copies or extracts; and where any books, records, documents or financial statements are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by Directors as aforesaid. Persons who may authenticate company documents.
137. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 136 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. Certified document conclusive evidence in favour of third parties.

WINDING-UP

138. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:-
- Distribution of assets.
- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively; and
- (b) If in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively.
139. If the Company shall be wound up, the liquidators may, with the sanction of a special resolution, divide among the Members any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 457 of the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights of dissent and consequential rights conferred by the said Section.
- Distribution of assets in specie.
140. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been ratified by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.
- Commission to liquidator.
141. The Company may indemnify an officer or Auditor for any cost incurred by him or the Company in respect of any proceedings that relates to the liability for any act or omission in his capacity as an officer or Auditor, and in which judgment is given in favour of the officer or Auditor or in which the officer or Auditor is acquitted or in which the officer or Auditor is granted relief under this Act, or where proceedings are discontinued or not pursued.
- Indemnity.

The Company may indemnify an officer or Auditor in respect of any liability to any person, other than the Company, for any act or omission in his capacity as an officer or Auditor, and costs incurred by that Director or officer or Auditor in defending or settling any claim or proceedings relating to such liability, except -

- (a) any liability of the Director to pay a fine imposed in criminal proceedings, or a sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature, however arising; or
- (b) any liability of the Director in defending criminal proceedings in which he is convicted, or in defending civil proceedings brought by the Company, or an associated Company, in which judgment is given against him.

INFORMATION OF SHAREHOLDING

142. (a) The Company may require any information of a Member. Information of shareholding.

The Company may by notice in writing require any Member within such reasonable time as specified in the notice:-

- (i) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
 - (ii) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (b) The Company may require any information of beneficial interest.

Where the Company is informed in pursuance of a notice given to any person hereof that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-

- (i) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
 - (ii) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (c) Member to inform Company.

The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him

are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

EFFECT OF LISTING

143. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

REQUIREMENTS OF STATUTES, REGULATIONS AND GUIDELINES

144. This Constitution has been drafted in a manner to incorporate the requirements of the relevant governing Statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Constitution pertaining to the amendments of the Constitution, in the event the applicable provisions of any relevant governing Statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed subject to and in accordance with the amended, modified or varied Statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing Statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the Stock Exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.

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Dated this 22nd day of September, 1965.

Witness to the above signatures of WONG SHEE FUN and CHAN BOW LING alias
O.P. CHAN

Sd. LEE SOO SUNG
Advocate & Solicitor
Malaya & Singapore

Witness to the above signature of QUEK KAI TENG

Sd. ROBERT S. A.
HSIEH
Advocate & Solicitor

Dated this 21st day of September, 1965

Witness to the above signature of NG SUI CAM

Sd. LIM HUCK AIK
Advocate & Solicitor Penang

Witness to the above signature of KWEK HONG LYE of Hong Leong Co. Ltd.

Sd. J.S. Goh
Advocate & Solicitor

Witness to the above signature of HENRY HAU SHIK LEE

Dated this 23rd day of September, 1965.

Sd. J.S.H SKRINE
Advocate & Solicitor

Witness to the above signature of CHONG YEW CHONG

Dated this 23rd day of September, 1965.

Sd. ALEX. Y.L. LEE
Advocate & Solicitor



RHB BANK BERHAD
(Company No.: 6171-M)
(Incorporated in Malaysia)

EXTRACT OF THE NOTICE OF THE 52nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 52nd Annual General Meeting (“**AGM**”) of RHB Bank Berhad (“**RHB Bank**” or the “**Company**”) will be held at Taming Sari Grand Ballroom, Level G, Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Wednesday, 25 April 2018 at 10.30 a.m. to transact the following business:

AS SPECIAL BUSINESS:

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

PROPOSED AMENDMENT TO THE CONSTITUTION OF RHB BANK

“**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 Appendix II of the Circular to Shareholders dated 27 March 2018;

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.”

BY ORDER OF THE BOARD

Azman Shah Md Yaman (LS 0006901)
Ivy Chin So Ching (MAICSA No. 7028292)
Company Secretaries

27 March 2018

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 April 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 52nd 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.
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 ("SICDA"), it may appoint at least one (1) 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, 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 on Special Business:-

Special Resolution 1 – Proposed Amendments to the Constitution of RHB Bank Berhad ("Proposed Amendment")

The proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as enhance the administrative efficiencies thereof. The Proposed Amendment is set out in the Circular to Shareholders dated 27 March 2018 accompanying the Company's Annual Report 2017 for the financial year ended 31 December 2017.