

# NOTICE OF 49<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 49<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF AFFIN BANK BERHAD [197501003274 (25046-T)] (“ABB/THE COMPANY”) WILL BE HELD ON WEDNESDAY, 16 APRIL 2025 AT 10.00 A.M. AT THE TAMING SARI GRAND BALLROOM, THE ROYALE CHULAN KUALA LUMPUR, 5 JALAN CONLAY, 50450 KUALA LUMPUR (“MAIN VENUE”) AND VIRTUALLY BY WAY OF ELECTRONIC MEANS VIA THE TIIH ONLINE WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) (“ONLINE PLATFORM”) TO TRANSACT THE FOLLOWING BUSINESSES:**

## AGENDA

### AS ORDINARY BUSINESSES:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation pursuant to Article 118 of the Company’s Constitution and who being eligible, offer themselves for re-election:
  - 2.1 Dato’ Mohd Hata bin Robani **Ordinary Resolution 1**
  - 2.2 Dato’ Abdul Aziz bin Abu Bakar **Ordinary Resolution 2**
  - 2.3 Encik Mohammad Ashraf bin Md Radzi **Ordinary Resolution 3**
3. To approve the following fees and payment of the same to the Non-Executive Directors for the period from the 49<sup>th</sup> AGM to the 50<sup>th</sup> AGM of the Company:
  - 3.1 Chairman’s fee of RM265,000 per annum; **Ordinary Resolution 4**
  - 3.2 Director’s fee of RM165,000 per annum for each Non-Executive Director;
  - 3.3 Board Committee Chairman’s fee of RM50,000 per annum for the Chairman of each Board Committee; and
  - 3.4 Board Committee member’s fee of RM35,000 per annum for each member of a Board Committee.
4. To approve the payment of Directors’ benefits of an amount up to RM2,500,000 to eligible Non-Executive Directors from the 49<sup>th</sup> AGM to the 50<sup>th</sup> AGM of the Company. **Ordinary Resolution 5**
5. To re-appoint Messrs. PricewaterhouseCoopers PLT as the Company’s Auditors for the financial year ending 31 December 2025 and to authorise the Directors to fix the Auditors’ remuneration. **Ordinary Resolution 6**

### AS SPECIAL BUSINESSES:

To consider, and if thought fit, to pass the following Ordinary Resolutions:

6. **AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN AFFIN BANK BERHAD (“ABB SHARES”)** **Ordinary Resolution 7**

“THAT subject always to the Companies Act, 2016 (“Act”), the Company’s Constitution, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to allot and issue ABB Shares at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of ABB Shares to be allotted pursuant to the said allotment does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company as at the date of such allotment and that the Directors be and are hereby authorised to obtain all necessary approvals from the relevant authorities for the allotment, listing of and quotation for the additional shares so allotted on Bursa Malaysia and that such authority to allot ABB Shares shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Act read together with Article 9 of the Company’s Constitution, approval be given to waive the statutory pre-emptive rights conferred upon shareholders of ABB where the Board is exempted from offering such new ABB Shares first to the existing shareholders of ABB in respect of the allotment and issuance of new ABB Shares pursuant to Sections 75 and 76 of the Act, and such new ABB Shares when issued, to rank equally in all respects with the existing ABB Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders of the Company for which the entitlement date precedes the date of allotment and issuance of the new ABB Shares.”

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7. **ALLOTMENT AND ISSUANCE OF NEW ORDINARY SHARES OF AFFIN BANK BERHAD (“ABB SHARES”) IN RELATION TO THE DIVIDEND REINVESTMENT PLAN BY THE COMPANY THAT GIVES THE SHAREHOLDERS OF THE COMPANY THE OPTION TO REINVEST THEIR WHOLE OR A PORTION OF THE DIVIDEND FOR WHICH THE REINVESTMENT OPTION APPLIES IN NEW ABB SHARES (“DIVIDEND REINVESTMENT PLAN”)** **Ordinary Resolution 8**

“THAT pursuant to the Dividend Reinvestment Plan as approved by the shareholders at the Extraordinary General Meeting held on 15 May 2018 and subject to the approval of the relevant regulatory authority (if any), approval be and is hereby given to the Company to allot and issue such number of new ABB Shares upon the election of the shareholders of the Company to reinvest the dividend pursuant to the Dividend Reinvestment Plan until the conclusion of the next AGM upon such terms and conditions and to such persons as the Board of Directors of the Company (“Board”), in their sole and absolute discretion, deem fit and in the interest of the Company;

AND THAT, the issue price of the said new ABB Shares which will be determined by the Board on a price-fixing date to be determined (“Price-Fixing Date”), shall not be more than 10% discount to the adjusted 5-day volume-weighted average market price (“VWAMP”) of ABB Shares immediately prior to the Price-Fixing Date, of which the VWAMP shall be adjusted ex-dividend before applying the abovementioned discount in fixing the issue price;

AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements, deeds or undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan with full power to assent to any conditions, variations, modifications and/or amendments, as the Board may, in its absolute discretion deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities.”

8. **PROPOSED SHARE REWARD TO THE SHAREHOLDERS IN THE FORM OF BONUS ISSUE OF UP TO 133,360,363 NEW ORDINARY SHARES IN AFFIN BANK BERHAD (“ABB” OR “THE COMPANY”) (“ABB SHARE(S) OR SHARES”) ON THE BASIS OF 1 NEW ABB SHARE (“BONUS SHARE(S)”) FOR EVERY 18 EXISTING ABB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)** **Ordinary Resolution 9**

“THAT subject to the approvals being obtained from all the relevant regulatory authorities and parties (if required), authority be and is hereby given to the Board of Directors of the Company (“Board”) to issue and allot up to 133,360,363 Bonus Shares on the basis of 1 Bonus Share for every 18 existing ABB Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined and announced later by the Board;

AND THAT the Bonus Shares in respect of the Proposed Bonus Issue shall be issued as fully paid, at nil consideration and without capitalisation of the Company’s reserves;

AND THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the then existing ABB Shares;

AND THAT the Board be and is hereby authorised to deal with fractional entitlements (if any), including disregarding any fractional entitlements, under the Proposed Bonus Issue, in such manner at its absolute discretion as the Board may deem fit and expedient, and in the best interests of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents and to take all such necessary steps to give effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

