



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 46TH ANNUAL GENERAL MEETING (“AGM”) 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 10.00 A.M. 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 2021 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of a single-tier final dividend of 12.50 sen per ordinary share in respect of the financial year ended 31 December 2021.
3. 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:
 - 3.1 Dato' Mohd Hata bin Robani
 - 3.2 Dato' Abdul Aziz bin Abu Bakar
 - 3.3 Yuen Wai Hung, Peter
4. To approve the increase of Directors' fees and Board Committees' fees from the 46th AGM of the Company and further to approve the payment of the same to the Non-Executive Directors for the period from the 46th AGM to the 47th AGM of the Company as follows:
 - 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. To approve the payment of Directors' benefits of an amount up to RM2.0 million to eligible Non-Executive Directors from the 46th AGM to the 47th AGM of the Company.
6. To re-appoint Messrs PricewaterhouseCoopers PLT as the Company's Auditors for the financial year ending 31 December 2022 and to authorise the Directors to fix the Auditors' remuneration.

Resolution 1

**Resolution 2
Resolution 3
Resolution 4**

Resolution 5

Resolution 6

Resolution 7

AS SPECIAL BUSINESSES:

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

7. Ordinary Resolution

AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN AFFIN BANK BERHAD (“ABB SHARES”)

“THAT subject always to the Companies Act, 2016 (“Act”), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 and Section 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 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 and quotation of 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.”

Resolution 8

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8. Ordinary Resolution

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”)

“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 may, 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 (“WAMP”) of ABB Shares immediately prior to the Price Fixing Date, of which the WAMP 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.”

9. Ordinary Resolution

PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“THAT authority be and is hereby given in line with Chapter 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particulars of which are set out in the Circular to Shareholders dated 26 April 2022 with the Related Parties as described in the said Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm’s length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this Ordinary Resolution until:

- i. the conclusion of the next AGM of the Company at which time the authority shall lapse unless by a resolution passed at a general meeting, the authority is renewed; or
- ii. the expiration of the period within which the next AGM of the Company which is to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii. revoked or varied by a resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.

AND FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Shareholders’ Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Shareholders’ Mandate in the best interest of the Company.”

Resolution 9

Resolution 10



10. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

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

Kuala Lumpur
26 April 2022

Notes:

- (1) The 46th AGM 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's TIIH Online website at <https://tiih.online>. Please follow the procedures provided in Appendix 1 of Administrative Notes for Members of the 46th AGM in order to register, participate and vote remotely via the RPV facilities.
- (2) The Broadcast Venue of the 46th AGM is strictly for the purpose of complying with Section 327(2) of the Act 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 46th AGM in person at the Broadcast Venue on the day of the 46th AGM.
- (3) 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.
- (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 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.
(ii) Notwithstanding the above, for an exempt Authorised Nominee which 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.
- (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 46th AGM.
- (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 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 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 set for the 46th AGM or no later than 23 May 2022 at 10.00 a.m.

If members wish to submit their Proxy Form electronically, please refer to the Procedures for Electronic Lodgement of Proxy Form as set out in Appendix 2 of the Administrative Notes for Members.
- (9) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 46th AGM of the Company shall be put to vote by way of a poll.

NOTICE OF ANNUAL GENERAL MEETING

(10) Explanatory Notes on Ordinary Businesses:

(i) Audited Financial Statements for the Financial Year Ended 31 December 2021

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.

(ii) Ordinary Resolution 1 - Payment of Single-Tier Final Dividend

The proposed single-tier final dividend as per Ordinary Resolution 1 can be entirely reinvested into new ABB Shares in accordance with the Dividend Reinvestment Plan.

Pursuant to Section 8.26 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the single-tier final dividend, if approved, shall be paid not later than three (3) months from the date of the shareholders' approval. The Books Closure Date will be announced by the Company after this AGM.

