



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF AFFIN BANK BERHAD [197501003274 (25046-T)] (“ABB”/“THE COMPANY”) WILL BE BROADCASTED LIVE FROM **MENARA AFFIN, LINGKARAN TRX, TUN RAZAK EXCHANGE, JALAN TUN RAZAK, 55188 KUALA LUMPUR, MALAYSIA (“BROADCAST VENUE”) ON WEDNESDAY, 25 MAY 2022 AT 11.30 A.M.** OR IMMEDIATELY FOLLOWING THE CONCLUSION OR ADJOURNMENT OF THE 46TH ANNUAL GENERAL MEETING OF ABB TO BE HELD ON THE SAME DAY AT 10:00 A.M., FOR THE PURPOSE OF CONSIDERING AND, IF THOUGHT FIT, PASSING THE FOLLOWING ORDINARY RESOLUTION:

Ordinary Resolution

PROPOSED DIVESTMENT OF 7,000,000 ORDINARY SHARES IN AFFIN HWANG ASSET MANAGEMENT BERHAD (“AHAM”), REPRESENTING 63% EQUITY INTEREST IN AHAM, BY AFFIN HWANG INVESTMENT BANK BERHAD (“AFFIN HWANG IB”) TO STARLIGHT ASSET SDN BHD (“PURCHASER”) FOR THE PROVISIONAL CONSIDERATION OF RM1,417.5 MILLION, SUBJECT TO THE CLOSING ADJUSTMENTS AS WELL AS THE TERMS AND CONDITIONS AS SET OUT IN THE CONDITIONAL SHARE SALE AND PURCHASE AGREEMENT DATED 28 JANUARY 2022 ENTERED INTO BETWEEN AFFIN HWANG IB AND SELECTED KEY SENIOR MANAGEMENT OF AHAM (COLLECTIVELY, THE VENDORS) AND THE PURCHASER (“SPA”) (“PROPOSED DIVESTMENT”)

“THAT, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required) and the conditions precedent as set out in the SPA being fulfilled or waived (as the case may be), approval be and is hereby given to Affin Hwang IB for the divestment of its 7,000,000 ordinary shares held in AHAM, representing 63% equity interest in AHAM, to the Purchaser for a provisional cash consideration of RM1,417.5 million, subject to the closing adjustments as well as the terms and conditions as set out in the SPA, details of which are set out in the circular to shareholders of ABB in relation to the Proposed Divestment dated 26 April 2022 (“Circular”);

THAT, the Board of Directors of ABB (“Board”) is hereby authorised to use the proceeds from the Proposed Divestment as set out in Section 5 of the Circular and the Board is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of ABB;

AND THAT, in order to implement, complete and give full effect to the Proposed Divestment, approval be and is hereby given to the Board, with full power and authority, for and on behalf of ABB to:

- (a) enter into and execute such further or other agreements, arrangements, undertakings, instruments, documents and/or deeds with any party or parties as the Board may from time to time deem fit, expedient or advisable for or in connection with the Proposed Divestment;
- (b) negotiate, approve, agree, assent and/or give effect to any conditions, variations, modifications, additions and/or amendments in respect of the Proposed Divestment and the SPA (including other documents in relation thereto) and/or any provisions, terms and conditions thereof as may be agreed to/required by any relevant regulatory authorities or as a consequent of any such requirements and/or as the Board deems fit, expedient or advisable; and
- (c) do all such other acts, deeds and things as the Board may from time to time deem fit, necessary, expedient or advisable to implement, finalise and give full effect to the Proposed Divestment and in the best interest of the Company.”

BY ORDER OF THE BOARD

NIMMA SAFIRA KHALID
(LS0009015)
(SSM PC No. 201908001266)
Company Secretary

Kuala Lumpur
26 April 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The EGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd ("Tricor")'s TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the EGM in order to register, participate and vote remotely via the RPV facilities.
- (2) The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Members/proxies are not allowed to attend the EGM in person at the Broadcast Venue on the day of the EGM.
- (3) A member entitled to participate and vote at this EGM is entitled to appoint proxy(ies) to participate and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of a proxy.
- (4) (i) A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Authorised Nominee") may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company ("ABB Shares") standing to the credit of the said securities account to participate and vote at this EGM.

(ii) Notwithstanding the above, for an exempt Authorised Nominee which holds ABB Shares for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies that the exempt Authorised Nominee may appoint in respect of each Omnibus Account.
- (5) Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (6) The instrument appointing a proxy in the case of any individual shall be signed by the appointer or his/her attorney and in the case of a corporation, under its common seal or under the hand of the officer duly authorised.
- (7) In respect of deposited securities, only Members whose names appear in the Record of Depositors on 17 May 2022 (General Meeting Record of Depositors) shall be entitled to participate and vote at the EGM.
- (8) The appointment of proxy may be submitted in hard copy form or electronically via TIIH Online website at <https://tiih.online>. The hard copy of the Form of Proxy must be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time fixed for holding the forthcoming EGM or any adjournment thereof.
- (9) If members wish to submit their Form of Proxy electronically, please refer to the Procedures for Electronic Lodgement of Form of Proxy as set out in the Administrative Notes for the EGM.
- (10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of the EGM of the Company shall be put to vote by way of a poll.