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9. **PROPOSED ALLOCATION TO DATUK WAN RAZLY ABDULLAH WAN ALI, THE PRESIDENT & GROUP CHIEF EXECUTIVE OFFICER OF ABB FOR THE YEAR 2025 PURSUANT TO THE COMPANY'S LONG-TERM INCENTIVE PLAN IN THE FORM OF AN EMPLOYEES' SHARE GRANT SCHEME ("SGS")** **Ordinary Resolution 10**

"THAT the Board be and is hereby authorised to cause or procure the offering and the allocation to Datuk Wan Razly Abdullah Wan Ali, being the President & Group Chief Executive Officer of ABB, of up to a maximum of 1,558,000 new ABB Shares under the SGS as they shall deem fit, being the allocation for the year 2025 and will be measured against the 2027 targets, which will be vested to him in the year 2028, subject always to such terms and conditions of the By-Laws and provided that not more than 10% of the total number of ABB Shares to be issued under the SGS shall be allocated to any individual Eligible Employee who, either singly or collectively through persons connected with the said Eligible Employee, holds 20% or more of the total number of issued shares of ABB (excluding treasury shares, if any);

AND THAT pursuant to Section 85 of the Act read together with Article 9 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon shareholders of ABB where the Board is exempted from offering such new ABB Shares first to the existing shareholders of ABB in respect of the allotment and issuance of new ABB Shares pursuant to Sections 75 and 76 of the Act, and such new ABB Shares when issued, to rank equally in all respects with the existing ABB Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders of the Company for which the entitlement date precedes the date of allotment and issuance of the new ABB Shares.

AND THAT the Board be and is hereby authorised to allot and issue new ABB Shares and/or transfer such number of treasury shares and/or existing ABB Shares and/or make cash payments pursuant to the SGS to him from time to time pursuant to the vesting of his Grant(s)."

10. To transact any other business of the Company for which due notice shall have been received in accordance with the Act and the Company's Constitution.

BY ORDER OF THE BOARD

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

Kuala Lumpur  
17 March 2025

## Notes:

1. HYBRID 49<sup>th</sup> AGM
  - 1.1. The 49<sup>th</sup> AGM of the Company will be held through a hybrid mode whereby Member(s), proxy(ies), corporate representative(s), or attorney(s) will have an option, either:
    - (a) To attend in person at the Main Venue ("Physical Attendance") OR
    - (b) To attend virtually using the Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIIH Online website at <https://tiih.online> ("Virtual Attendance").Please refer to the Administrative Guide for the full guide to Physical Attendance and Virtual Attendance at the 49<sup>th</sup> AGM.
  - 1.2. All Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend the 49<sup>th</sup> AGM of the Company **must register** as a user with TIIH Online first and **pre-register** their attendance on TIIH Online to verify their eligibility to attend the 49<sup>th</sup> AGM based on the General Meeting Record of Depositors ("General Meeting ROD") as at 8 April 2025 and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance.
  - 1.3. The pre-registration is open from the date of the Notice of the 49<sup>th</sup> AGM on Monday, 17 March 2025 and the closing date and time shall be:
    - (a) at 10.00 a.m. on Monday, 14 April 2025 for Physical Attendance at the Main Venue; or
    - (b) until such time before the voting session ends at the 49<sup>th</sup> AGM on Wednesday, 16 April 2025 for Virtual Attendance using RPV facilities.

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## 2. PROXY

- 2.1. A Member entitled to participate and vote at this AGM 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.
- 2.2. 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 security 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 AGM.
- 2.3. Notwithstanding the above, for an exempt Authorised Nominee who holds ABB Shares for multiple beneficial owners in one 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.
- 2.4. 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.
- 2.5. 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.
- 2.6. With respect to deposited securities, only Members whose names appear in the General Meeting ROD on 8 April 2025 shall be entitled to participate and vote at the 49<sup>th</sup> AGM.
- 2.7. The appointment of proxy may be submitted in hard copy form or electronically via the TIH Online website at <https://tiih.online>. The hard copy of the Proxy Form 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 drop box located 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 set for the 49<sup>th</sup> AGM or no later than 14 April 2025 at 10.00 a.m.
- 2.8. If Members wish to submit their Proxy Form electronically via Tricor’s TIH Online website at <https://tiih.online>, please refer to the Procedures for Electronic Submission of Proxy Form as set out in the Administrative Guide for Members.

## 3. VOTING

- 3.1. Pursuant to Paragraph 8.29A(1) of MMLR of Bursa Malaysia, all resolutions set out in the Notice of the 49<sup>th</sup> AGM of the Company shall be put to vote by way of a poll.

## 4. EXPLANATORY NOTES ON ORDINARY BUSINESSES:

### 4.1. Audited Financial Statements for the Financial Year Ended 31 December 2024

The Audited Financial Statements are for discussion only in accordance with Section 340(1)(a) of the Act and do not require shareholders’ approval. Hence, the same will not be put forward for voting.

### 4.2. Ordinary Resolutions 1, 2, and 3 – Re-election of Directors

Article 118 of the Company’s Constitution provides that at least one-third (1/3) of the Directors who are subject to retirement by rotation or if their number is not three (3) or a multiple three (3), the number nearest to one-third (1/3) shall retire from office at every AGM of the Company and be eligible for re-election.

For the purpose of determining the eligibility of the Director to stand for re-election at the 49<sup>th</sup> AGM, the Board through its Group Board Nomination and Remuneration Committee (“GBNRC”) had assessed the retiring Directors, and considered the following:

- (a) The Director’s performance and contribution based on the results of the Board Effectiveness Evaluation conducted internally for the financial year ended 31 December 2024;
- (b) The Director’s character, experience, integrity, competence and time commitment in discharging their roles as Directors of the Company;
- (c) The Director’s level of independence demonstrated by the independent Director and ability to act in the best interest of the Company in decision-making; and
- (d) The Director’s fitness and propriety as prescribed in Bank Negara Malaysia (“BNM”)’s Policy Document on Fit and Proper.

Based on the results of the Board Effectiveness Evaluation 2024, the performance of each of the retiring Directors under Article 118 of the Company’s Constitution was found to be satisfactory. The GBNRC also considered the performance and contribution of each of the retiring Directors and has assessed the fitness and propriety as well as the independence of the Independent Non-Executive Directors (“INEDs”) seeking re-election.

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In addition, two (2) retiring Directors have also provided their annual declaration/confirmation of independence in January 2025.