(iii) Ordinary Resolutions 2,3 and 4 - Re-election of Directors

The Group Board Nomination and Remuneration Committee ("GBNRC") has considered the performance and contribution of each of the retiring Directors and has also assessed the independence of the Independent Non-Executive Directors ("INEDs") seeking re-election.

Based on the results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2021, the performance of each of the retiring Directors was found to be satisfactory.

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

The details and profiles of the Directors who are standing for re-election at the 46th AGM are provided herein.

(iv) Ordinary Resolutions 5 and 6 - Remuneration Payable to Non-Executive Directors

The Directors' Remuneration for the Non-Executive Chairman and Non-Executive Directors ("NEDs") was last reviewed and approved by the shareholders at the 41st AGM of the Company held on 24 April 2017.

In March 2022, the Company had engaged an external consultant, Willis Towers Watson Malaysia ("WTW") to conduct an independent review of the NEDs' fees for the members of the Board and Board Committees of ABB.

In its review, WTW had adopted comparators which include public and non-public listed financial institutions. Based on the outcome of the review, WTW recommended the revision of the Directors' remuneration to be streamlined and aligned with peers in the market. This revision will ensure the necessary differentiation in fees to reflect the various roles and accountabilities between the Holding Company and subsidiaries as well as the Chairperson and members.

The fees review is also necessary to commensurate with the Directors' heightened responsibilities, accountabilities, commitment and contribution with reference to their statutory duties, the complexity of the Group's businesses and the increased expectations from various stakeholders. The review is crucial to determine the Board's competitiveness to attract as well as retain individuals with strong credentials and high calibre to serve on the Board of the Company.

The proposed fees review was comprehensively deliberated at the GBNRC in March 2022 and was duly approved by the Board for tabling at the 46th AGM for the shareholders' approval.

Accordingly, it is recommended that the existing Directors' Fees, Board Committees' Fees and Meeting Allowance be revised as follows:

(a) Directors' Fees:-

	Chairman		Member	
	Current (RM)	Proposed (RM)	Current (RM)	Proposed (RM)
Board				
Director's Fee (per annum)	160,000	265,000	130,000	165,000
Board Committee				
Board Committee Fee (per annum)	40,000	50,000	35,000	35,000



(b) Meeting allowance:-

	Chairman		Member	
	Current (RM)	Proposed (RM)	Current (RM)	Proposed (RM)
Board				
Director's Sitting Fee (per meeting)	3,000	3,000	2,000	2,500
Board Committee				
Board Committee Sitting Fee (per meeting)	2,400	2,500	2,000	2,500

WTW recommended that the existing benefits remain status quo except for the token of appreciation/gratuity upon retirement or resignation of the NED which shall be discontinued and no longer be part of the benefits.

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 benefits that are claimable or otherwise such as monthly subscription of club membership and other facilities made available by the Company to eligible NEDs.

The total amount of benefits payable to the NEDs is estimated to increase during this AGM to the next AGM to be held in 2023. In view of this, the Board is seeking approval from shareholders for an amount of up to RM2.0 million as benefits payable to the NEDs. Among the reasons for the increase are as follows:

- (i) Revision of Director's sitting fee as proposed by WTW;
- (ii) Expected increase in the number of Board members from 9 to 11;
- (iii) Establishment of an additional Board Committee i.e. Board Sustainability Committee; and
- (iv) One-off payment for the token of appreciation/gratuity that will no longer be part of the NEDs' benefits.

The amount of benefits approved by the shareholders at the previous AGMs and the current proposal are as follows:

Benefits Payable to NEDs (as approved at AGM)	44 th AGM held on 27 July 2020	45 th AGM held on 2 June 2021	Approval to be sought at 46 th AGM on 25 May 2022
Up to an amount of	RM1.4 million	RM1.4 million	RM2.0 million

Payment of the NEDs' remuneration will be made by the Company on a monthly basis and/or as and when deemed appropriate, if the proposed Ordinary Resolutions 5 and 6 have been passed at the 46th AGM of the Company. The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' remuneration on a monthly basis and/or as and when deemed appropriate, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

(v) Ordinary Resolution 7 – Appointment of Auditors

The Group Board Audit Committee ("GBAC") had, at its meeting held on 24 January 2022, 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, suitability, 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 2022 ("FY2022").

