

NOTICE OF 47TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 47TH ANNUAL GENERAL MEETING (AGM) OF AFFIN BANK BERHAD [197501003274 (25046-T)] (ABB/THE COMPANY) WILL BE BROADCASTED LIVE FROM LEVEL 26, AUDITORIUM, MENARA AFFIN, LINGKARAN TRX, TUN RAZAK EXCHANGE, 55188 KUALA LUMPUR, MALAYSIA (BROADCAST VENUE) **ON THURSDAY, 25 MAY 2023 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 2022 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of a single-tier final dividend of 7.77 sen per ordinary share in respect of the financial year ended 31 December 2022. **Resolution 1**
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' Md Agil bin Mohd Natt **Resolution 2**
 - 3.2 Mr. Ignatius Chan Tze Ching **Resolution 3**
 - 3.3 Dato' Rozalila binti Abdul Rahman **Resolution 4**
4. To re-elect Encik Mohammad Ashraf bin Md Radzi who retires pursuant to Article 124 of the Company's Constitution and who being eligible, offers himself for re-election. **Resolution 5**
5. To approve the following fees and payment of the same to the Non-Executive Directors for the period from the 47th AGM to the 48th AGM of the Company: **Resolution 6**
 - 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 RM1,800,000 to eligible Non-Executive Directors from the 47th AGM to the 48th AGM of the Company. **Resolution 7**
7. To re-appoint Messrs PricewaterhouseCoopers PLT as the Company's Auditors for the financial year ending 31 December 2023 and to authorise the Directors to fix the Auditors' remuneration. **Resolution 8**

AS SPECIAL BUSINESSES:

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

8. Ordinary Resolution **Resolution 9**

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 (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.

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AND THAT in connection with the above, pursuant to Section 85 of the Act read together with Clause 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.

9. 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)

Resolution 10

"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."

10. Ordinary Resolution

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (PROPOSED SHAREHOLDERS' MANDATE)

Resolution 11

"THAT authority be and is hereby given in line with Chapter 10.09 of the MMLR of Bursa Malaysia, 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 2023 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.

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AND FURTHER THAT the Board 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."

11. Ordinary Resolution

PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN IN THE FORM OF AN EMPLOYEES' SHARE GRANT SCHEME

Resolution 12

"THAT subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board, be and is hereby authorised and empowered to:

- (i) establish and implement a long-term incentive plan in the form of an employees' share grant scheme of up to 5% of the Company's total number of issued ordinary shares (ABB Shares or Shares) (excluding treasury shares, if any) at any point in time during the duration of the proposed employees' share grant scheme (SGS Period) (Proposed SGS) for the selected eligible employees within ABB and its subsidiary companies (ABB Group or Group) (excluding its dormant subsidiary companies), who fulfil the eligibility criteria (Eligible Employees) as stipulated by the by-laws governing the Proposed SGS (By-Laws), a draft of which is set out in Appendix I of the circular to shareholders of ABB in relation to the Proposed SGS dated 26 April 2023 (Circular) and that the Proposed SGS shall be administered by the Group Board Nomination and Remuneration Committee of ABB (GBNRC) in accordance with the By-Laws and will comprise such number of the Company's Independent Non-Executive Directors as may be appointed from time to time.
- (ii) allot and issue such number of new ABB Shares and/or transfer existing ABB Shares and/or transfer treasury shares of ABB (if applicable) and/or make cash payment, from time to time and at any time on the relevant vesting date(s), to the Eligible Employees who have accepted the offer made in writing to them by the GBNRC (Offer) (Grants) and fulfilled the relevant vesting conditions under the Proposed SGS, in accordance with the By-Laws:
 - (a) provided that the maximum number of ABB Shares which may be made available under the Proposed SGS shall not in aggregate exceed 5% of ABB's total number of issued Shares (excluding treasury shares, if any) at any point in time during the SGS Period; and
 - (b) that such new ABB Shares to be allotted and issued to the Eligible Employees who accepted the Offer (Grantees) under the Proposed SGS will, upon allotment and issue, 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;
 - (c) establish a trust (Trust) to be implemented and administered by the trustee to be appointed by the Company from time to time (Trustee), in accordance with the terms of a trust deed to be executed between the Trustee and the Company (Trust Deed), to facilitate the implementation of the Proposed SGS and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new ABB Shares, acquire existing ABB Shares and/or receive treasury shares for the purpose of the Proposed SGS and to pay expenses in relation to the administration of the Trust, if required, in accordance with the terms and conditions of the Trust. The Board shall also have the discretion to revoke or suspend any such instruction that has earlier been given to the Trustee;

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- (d) add, delete, modify and/or amend all or any part of the terms and conditions as set out in the By-Laws governing the Proposed SGS from time to time as may be permitted or deemed necessary by the Board, provided that such additions, deletions, modifications, and/or amendments are effected in accordance with the provisions of the By-Laws; and
- (e) do all such acts and things and execute all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or to impose all such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient to give full effect to the Proposed SGS and the terms of the By-Laws;

AND THAT it is hereby approved and determined in this general meeting, in accordance with Clause 9 of the Company's Constitution (read together with subsection 85(1) of the Act), that the Board shall allot and issue new ABB Shares, as required, under the Proposed SGS in accordance with the By-Laws, without such ABB Shares being required to be offered to the shareholders of ABB in proportion, as nearly as may be, to the number of ABB Shares held by them or at all and effectively resulting in the shareholders of ABB waiving their pre-emptive rights under Clause 9 of the Company's Constitution (read together with subsection 85(1) of the Act) to be offered all or any part of the new ABB Shares to be issued, if any, pursuant to the Proposed SGS;

AND THAT the Board be and is hereby authorised to give effect to the Proposed SGS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as required by the relevant authorities or as the Board may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed SGS;

AND THAT the proposed By-Laws of the Proposed SGS, as set out in Appendix I of the Circular, which is in compliance with the MMLR of Bursa Malaysia, be and is hereby approved and adopted."