The Board has endorsed the GBNRC's recommendation to seek shareholders' approval for the re-election of the three (3) retiring Directors. The retiring Directors had abstained from deliberations and decisions on their re-election at the Board meeting.

No new Director was appointed either to fill a casual vacancy or as an addition to the existing Board of Directors from the 48<sup>th</sup> AGM to the 49<sup>th</sup> AGM.

The profiles of the Directors who are standing for re-election at the 49<sup>th</sup> AGM are provided herein.

#### 4.3. Ordinary Resolutions 4 and 5 – Remuneration Payable to Non-Executive Directors

Section 230(1) of the Act provides that the fees of Directors and benefits payable to the Directors of a public company shall be approved at a general meeting.

The Non-Executive Chairman and Non-Executive Directors ("NEDs") are entitled to the following fees and allowances which have not changed since it was approved by the shareholders at the Company's 46<sup>th</sup> AGM in 2022:

(a) Directors' Fees:

	Chairman	Member
<b>Board</b>		
Director's Fee (per annum)	265,000	165,000
<b>Board Committee</b>		
Board Committee Fee (per annum)	50,000	35,000

(b) Meeting allowance:

	Chairman	Member
<b>Board</b>		
Director's Sitting Fee (per meeting)	3,000	2,500
<b>Board Committee</b>		
Board Committee Sitting Fee (per meeting)	2,500	2,500

The benefits payable to NEDs comprise allowances, benefits-in-kind, and other emoluments, details of which are as follows:

- (i) Meeting Allowance;
- (ii) Car Allowance and Company Driver for Chairman (based on maximum taxable rate); and
- (iii) Other Benefits - includes claimable benefits or otherwise such as monthly subscription of club membership and other facilities made available by the Company to eligible NEDs.

At the 48<sup>th</sup> AGM of the Company held on 25 April 2024, the benefits payable to the NEDs from the 48<sup>th</sup> AGM to the 49<sup>th</sup> AGM were approved for an amount of up to RM1,800,000. The utilisation of this approved amount as of 28 February 2025 is approximately 85%.

The exact amounts received by each NED are provided in Note 42 of the Audited Financial Statements for FY2024.

The total amount of benefits payable to the NEDs is estimated to be up to RM2,500,000 for the Current Period, taking into account various factors including an increase in the Board composition, the number of meetings for the Board/Board Committees as well as the number of NEDs involved in these meetings.

#### 4.4. Ordinary Resolution 6 – Re-appointment of External Auditors

The Group Board Audit Committee ("GBAC") had at its meeting held on 21 January 2025, conducted an annual review on the external auditors, Messrs. PricewaterhouseCoopers PLT in accordance with BNM's Guidelines on External Auditors and ABB's Policy and Procedures for Appointment of Group External Auditors. The assessment covered a wide spectrum of matters such as performance, independence, and objectivity of the external auditors.

Being satisfied with the performance, technical competency, audit approach as well as audit independence of Messrs. PricewaterhouseCoopers PLT, the GBAC has recommended the re-appointment of Messrs. PricewaterhouseCoopers PLT as the external auditors of the Company for the financial year ending 31 December 2025 ("FY2025").

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The Board had at its meeting held on 27 January 2025 endorsed the GBAC's recommendation for the shareholders' approval to be sought at the 49<sup>th</sup> AGM on the re-appointment of Messrs. PricewaterhouseCoopers PLT as the external auditors of the Company for FY2025 in accordance with Section 340(1)(c) of the Act.

The Board is also seeking shareholders' approval to authorise the Directors to fix the remuneration of the external auditors for FY2024 in accordance with Section 274(1)(a) of the Act.

## 5. EXPLANATORY NOTES ON SPECIAL BUSINESSES:

### 5.1. **Ordinary Resolution 7 – Authority for Directors to Issue Shares**

The Company has not issued any shares under the general mandate for allotment of shares pursuant to Sections 75 and 76 of the Act which was approved at the 48<sup>th</sup> AGM held on 25 April 2024 and will lapse at the conclusion of the 49<sup>th</sup> AGM to be held on 16 April 2025.

The proposed Ordinary Resolution 7, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company.

The authority will, unless revoked or varied by the Company in a General Meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The general mandate sought will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding investment(s), working capital and/or acquisition(s).

Pursuant to Section 85 of the Act read together with Article 9 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new ABB Shares which rank equally to the existing ABB Shares.

In order for the Board to issue any new ABB Shares under Sections 75 and 76 of the Act free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 7, if passed, will exclude Members' pre-emptive rights over all new ABB Shares arising from the issuance of new ABB Shares pursuant to Sections 75 and 76 of the Act.

### 5.2. **Ordinary Resolution 8 – Dividend Reinvestment Plan**

The proposed Ordinary Resolution 8, if passed, will give authority to the Board to allot and issue new ABB Shares pursuant to the Dividend Reinvestment Plan in respect of any future dividends to be declared, to which the Dividend Reinvestment Plan applies, and such authority shall expire at the conclusion of the next AGM of the Company.

### 5.3. **Ordinary Resolution 9 – Proposed Bonus Issue**

The proposed Ordinary Resolution 9, if passed, will give authority to the Board to allot and issue new ABB Shares pursuant to the Proposed Bonus Issue. The details of the Proposed Bonus Issue are set out in the Circular to Shareholders dated 17 March 2025 which is published together with the Notice of 49<sup>th</sup> AGM and available on the Company's website at [www.affingroup.com](http://www.affingroup.com).

### 5.4. **Ordinary Resolution 10 – Proposed Allocation to Datuk Wan Razly Abdullah Wan Ali, the President & Group Chief Executive Officer of ABB for the year 2025 pursuant to the Company's Long-Term Incentive Plan in the Form of SGS**

The proposed Ordinary Resolution 10, if passed, will enable the Company to allocate up to a maximum of 1,558,000 new ABB Shares under the SGS as the Board deems fit, being the allocation for the year 2025 and will be measured against the 2027 targets, which will be vested in the year 2028, to Datuk Wan Razly Abdullah Wan Ali, the President & Group Chief Executive Officer of ABB pursuant to the Group's Share Grant Scheme.

Pursuant to Section 85 of the Act read together with Article 9 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new ABB Shares which rank equally to the existing ABB Shares.