The Board had, at its meeting held on 27 January 2022 endorsed the GBAC's recommendation for the shareholders' approval to be sought at the 46th AGM on the re-appointment of Messrs PricewaterhouseCoopers PLT as external auditors of the Company for FY2022.

The Board is also seeking shareholders' approval to authorise the Directors to fix the remuneration of the external auditors for FY2022.

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(vi) Ordinary Resolution 8 - Authority for Directors to Issue Shares

The Company has not issued any shares under the general mandate for allotment of shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 which was approved at the 45th AGM held on 2 June 2021 and will lapse at the conclusion of the 46th AGM to be held on 25 May 2022.

The proposed Ordinary Resolution 8, 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).

(vii) Ordinary Resolution 9 – Dividend Reinvestment Plan

The proposed Ordinary Resolution 9, 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.

(viii) Ordinary Resolution 10 - Proposed Shareholders' Mandate

The proposed Ordinary Resolution 10, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.



STATEMENT ACCOMPANYING NOTICE OF 46TH ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD
MAIN MARKET LISTING REQUIREMENTS)

The profile of the Directors who are standing for re-election under Agenda 3 of the Notice of 46th AGM is as follows:

Resolution 2

DATO' MOHD HATA BIN ROBANI Independent Non-Executive Director	
Nationality/Age/Gender	Malaysian/70 years old/Male
Date of Appointment	17 October 2017
Length of Service (as at 31 March 2022)	4 years 5 months
Date of last re-election	20 July 2020
Academic/Professional Qualification	<ul style="list-style-type: none"> Bachelor of Economics (Business Administration), University of Malaya Management Development Programme, University of Harvard, USA
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> Advisor, Agenda Harmoni Sdn Bhd Executive Chairman, Excellent Tank Treatment Services Sdn Bhd Managing Director, Malaysian Electronic Payment System Sdn Bhd (MEPS) Executive Director, BSN Commercial Bank Berhad Director of Seacorp Schroeder Asset Management Berhad General Manager, Financial Services Division of Amanah Capital Partners Group Group Chief Operating Officer, Amanah Capital Partners Group Director of Short Deposits Malaysia Berhad Director of Asia Unit Trust Berhad Director of Taisho Marine & Fire Insurance (M) Berhad Director of Fulton Preborn Sdn Bhd Director of Banking Department of BNM Director of IT Department of BNM Senior Assistant Manager, Bank Inspection Department, Bank Negara Malaysia (BNM)
Present Directorship(s) and/or appointments	Directorship in public company <ul style="list-style-type: none"> Nil Other Directorship <ul style="list-style-type: none"> Director of Affin Holdings Berhad
Membership of Board Committees	<ul style="list-style-type: none"> Chairman of Group Board Compliance Committee Member of Group Board Audit Committee

Notes:

- Dato' Hata 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' Hata based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2021.
- Dato' Hata satisfies with 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, objectivity or the ability to act in the best interests of the Company, and also being independent of its major shareholders.

STATEMENT ACCOMPANYING NOTICE OF 46TH ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS)

Resolution 3

DATO' ABDUL AZIZ BIN ABU BAKAR Independent Non-Executive Director	
Nationality/Age/Gender	Malaysian/69 years old/Male
Date of Appointment	17 October 2017
Length of Service (as at 31 March 2022)	4 years 5 months
Date of last re-election	20 July 2020
Academic/Professional Qualification	<ul style="list-style-type: none"> • Bachelor of Economics (Honours), University of Malaya • Senior Management Development Programme (SMDP), Harvard Business School
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> • Alternate Director, SOCSO • CEO/ED, Malaysian Directors Academy (MINDA) • Chief Human Capital Officer, Telekom Malaysia Berhad (TM) • Executive VP, Human Resources of RHB Bank Berhad • Various management positions including Internal & IT Audit, Marketing Economics, Sales & Distribution, Supply & Planning and Human Resource (HR) in Shell Malaysia for 20 years • Managing Director of INTRIA Berhad (currently known as UEM Builders) • Director of Costain Group PLC (UK) • Director of Rangkaian Segar Sdn Bhd • Director of FCW Holdings Berhad • Fleet Planning Coordinator of Malaysian Airlines System (MAS) • Shareholders' representative at Shell Group HQ, London overseeing Shell's business interest in Hong Kong and China
Present Directorship(s) and/or appointments	<p>Directorship in public company</p> <ul style="list-style-type: none"> • Nil <p>Other Directorship</p> <ul style="list-style-type: none"> • Director of Merchantrade Asia Sdn Bhd • Director of Institute of Corporate Directors of Malaysia (ICDM) • Director of AKIIM Sdn Bhd (previously known as Alkhair International Islamic Bank)
External Professional Commitment	<ul style="list-style-type: none"> • Fellow of Institute of Corporate Directors Malaysia (ICDM) • Member of the Nomination and Remuneration Committee of Razak School of Government (RSOG)
Membership of Board Committees	<ul style="list-style-type: none"> • Chairman of Group Board Nomination and Remuneration Committee • Member of Group Board Compliance Committee

Notes:

- Dato' Aziz 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' Aziz based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2021.
- Dato' Aziz satisfies 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, objectivity or the ability to act in the best interests of the Company, and also being independent of its major shareholders.



STATEMENT ACCOMPANYING NOTICE OF 46TH ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS)

Resolution 4

YUEN WAI HUNG, PETER Non-Independent Non-Executive Director	
Nationality/Age/Gender	American/60 years old/Male
Date of Appointment	1 November 2019
Length of Service (as at 31 March 2022)	2 years 4 months
Date of last re-election	20 July 2020
Academic/Professional Qualification	<ul style="list-style-type: none"> • Master of Business Administration, University of Houston, USA • Bachelor of Business Administration (Major in Finance), University of Hawaii, USA
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> • Director of East Asia Property Holdings (Jersey) Limited • Director of PRASAC Microfinance Institution Limited • General Manager & Head of International Division, The Bank of East Asia, Limited (BEA) • Head of Financial Institutions Department, BEA
Present Directorship(s) and/or appointments	<p>Directorship in public company</p> <ul style="list-style-type: none"> • Director of East Asia Indonesian Holding Limited • Director of Leader One Limited • Director of Industrial and Commercial Bank of China (Canada) • Director of East Asia Holding Company, Inc • Director of Industrial and Commercial Bank of China (USA) NA <p>Other Directorship</p> <ul style="list-style-type: none"> • Nil <p>Other Appointments</p> <ul style="list-style-type: none"> • General Manager and Head of Strategic Partnership Group, BEA
Membership of Board Committees	<ul style="list-style-type: none"> • Member of Group Board Risk Management Committee

Notes:

- Mr. Yuen is a nominee of BEA, a major shareholder of Affin Bank Berhad.
- Mr. Yuen 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 Mr. Yuen based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2021.

Save as disclosed, none of the Directors have:

- Any family relationship with any Director and/or major shareholders of Affin Bank Berhad
- Any conflict of interest with Affin Bank Berhad
- Any conviction for offences within the past 5 years
- Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2021

FORM OF PROXY



AFFIN BANK BERHAD 197501003274 (25046-T)

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 in Block Letters)