For the Board to issue new ABB Shares to Datuk Wan Razly Abdullah Wan Ali free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 10, if passed, will exclude Members' pre-emptive rights over all new ABB Shares arising from the issuance of new ABB Shares to Datuk Wan Razly Abdullah Wan Ali pursuant to the SGS.

# STATEMENT ACCOMPANYING NOTICE OF 49TH ANNUAL GENERAL MEETING

(pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

The profiles of the Directors who are standing for re-election as per Agenda 2 of the Notice of 49<sup>th</sup> AGM are as follows:

## Resolution 1

### DATO' MOHD HATA BIN ROBANI

*Independent Non-Executive Director*

Nationality/Age/Gender	Malaysian/72 years old /Male
Date of Appointment	17 October 2017
Length of Service (as at 28 February 2025)	7 years 4 months
Date of last re-election	25 May 2022
Academic/Professional Qualification	<ul style="list-style-type: none"><li>Bachelor of Economics (Business Administration), University of Malaya</li><li>Management Development Programme, University of Harvard, USA</li></ul>
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"><li>Advisor, Agenda Harmoni Sdn Bhd</li><li>Executive Chairman, Excellent Tank Treatment Services Sdn Bhd</li><li>Managing Director, Malaysian Electronic Payment System Sdn Bhd (MEPS)</li><li>Executive Director, BSN Commercial Bank Berhad</li><li>General Manager of the Financial Services Division, Amanah Capital Partners Group</li><li>Group Chief Operating Officer, Amanah Capital Partners Group</li><li>Head of Banking Department, Bank Negara Malaysia</li><li>Head of Technology Department, Bank Negara Malaysia</li><li>Senior Officer of Bank Inspection Department, Bank Negara Malaysia</li></ul>
Present Directorship(s) in Public/ Public Listed Companies and/or appointments	<b>Public Companies</b> <ul style="list-style-type: none"><li>Director, AFFIN Holdings Berhad</li></ul>
Membership of Board Committees	<ul style="list-style-type: none"><li>Chairman, Group Board Credit Review and Recovery Committee</li><li>Member, Group Board Audit Committee</li></ul>

## Notes:

- Dato' Mohd Hata Robani fulfils the fit and proper criteria as specified in the Financial Services Act 2013 and the BNM Policy Document on Fit and Proper Criteria. The Board has endorsed the GBNRC's recommendation to seek shareholders' approval for the re-election of Dato' Mohd Hata Robani based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2024.
- Dato' Mohd Hata Robani fulfils the criteria of an independent Director as defined under Bursa Malaysia Securities Berhad Main Market Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, or the ability to act in the best interests of AFFIN.
- Dato' Mohd Hata Robani does not hold any shares in AFFIN Bank Berhad, has no family relationship with any Director and/or major shareholders of AFFIN, has no conflict of interest with AFFIN, has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during FY2024.



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(pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

## Resolution 2

### **DATO' ABDUL AZIZ BIN ABU BAKAR**

*Independent Non-Executive Director*

Nationality/Age/Gender	Malaysian/71 years old /Male
Date of Appointment	17 October 2017
Length of Service (as at 28 February 2025)	7 years 4 months
Date of last re-election	25 May 2022
Academic/Professional Qualification	<ul style="list-style-type: none"><li>• Bachelor of Economics (Hons.), University of Malaya</li><li>• Senior Management Development Programme (SMDP), Harvard Business School</li></ul>
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"><li>• CEO/ED, Malaysian Directors Academy (MINDA)</li><li>• Chief Human Capital Officer, Telekom Malaysia Berhad (TM)</li><li>• Executive VP, Human Resources, RHB Bank Berhad</li><li>• General Manager/Human Resources, Shell Malaysia Trading Sdn Bhd (SMTSB)</li><li>• Managing Director, INTRIA Berhad (currently known as UEM Builders)</li><li>• Shareholders' representative for China and Hong Kong, SHELL Group</li><li>• Area GM/East Coast, SMTSB</li><li>• Manager/Marketing Economics, SMTSB</li><li>• Executive/Internal Audit, SMTSB</li><li>• Fleet Planning Coordinator/Fleet Planning Department, Malaysian Airlines System (MAS)</li></ul>
Present Directorship(s) in Public/ Public Listed Companies and/or appointments	<b>External Professional Commitments</b> <ul style="list-style-type: none"><li>• Fellow of the Institute of Corporate Directors Malaysia (ICDM)</li><li>• Member of the Nomination and Remuneration Committee of Razak School of Government (RSOG)</li></ul>
Membership of Board Committees	<ul style="list-style-type: none"><li>• Chairman, Group Board Nomination and Remuneration Committee</li></ul>

#### Notes:

- Dato' Abdul Aziz Abu Bakar fulfils the fit and proper criteria as specified in the Financial Services Act 2013 and the BNM Policy Document on Fit and Proper Criteria. The Board has endorsed the GBNRC's recommendation to seek shareholders' approval for the re-election of Dato' Abdul Aziz Abu Bakar based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2024.
- Dato' Abdul Aziz Abu Bakar fulfils the criteria of an independent Director as defined under Bursa Malaysia Securities Berhad Main Market Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, or the ability to act in the best interests of AFFIN.
- Dato' Abdul Aziz Abu Bakar does not hold any shares in AFFIN Bank Berhad, has no family relationship with any Director and/or major shareholders of AFFIN, has no conflict of interest with AFFIN, has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during FY2024.



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(pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