_____ NRIC No. _____ of _____
(Full Address)

_____ and _____
(Full Name in Block Letters)

_____ NRIC No./Company No. _____ of _____
(Full Address)

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 46th Annual General Meeting (AGM) of the Company to be held on **Wednesday, 25 May 2022 at 10.00 a.m.** and to be conducted as a virtual AGM at the Broadcast Venue at **Menara Affin, Lingkar TRX, Tun Razak Exchange, Jalan Tun Razak, 55188 Kuala Lumpur, Malaysia** 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
1	To approve the payment of a single-tier final dividend of 12.50 sen per ordinary share in respect of the financial year ended 31 December 2021.		
	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	(i) Dato' Mohd Hata bin Robani		
3	(ii) Dato' Abdul Aziz bin Abu Bakar		
4	(iii) Yuen Wai Hung, Peter		
5	To approve the increase of Directors' fees and Board Committees' fees from the 46 th AGM of the Company and further to approve the payment of the same to the Non-Executive Directors for the period from the 46 th AGM to the 47 th AGM of the Company as follows: 5.1 Chairman's fee of RM265,000 per annum; 5.2 Director's fee of RM165,000 per annum for each Non-Executive Director; 5.3 Board Committee Chairman's fee of RM50,000 per annum for the Chairman of each Board Committee; and 5.4 Board Committee Member's fee of RM35,000 per annum for each member of a Board Committee.		
6	To approve the payment of Directors' benefits of an amount up to RM2.0 million to eligible Non-Executive Directors from the 46 th AGM to the 47 th AGM of the Company.		
7	To re-appoint Messrs PricewaterhouseCoopers PLT as the Company's Auditors for the financial year ending 31 December 2022 and to authorise the Directors to fix the Auditors' remuneration.		
8	Authorisation to the Directors to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016.		
9	Authorisation to the Directors to allot and issue new Affin Bank Berhad Shares in relation to the Dividend Reinvestment Plan.		
10	Approval of the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

Signed this on _____ day of _____ 2022.

Signature of Member/Common Seal

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

Notes:

- The 46th AGM 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's TIH Online website at <https://tiah.online>. Please follow the procedures provided in the Appendix 1 of Administrative Notes for Members of the 46th AGM in order to register, participate and vote remotely via the RPV facilities.
- The Broadcast Venue of the 46th AGM 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 46th AGM in person at the Broadcast Venue on the day of the 46th AGM.
- 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.
- (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 AGM.
(ii) Notwithstanding the above, for an exempt Authorised Nominee which holds ABB Shares 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.

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- (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 46th AGM.
- (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 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 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 set for the 46th AGM or no later than 23 May 2022 at 10.00 a.m.
- (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 Appendix 2 of the Administrative Notes for Members.
- (10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 46th AGM of the Company shall be put to vote by way of a poll.

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AFFIX STAMP

Tricor Investor & Issuing House Services Sdn Bhd

Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8 Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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ADMINISTRATIVE NOTES FOR 46TH ANNUAL GENERAL MEETING

Mode of Meeting

- The 46th AGM 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's TIIH Online website at <https://tiih.online>. To participate, members are required to register via Tricor's TIIH Online.

The date, time and Broadcast Venue for the 46th AGM is as follows:-

Date	Time
Wednesday, 25 May 2022	10.00 a.m.
Broadcast Venue	
MENARA AFFIN, LINGKARAN TRX, TUN RAZAK EXCHANGE, JALAN TUN RAZAK, 55188 KUALA LUMPUR, MALAYSIA	

- Members/proxies will not be allowed to be physically present at the Broadcast Venue.

Remote Participation and Voting

- Members/proxies/corporate representatives/attorneys who wish to participate at the 46th AGM may do so using the RPV facilities to be provided by the appointed share registrar for this AGM, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor"). To participate, members are required to register via Tricor's TIIH Online website at <https://tiih.online> prior to the meeting. For more details, please refer to the Procedures for RPV.

Entitlement to Participate and Vote

- Only members whose names appear on the General Meeting Record of Depositors ("General Meeting ROD") as at 17 May 2022 shall be eligible to participate at the 46th AGM. If a member is unable to participate at the said meeting, he/she may appoint proxy/proxies to participate and vote on his/her behalf. If a member wishes to participate at the said meeting, he/she must not submit any Form of Proxy.
- If a member is unable to participate at the 46th AGM via RPV facilities on 25 May 2022, he/she may also appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.

Lodgement of Form of Proxy

- 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 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. If members wish to submit their Form of Proxy electronically, please refer to the Procedures for Electronic Lodgement of Form of Proxy.
- All Form of Proxy, original certificates of appointment of corporate representative and power of attorney must be deposited with Tricor no later than 10.00 a.m. on 23 May 2022 (48 hours before the commencement of 46th AGM).
- Members who have appointed proxy/proxies or attorney or authorised representative to participate and vote at the 46th AGM must request their proxy/proxies or attorney or authorised representative to register themselves for RPV via TIIH Online website at <https://tiih.online>.

Questions and Answers

- Members may use the query box facility to submit their questions during the meeting. Subject to the time constraint, the Chairman/Board/Management will address the relevant questions during the Questions and Answers session.

Poll Voting

- The voting will be conducted by way of electronic voting (e-voting) in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as the Poll Administrator to conduct the e-Polling, and Asia Securities Sdn Bhd as the Independent Scrutineers to verify the poll results.
- Members/proxies/corporate representatives/attorneys may proceed to vote on the resolutions from the commencement of the 46th AGM at 10.00 a.m. on Wednesday, 25 May 2022 until the end of the voting session which will be announced by the Chairman of the meeting. Please refer to the Procedures for RPV for guidance on how to vote remotely via Tricor's TIIH Online website at <https://tiih.online>. Upon completion of the voting session, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

ADMINISTRATIVE NOTES FOR 46TH ANNUAL GENERAL MEETING

Pre-Meeting Submission of Question to the Board of Directors

- Members may submit questions to the Board in advance of the 46th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than 10.00 a.m. on 23 May 2022. The Board will endeavor to answer the questions received at the AGM.

Annual Report 2021

- The Company's Annual Report 2021 is available on the Company's website at <https://www.affingroup.com>
- You may request for a printed copy of the Annual Report 2021 at <https://tiih.online> by selecting "Request for Annual Report/ Circular" under the "Investor Services". However, we hope you would consider the environmental and sustainability concerns, and refrain from requesting for the printed copy of the Annual Report 2021.

Enquiry

If members have any enquiries prior to the meeting, please contact our Share Registrar during office hours from Mondays to Fridays from 8.30 a.m. to 5.30 p.m. (except for public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Procedures for Remote Participation and Voting

Procedures	Actions
Before the Meeting Day	
<p>Register as a user with TIIH Online</p> <p>Note: If you are already a registered user with TIIH Online, you need not register again</p>	<p>Use your smart device or computer, access Tricor's TIIH Online website at https://tiih.online. Register as a user under the "e-Services" select "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance.</p> <p>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</p> <p>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that remote participation is available for registration at TIIH Online.</p>
<p>Register for RPV</p>	<ul style="list-style-type: none"> Registration is open from Tuesday, 26 April 2022 until the day of 46th AGM on Wednesday, 25 May 2022. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 46th AGM to ascertain their eligibility to participate at the 46th AGM using the RPV. Login with your user ID (email address) and password. Select corporate event: "(REGISTRATION) AFFIN BANK BERHAD 46TH AGM". Read and agree to the Terms and Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 17 May 2022, the system will send you an e-mail after 23 May 2022 to approve or reject your registration for remote participation. <p>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</p>