## Resolution 3

### ENCIK MOHAMMAD ASHRAF BIN MD RADZI

*Non-Independent Non-Executive Director*

Nationality/Age/Gender	Malaysian/47 years old /Male
Date of Appointment	3 October 2022
Length of Service (as at 28 February 2025)	2 years 4 months
Date of last re-election	25 May 2023
Academic/Professional Qualification	<ul style="list-style-type: none"><li>• Capital Markets Services Representative License Modules 12 &amp; 19, Security Commission</li><li>• Chartered Accountant, Malaysian Institute of Accountants</li><li>• Member of the Association of Chartered Certified Accountants, United Kingdom</li><li>• Bachelor of Accountancy (Hons), Universiti Tenaga Nasional</li><li>• A-Levels, MARA Institute of Technology</li></ul>
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"><li>• Chief Financial Officer, Lembaga Tabung Angkatan Tentera</li><li>• Chief Financial Officer, Ahmad Zaki Resources</li><li>• General Manager, Corporate Finance, Ahmad Zaki Resources</li><li>• Associate Director, Corporate Advisory and Structuring, MIDF Amanah Investment Bank</li><li>• General Manager, Finance Special Projects, Johawaki Holdings Sdn Bhd</li><li>• Associate Director, Capital Market, Prokhas Sdn Bhd</li><li>• Regulatory Reporting Analyst, UBS Investment Bank, London</li></ul>
Present Directorship(s) in Public/ Public Listed Companies and/or appointments	<p><b>External Professional Commitments</b></p> <ul style="list-style-type: none"><li>• Chief Executive, Lembaga Tabung Angkatan Tentera</li></ul> <p><b>Public Listed Companies</b></p> <ul style="list-style-type: none"><li>• Non-Independent Non-Executive Director, Pharmaniaga Berhad</li></ul> <p><b>Public Companies</b></p> <ul style="list-style-type: none"><li>• Non-Independent Non-Executive Director, Boustead Holdings Berhad</li><li>• Non-Independent Non-Executive Director, Boustead Plantations Berhad</li></ul>
Membership of Board Committees	<ul style="list-style-type: none"><li>• Member of Group Board Risk Management Committee (up to 7 May 2024)</li></ul>

#### Notes:

- Encik Mohammad Ashraf Md Radzi fulfils the fit and proper criteria as specified in the Financial Services Act 2013 and the BNM Policy Document on Fit and Proper Criteria. The Board has endorsed the GBNRC's recommendation to seek shareholders' approval for the re-election of Encik Mohammad Ashraf Md Radzi based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2024.
- Encik Mohammad Ashraf Md Radzi does not hold any shares in AFFIN Bank Berhad, has no family relationship with any Director of AFFIN, has no conflict of interest with AFFIN, has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during FY2024.
- Encik Mohammad Ashraf Md Radzi is a nominee Director of Lembaga Tabung Angkatan Tentera, a substantial shareholder of AFFIN Bank.

# ADMINISTRATIVE GUIDE

## 49TH ANNUAL GENERAL MEETING

### 1. HYBRID 49<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”)

The 49<sup>th</sup> AGM of Affin Bank Berhad (“the Company”) will be conducted via a hybrid mode (physical and virtual) in line with Principle of the Malaysian Code of Corporate Governance (“MCCG”) and as announced by Securities Commission Malaysia and Bursa Malaysia Berhad on 30 August 2024. In this respect, the Company will continue to leverage technology, to ensure that the 49<sup>th</sup> AGM supports meaningful engagement between the Board/Management and Shareholders of the Company.

The date, time and venue for the 49<sup>th</sup> AGM of the Company are as below:

Date	Time
Wednesday, 16 April 2025	10.00 a.m.
Venue	
<b>(a) Main Venue</b> Taming Sari Grand Ballroom The Royale Chulan Kuala Lumpur 5, Jalan Conlay, 50450 Kuala Lumpur	<b>(b) Online Platform</b> <b>TIIH Online</b> website at <a href="https://tiih.online">https://tiih.online</a> with Remote Participation and Voting (“RPV”) facilities

Shareholders shall have the option to attend the hybrid 49<sup>th</sup> AGM either in person (“Physical Attendance”) at the Main Venue or virtually using the RPV facilities (“Virtual Attendance”) at TIIH Online website at <https://tiih.online>. The Main Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act (“CA”) 2016.

### 2. GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend the 49<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 69(2) of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors (“General Meeting ROD”) as at 8 April 2025. Only a depositor whose name appears on the General Meeting ROD as at 8 April 2025 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

### 3. PRE-REGISTRATION TO ATTEND THE 49<sup>TH</sup> AGM

Shareholders of the Company are invited to attend the 49<sup>th</sup> AGM to exercise your right to attend, participate and vote at the 49<sup>th</sup> AGM by Physical Attendance or Virtual Attendance at the AGM Main Venue or participating remotely by RPV at TIIH Online website <https://tiih.online>. As such, shareholders are required to take the following steps to pre-register themselves in order to participate at the 49<sup>th</sup> AGM. To do so, shareholders must take the following steps at TIIH Online:

- (a) Register as a user with TIIH Online
  - (i) Access the TIIH Online website at <https://tiih.online>.
  - (ii) Under “e-Services”, select the **Sign-Up** button followed by **Create Account by Individual Holder**. Refer to the tutorial guide posted on the homepage for assistance.
  - (iii) Registration as a user will be approved within one (1) working day and shareholders will be notified via e-mail.
- (b) Register your attendance for the 49<sup>th</sup> AGM
  - (i) Shareholder(s), proxy(ies), corporate representative(s) and attorney(s) are **required to pre-register** their attendance for the 49<sup>th</sup> AGM for verification of their eligibility to attend the 49<sup>th</sup> AGM based on the General Meeting ROD as at **8 April 2025**. This is to ensure that the Company is able to make the necessary preparations to allow shareholders to attend the 49<sup>th</sup> AGM in person should they wish to.
  - (ii) The pre-registration is open from the date of the Notice of 49<sup>th</sup> AGM on Monday, 17 March 2025.
  - (iii) The closing date and time for the pre-registration shall be as follows:

<b>Physical attendance</b>	<b>at 10.00 am on Monday, 14 April 2025</b>
<b>Remote participation</b>	such time before the voting session ends at the 49 <sup>th</sup> AGM on <b>Wednesday, 16 April 2025</b>

# ADMINISTRATIVE GUIDE

## 49<sup>TH</sup> ANNUAL GENERAL MEETING

(iv) Pre-registration and attendance for shareholder(s) as follows:

	Physical Meeting Attendance	Virtual remote participation via RPV
<b>Pre-Meeting day</b>	<ul style="list-style-type: none"> <li>Go to <a href="https://tiih.online">https://tiih.online</a></li> <li>Login in with your user ID (e-mail address) and password and select the corporate event: “<b>(REGISTRATION) AFFIN BANK BERHAD 49<sup>TH</sup> AGM</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select “Register for Physical Attendance at Meeting Venue”.</li> <li>Review your registration information and proceed to submit your pre-registration.</li> <li>TIIH Online will send an e-mail to notify that your pre-registration for physical attendance is received and will be verified.</li> <li>Upon system verification against the General Meeting ROD as at 8 April 2025, TIIH Online will send an e-mail on or after 14 April 2025 to confirm your physical attendance at the AGM Main Venue.</li> <li>In the event your registration is not approved, you will be notified via e-mail.</li> </ul> <p><b>PLEASE NOTE:</b> Should you no longer wish to attend the 49<sup>th</sup> AGM physically, kindly inform <a href="mailto:is.enquiry@vistra.com">is.enquiry@vistra.com</a> to switch your registration from physical attendance to remote participation via RPV before the cut-off date at <b>10.00 a.m. on 16 April 2025</b>.</p>	<ul style="list-style-type: none"> <li>Go to <a href="https://tiih.online">https://tiih.online</a></li> <li>Login in with your user ID (e-mail address) and password and select the corporate event: “<b>(REGISTRATION) AFFIN BANK BERHAD 49<sup>TH</sup> AGM</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select “Register for Remote Participation and Voting”.</li> <li>Review your registration information and proceed to submit your pre-registration.</li> <li>TIIH Online will send an e-mail to notify that your pre-registration for remote participation via RPV has been received and will be verified.</li> <li>Upon system verification against the General Meeting ROD as at 8 April 2025, TIIH Online will send an e-mail on or after 14 April 2025 to confirm your remote participation via RPV.</li> <li>In the event your registration is not approved, you will be notified via e-mail.</li> </ul> <p><b>PLEASE NOTE:</b> Should you decide to attend physically after successful registration, kindly inform <a href="mailto:is.enquiry@vistra.com">is.enquiry@vistra.com</a> to switch your registration from remote participation via RPV to physical attendance before the cut-off date at <b>10.00 a.m. on 16 April 2025</b>.</p>
<b>Meeting day – participation at AGM</b>	<ul style="list-style-type: none"> <li>Please produce your original MyKad/ Passport (for foreigners) for verification purposes at the verification counters on AGM day.</li> <li>Kindly note that your entry into the AGM Main Venue shall only be allowed subject to verification of your pre-registration of attendance as per above.</li> </ul>	<ul style="list-style-type: none"> <li>Please refer to <b>Note 9</b> below.</li> </ul>

# ADMINISTRATIVE GUIDE

## 49<sup>TH</sup> ANNUAL GENERAL MEETING

### 4. PROXY

(a) Appointment of Chairman of the meeting as proxy

If a shareholder is not able to attend the 49<sup>th</sup> AGM, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form. The same must be deposited or submitted in accordance with **Note 5** below.

(b) Appointment of proxy, corporate representative or attorney

(i) A shareholder who has appointed a proxy(ies), corporate representative(s) or attorney(s) to participate at this 49<sup>th</sup> AGM must ensure that the proxy form is completed with the required information, signed and dated accordingly. The same must be deposited in accordance with **Note 5** below.

(ii) The shareholder must also request his/her proxy(ies), authorised representative or attorney to register himself/herself as a user with the TIH Online website at <https://tiah.online>.

(iii) The representative of a corporation or institutional shareholder must register as a user first in accordance with **Note 5(b)(ii)** below, before he/she can subscribe to this corporate holder electronic submission.

(c) Documents relating to appointment as corporate representative

For a corporate member who has appointed a representative to participate at the 49<sup>th</sup> AGM, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. ("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 drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:

(i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.

(ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a Director; or any Director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

(d) Documents relating to appointment of proxy by power of attorney

(i) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company, 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 drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

### 5. CUT-OFF DATE AND TIME FOR LODGEMENT OF PROXY FORM

As approved by the Board with reference to Article 102 of the Company's Constitution, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 49<sup>th</sup> AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **10.00 a.m. on Monday, 14 April 2025** in accordance with Article 104 of the Company's Constitution:

(a) In hard copy:

(i) By hand or post: to the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;

# ADMINISTRATIVE GUIDE

## 49<sup>TH</sup> ANNUAL GENERAL MEETING

(b) In electronic form via TIIH Online:

### (i) The steps to be taken by individual shareholders are as follows:

- You should have completed the steps in accordance with **Note 3(a)** above.
- As a registered user of TIIH Online, go to <https://tiih.online> and login with your user ID (i.e. e-mail address) and password.
- Select the Corporate Exercise/Event: **“AFFIN BANK BERHAD 49<sup>TH</sup> AGM – Submission of Proxy Form”**.
- Read and agree to the Terms & Conditions and confirm the Declaration.
- Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.
- Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.
- Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.
- Review and confirm your proxy(s) appointment.
- Print proxy form for your record.

### (ii) The steps to be taken by authorised/nominated representatives of corporate/institutional shareholders are as follows:

#### A. Register as a user with TIIH Online

- Access the TIIH Online website at <https://tiih.online>.
- Under “e-Services”, select the **Sign-Up** button followed by **Create Account by Representative of Corporate Holder**.
- Complete the registration form and upload the required documents.
- Registration will be verified, and you will be notified by e-mail within one (1) to two (2) working days.
- Proceed to activate your account with the temporary password given in the e-mail and reset your own password.

#### B. Prepare proxy appointment

- As a registered user of TIIH Online, go to <https://tiih.online> and login with your user ID (i.e. e-mail address) and password.
- Select the Corporate Exercise/Event: **“AFFIN BANK BERHAD 49<sup>TH</sup> AGM – Submission of Proxy Form”**.
- Read and agree to the Terms & Conditions and confirm the Declaration.
- Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note given therein.
- Prepare the file for the appointment of proxies by inserting the required data.

#### C. Submit the proxy appointment file

- Select the Corporate Exercise/Event: **“AFFIN BANK BERHAD 49<sup>TH</sup> AGM – Submission of Proxy Form”**.
- Proceed to upload the duly completed proxy appointment file.
- Select “Submit” to complete your submission.
- Print the confirmation report of your submission for your record.

## 6. INTEGRATED REPORT 2024

The Company’s Integrated Report 2024 is available on the Company’s website at <https://affin.listedcompany.com/ar.html>

In line with AFFIN Bank’s commitment to reduce our environmental footprint, we strongly encourage our shareholders to refer to the document available online. Nevertheless, in the event you still require a printed copy of the Integrated Report 2024, you may request the same at <https://tiih.online> by selecting “Request for Annual Report/Circular” under the “Investor Services” or alternatively, request through telephone or e-mail to our Share Registrar via the contact details as set out in Note 11 below.