ADMINISTRATIVE NOTES FOR 46TH ANNUAL GENERAL MEETING

Procedures	Actions
On the Meeting Day	
Login to TIIH Online	Login with your user ID (email address) and password for remote participation at AFFIN BANK's 46 TH AGM at any time from 9.00 a.m. onwards i.e. one (1) hour prior to the commencement of the meeting at 10.00 a.m. on Wednesday, 25 May 2022.
Participate Through Live Streaming Notes: (i) The connection to the live streaming is dependent on the bandwidth and stability of the internet connection at your location and the device that you are using. (ii) Recommended Requirement for Live Streaming: <ul style="list-style-type: none">• Browser: Chrome or Firefox• Bandwidth: 7 Mbps for High Definition (HD) High Quality video quality or 12 Mbps for Extra HD (EHD) video quality (iii) You may not be able to gain access to the 46 th AGM via the RPV facilities if there is an existing firewall on the device that you are using.	<ul style="list-style-type: none">• Select the corporate event “(LIVE STREAM MEETING) AFFIN BANK BERHAD 46TH AGM” to engage in the proceedings of the 46th AGM remotely.• If you have any questions for the Chairman/Board, you may use the query box to pose your questions. The Chairman/Board will endeavor to respond to relevant questions submitted by remote participants during the 46th AGM.• In the event that you encounter any issues with logging in, connection to the live-streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616/011-40803168/011-40803169/011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.
Online Remote Voting Note: Voting will commence from 10.00 a.m. on Wednesday, 25 May 2022 until the end of the voting session which will be announced by the Chairman of the meeting.	<ul style="list-style-type: none">• Voting session commences from 10.00 a.m. on Wednesday, 25 May 2022 until a time when the Chairman announces the end of the session.• Select the corporate event: “(REMOTE VOTING) AFFIN BANK BERHAD 46TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box.• Read and agree to the Terms and Conditions and confirm the Declaration.• Select the CDS account that represents your shareholding.• Indicate your votes for the resolutions that are tabled for voting.• Confirm and submit your votes.• Upon the announcement by the Chairman of the conclusion of the 46th AGM, the Live Streaming will end.
Submission of Proxy Register as a user with TIIH Online Note: If you are already a registered user with TIIH Online, you need not register again	<p>i. Individual Shareholders Registration</p> <p>Use your smart device or computer, access Tricor's TIIH Online website at https://tiih.online. Register as a user under “e-Services”. Please refer to the tutorial guide posted on the homepage if you need assistance.</p> <p>Corporation or Institutional Shareholders Registration:-</p> <ul style="list-style-type: none">• Access TIIH Online at https://tiih.online• Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “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 email within one (1) to two (2) working days.• Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>

ADMINISTRATIVE NOTES FOR 46TH ANNUAL GENERAL MEETING

Procedures	Actions
On the Meeting Day (continued)	
<p>Submission of Form of Proxy</p> <p>Note: Only members whose names appear on the Record of Depositors as at 17 May 2022 shall be eligible to attend, speak and vote at the 46th AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.</p> <p>In view that the 46th AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.</p> <p>If you wish to participate in the 46th AGM yourself, please do not submit any Form of Proxy for the 46th AGM. You will not be allowed to participate in the 46th AGM together with a proxy appointed by you.</p> <p>Accordingly, forms of proxy and/or documents relating to the appointment of proxy/corporate representative/attorney for the 46th AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than Monday, 23 May 2022 at 10.00 a.m.</p>	<p>i. Steps for Individual Shareholders</p> <ul style="list-style-type: none"> • After the publication of the Notice of the 46th AGM by the Company, login with your user ID (email address) and password. • Select the corporate event: “AFFIN BANK BERHAD 46TH AGM - SUBMISSION OF FORM OF PROXY”. • 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/proxies to vote on your behalf. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy/proxies will decide on your vote. • Review and confirm your proxy/proxies appointment. • Print Form of Proxy for your record. <p>ii. Steps for corporation or institutional shareholders</p> <ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online • Select the corporate exercise name: “AFFIN BANK BERHAD 46TH AGM: SUBMISSION OF FORM OF PROXY” • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Form of Proxy” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate exercise name: “AFFIN BANK BERHAD 46TH AGM: SUBMISSION OF FORM OF PROXY”. • 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.