# ADMINISTRATIVE GUIDE

## 49<sup>TH</sup> ANNUAL GENERAL MEETING

### 7. SUBMISSION OF QUESTIONS FOR THE 49<sup>TH</sup> AGM

- (a) Prior to the meeting

Shareholders may submit questions in relation to the agenda items for the 49<sup>th</sup> AGM prior to the meeting via TIIH Online at <https://tiih.online> by selecting “e-Services” to log in, pose questions and submit electronically not later than **10.00 a.m. on Monday, 14 April 2025**. The responses to these questions will be shared at the 49<sup>th</sup> AGM.

- (b) During the meeting

For submission of questions ‘live’ during the 49<sup>th</sup> AGM

Physical Meeting Attendance	Virtual remote participation via RPV
Verified shareholder(s), proxy(ies) and corporate representative(s) will be able to ask questions in person at the AGM Main Venue.	Verified shareholder(s), proxy(ies) and corporate representative(s) may use the <b>Query Box</b> facility to ask questions real-time (in the form of typed text) during the meeting.

The Board and Senior Management will provide the responses to the questions accordingly.

### 8. POLL VOTING

The voting at the 49<sup>th</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A(1) of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

- (a) All shareholders and proxies attending the 49<sup>th</sup> AGM physically at the Main Venue or virtually using the RPV facilities shall exercise their rights to vote via the TIIH Online website at <https://tiih.online>. As such, all shareholders and proxies attending the 49<sup>th</sup> AGM physically at the Main Venue are advised to bring their own personal devices to vote via the TIIH Online website at <https://tiih.online>. Please refer to **Note 9(c)** below on steps for online remote voting.
- (b) The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of **online remote voting**. During the meeting, the Chairman will invite the Poll Administrator to brief shareholders on the online remote voting process. The online remote voting session will commence from the start of the meeting at **10.00 a.m. on 16 April 2025** until such time when the Chairman announces the end of the voting session. This is in line with the Securities Commission Malaysia’s Guidance which provides that Members shall be allowed to cast their votes remotely and contemporaneously (live) during the proceeding of the general meeting.
- (c) The Company has appointed independent scrutineers to verify the poll results. Upon completion of the “in time” voting session for the 49<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration of whether the resolutions are duly passed.

### 9. VIRTUAL ATTENDANCE USING RPV ON THE DATE OF THE 49<sup>TH</sup> AGM

With the approved registration for RPV, shareholders have the right to join the live stream meeting and vote remotely. Shareholders’ login to TIIH Online indicates their attendance at the virtual 49<sup>th</sup> AGM. The **procedures for the RPV facilities** are summarised below:

Procedure	Action
(a) Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the 49<sup>th</sup> AGM at any time from <b>9.00 a.m.</b> i.e. one (1) hour before the commencement of the 49<sup>th</sup> AGM at 10.00 a.m. on Wednesday, 16 April 2025.</li> </ul>
(b) Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: <b>“(LIVE STREAM MEETING) AFFIN BANK BERHAD 49<sup>TH</sup> AGM”</b> to engage in the proceedings of the 49<sup>th</sup> AGM remotely.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Query Box</b> to transmit your question. The Chairman/Board will try to respond to questions submitted by you during the 49<sup>th</sup> AGM. If the questions are received late after the Questions &amp; Answers session, the responses will be e-mailed to you after the meeting.</li> <li>Please note that the quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.</li> </ul>

# ADMINISTRATIVE GUIDE

## 49<sup>TH</sup> ANNUAL GENERAL MEETING

Procedure	Action
(c) Online Remote Voting	<p>The Online Remote Voting session commences from <b>10.00 a.m.</b> on <b>Wednesday, 16 April 2025</b> until a time when the Chairman announces the end of the said voting session.</p> <ul style="list-style-type: none"><li>• Select the corporate event: “<b>(REMOTE VOTING) AFFIN BANK BERHAD 49<sup>TH</sup> AGM</b>” or if you are on the Live Stream meeting page, you can select “<b>GO TO REMOTE VOTING PAGE</b>” button <b>below the Query Box</b>.</li><li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>• Select the CDS account that represents your shareholdings.</li><li>• Indicate your votes for the resolutions that are tabled for voting.</li><li>• Confirm and submit your votes.</li></ul>

### Helpline Contact

In the event you encounter any issues with logging in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-4080 5616/011-4080 3168/011-4080 3169/011-4080 3170 for assistance or e-mail to [tiih.online@vistra.com](mailto:tiih.online@vistra.com) for assistance.

### End of Live Streaming for remote participation

The Live Streaming will end upon the announcement by the Chairman at the conclusion of the 49<sup>th</sup> AGM after the outcome of the resolutions has been declared.

## 10. PHYSICAL ATTENDANCE

### (a) Parking

Limited parking lots are available at the meeting venue at a flat rate of RM12.70. The parking at Royale Chulan Kuala Lumpur is cashless which allows you to come and leave the hotel by tapping your TnG card, credit card or debit card on the unattended kiosk at the entry and exit lanes.

### (b) Verification of attendance

- (i) Verification of attendance will start at 9.00 a.m. and will end at a time as directed by the Chairman of the meeting. As you enter the hotel, the verification counters are located at Taman Mahsuri, in front of the Grand Ballroom.
- (ii) Please produce your original MyKad/Passport at the verification counter and make sure you collect your MyKad/Passport thereafter.
- (iii) You will be given a wristband for entry to the meeting room.
- (iv) There will be no replacement of the wristband in the event that you lose or misplace the wristband.
- (v) No person will be allowed to verify on behalf of another person even with the original MyKad/Passport of that other person.
- (vi) The verification counter will handle only verification of your pre-registration. If you have any enquiry, please proceed to the Help Desk. The Help Desk will be located next to the verification counter in the same area.



# ADMINISTRATIVE GUIDE

## 49<sup>TH</sup> ANNUAL GENERAL MEETING

### 11. ENQUIRY

If you have any enquiry prior to the 49<sup>th</sup> AGM, please contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday, except for public holidays):

<p>(b) Tricor Investor &amp; Issuing House Services Sdn Bhd Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia</p>	<p><b>Telephone Number</b> <b>General Line</b> 603-2783 9299 <b>Fax Number</b> 603-2783 9222 <b>E-mail</b> is.enquiry@my.vistra.com</p>
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The Company shall abide by the prevailing and applicable procedures and guidelines as well as precautionary measures as prescribed by the Government and other relevant authorities. In the event that any new procedures, guidelines, or measures may affect the administration of the 49<sup>th</sup> AGM as set out in this Administrative Guide and require a material change to the proceedings of the meeting, the Company will issue announcement on the same accordingly. Hence, please contact the above officers or check the Company's website for announcements on the latest update (if any) in relation to the 49<sup>th</sup> AGM.

I/We \_\_\_\_\_ NRIC No./Company No. \_\_\_\_\_  
 (Full Name in Block Letters)

 of \_\_\_\_\_  
 (Full Address)

\_\_\_\_\_ Tel No. \_\_\_\_\_ being a member of AFFIN BANK BERHAD, hereby appoint:

Full name of proxy in capital letters	NRIC (new & old)/Passport No. of proxy	Proportion of shareholdings to be represented	
		No. of shares	%

and (if more than one (1) proxy)

Full name of proxy in capital letters	NRIC (new & old)/Passport No. of proxy	Proportion of shareholdings to be represented	
		No. of shares	%

or failing him/her the CHAIRMAN OF THE MEETING as my/our\* proxy to participate and vote for me/us on my/our behalf at the 49<sup>th</sup> Annual General Meeting (“AGM”) of the Company to be held on **Wednesday, 16 April 2025 at 10.00 a.m.** at the **Taming Sari Grand Ballroom, The Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur (“Main Venue”)** and virtually by way of electronic means via the TIIH Online website at <https://tiih.online> (“Online Platform”) or any adjournment thereof.

My/our proxy(ies) is/are to vote on the resolutions as indicated by an “X” below. If no indication is given, my/our proxy(ies) shall vote or abstain as he/she thinks fit:

No.	Resolutions	For	Against
	Re-election of the following Directors who retire by rotation pursuant to Article 118 of the Company’s Constitution and who being eligible, offer themselves for re-election:		
1	Dato’ Mohd Hata bin Robani		
2	Dato’ Abdul Aziz bin Abu Bakar		
3	Encik Mohammad Ashraf bin Md Radzi		
4	Approval of the following fees and payment of the same to the Non-Executive Directors for the period from the 49 <sup>th</sup> AGM to the 50 <sup>th</sup> AGM of the Company:  4.1 Chairman’s fee of RM265,000 per annum; 4.2 Director’s fee of RM165,000 per annum for each Non-Executive Director; 4.3 Board Committee Chairman’s fee of RM50,000 per annum for the Chairman of each Board Committee; and 4.4 Board Committee Member’s fee of RM35,000 per annum for each member of a Board Committee.		
5	Approval of payment of Directors’ benefits of an amount up to RM2,500,000 to eligible Non-Executive Directors from the 49 <sup>th</sup> AGM to the 50 <sup>th</sup> AGM of the Company.		
6	Reappointment of Messrs PricewaterhouseCoopers PLT as the Company’s Auditors for the financial year ending 31 December 2025 and to authorise the Directors to fix the Auditors’ remuneration.		
7	Authorisation to the Directors to allot and issue new ordinary shares in Affin Bank Berhad (“ABB Shares”) pursuant to Sections 75 and 76 of the Companies Act, 2016.		
8	Authorisation to the Directors to allot and issue new ordinary shares of Affin Bank Berhad in relation to the Dividend Reinvestment Plan.		
9	Approval of the Proposed Bonus Issue		
10	Approval of the Proposed Allocation to Datuk Wan Razly Abdullah Wan Ali, the President & Group Chief Executive Officer of ABB for the year 2025 pursuant to the Company’s long-term incentive plan in the form of an Employees’ Share Grant Scheme (“SGS”)		

Signed this on \_\_\_\_\_ day of \_\_\_\_\_ 2025.

 \_\_\_\_\_  
 Signature of Member/Common Seal

CDS Account No. :	
No. of shares held :	
Proportion of shareholdings represented by proxies:	First proxy : _____ % Second proxy: _____ % <b>100%</b>

**Notes:**

- (1) The 49<sup>th</sup> AGM of the Company will be held via a hybrid mode whereby Member(s), proxy(ies), corporate representative(s), or attorney(s) will have an option, either:
- To attend in person at the Main Venue (“Physical Attendance”); OR
  - To attend virtually using the Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s TIIH Online website at <https://tiih.online> (“Virtual Attendance”).

 Please refer to the Administrative Guide for the full guide to Physical Attendance and Virtual Attendance at the 49<sup>th</sup> AGM.

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- (2) All Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend the 49<sup>th</sup> AGM of the Company **must register** as a user with TIH Online first and **pre-register** their attendance on TIH Online to verify their eligibility to attend the 49<sup>th</sup> AGM based on the General Meeting Record of Depositors ("General Meeting ROD") as at **8 April 2025** and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance.
- (3) The pre-registration is open from the date of the Notice of the 49<sup>th</sup> AGM on **Monday, 17 March 2025** and the closing date and time shall be:
  - (a) at **10.00 a.m. on Monday, 14 April 2025** for Physical Attendance at the Main Venue; or
  - (b) until such time before the voting session ends at the 49<sup>th</sup> AGM on Wednesday, 16 April 2025 for Virtual Attendance using RPV facilities.
- (4) A Member entitled to participate and vote at this AGM 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.
- (5) 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 security 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 AGM.
- (6) Notwithstanding the above, for an exempt Authorised Nominee who holds ABB Shares for multiple beneficial owners in one 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.
- (7) 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.
- (8) 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.
- (9) With respect to deposited securities, only Members whose names appear in the General Meeting ROD on 8 April 2025 shall be entitled to participate and vote at the 49<sup>th</sup> AGM.
- (10) The appointment of proxy may be submitted in hard copy form or electronically via the TIH Online website at <https://tiah.online>. The hard copy of the Proxy Form 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 drop box located 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 set for the 49<sup>th</sup> AGM or no later than **14 April 2025 at 10.00 a.m.**
- (11) If Members wish to submit their Proxy Form electronically via Tricor's TIH Online website at <https://tiah.online>, please refer to the Procedures for Electronic Submission of Proxy Form as set out in the Administrative Notes for Members.
- (12) Pursuant to Paragraph 8.29A(1) of MMLR of Bursa Malaysia, all resolutions set out in the Notice of the 49<sup>th</sup> AGM of the Company shall be put to vote by way of a poll.

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AFFIX  
STAMP

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