12 Ordinary Resolution

PROPOSED ALLOCATION TO DATUK WAN RAZLY ABDULLAH, THE PRESIDENT & GROUP CHIEF EXECUTIVE OFFICER OF ABB

Resolution 13

"THAT subject to the passing of Ordinary Resolution 12, the Board be and is hereby authorised at any time and from time to time during the SGS Period, to cause or procure the offering and the allocation to Datuk Wan Razly Abdullah, being the President & Group Chief Executive Officer of ABB, of up to a maximum of 2,040,000 new ABB Shares under the Proposed SGS as they shall deem fit, which will be vested to him at a future date, 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 Proposed 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 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 Proposed SGS to him from time to time pursuant to the vesting of his Grant(s)."

- 13. 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
26 April 2023

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Notes:

- (1) The 47th AGM will be conducted online from the Broadcast Venue and 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 the Administrative Notes for Members of the 47th AGM in order to register, participate and vote remotely via the RPV facilities.
- (2) The Broadcast Venue of the 47th 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. No members/proxies from the public will be physically present at the Broadcast Venue.
- (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 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.
- (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 2023 (General Meeting Record of Depositors) shall be entitled to participate and vote at the 47th 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 47th AGM or no later than 23 May 2023 at 10.00 a.m.
- (9) 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.
- (10) Pursuant to Paragraph 8.29A(1) of MMLR of Bursa Malaysia, all resolutions set out in the Notice of the 47th AGM of the Company shall be put to vote by way of a poll.
- (11) **Explanatory Notes on Ordinary Businesses:**
 - (i) **Audited Financial Statements for the Financial Year Ended 31 December 2022**

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 MMLR of Bursa Malaysia, 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, 4 and 5 - 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 shall retire from office at every AGM of the Company and be eligible for re-election.

Article 124 of the Company's Constitution stipulates that newly appointed Directors due to a casual vacancy shall hold office only until the conclusion of the next annual general meeting and shall be eligible for re-election at such meeting.

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The 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 2022, the performance of each of the retiring Directors under Article 118 of the Company's Constitution was found to be satisfactory. In addition, two (2) of the retiring Directors by rotation have also provided their annual declaration/confirmation of independence January 2023.

The Board has endorsed the GBNRC's recommendation to seek shareholders' approval for the re-election of the four (4) retiring Directors. The retiring Directors had abstained from deliberations and decisions on their re-election at the Board meeting.

The details and profiles of the Directors who are standing for re-election at the 47th AGM are provided herein.

(iv) **Ordinary Resolutions 6 and 7 - Remuneration Payable to Non-Executive Directors**

Section 230(f) 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 46th AGM in 2022:

(a) Directors' fees:

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

(b) Meeting allowance:

	Chairman	Member
Board		
Director's Sitting Fee (per meeting)	3,000	2,500
Board Committee		
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 benefits that are claimable or otherwise such as monthly subscription of club membership and other facilities made available by the Company to eligible NEDs.

At the 46th AGM of the Company held on 25 May 2022, the benefits payable to the NEDs from the 46th AGM to the 47th AGM were approved for an amount of up to RM2,000,000. The utilisation of this approved amount as at 31 March 2023 is approximately 74.26%. As such, the requested amount of benefits payable to the NEDs at this AGM was reduced to RM1,800,000.

(v) **Ordinary Resolution 8 – Re-Appointment of External Auditors**

The Group Board Audit Committee (GBAC) had, at its meeting held on 25 January 2023, conducted an annual review on the external auditors, Messrs PricewaterhouseCoopers PLT in accordance with BNM's Policy Document 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 2023 (FY2023).

The Board had, at its meeting held on 31 January 2023 endorsed the GBAC's recommendation for the shareholders' approval to be sought at the 47th AGM on the re-appointment of Messrs PricewaterhouseCoopers PLT as external auditors of the Company for FY2023.

The Board is also seeking shareholders' approval to authorise the Directors to fix the remuneration of the external auditors for FY2023.

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(vi) **Ordinary Resolution 9 - 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 46th AGM held on 25 May 2022 and will lapse at the conclusion of the 47th AGM to be held on 25 May 2023.

The proposed Ordinary Resolution 9, 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 Clause 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 9, 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.

(vii) **Ordinary Resolution 10 – Dividend Reinvestment Plan**

The proposed Ordinary Resolution 10, 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 11 - Proposed Shareholders' Mandate**

The proposed Ordinary Resolution 11, 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. The details of the proposal are set out in the Circular to Shareholders dated 26 April 2023 which is published together with the Notice of 47th AGM and available on the Company's website at www.affingroup.com.

(ix) **Ordinary Resolutions 12 and 13 - Proposed Establishment of Long-Term Incentive Plan in the Form of Employee's Share Grant Scheme and Proposed Allocation to Datuk Wan Razly Abdullah, the President & Group Chief Executive Officer of ABB**

The proposed Ordinary Resolutions 12 and 13, if passed will enable the Company to establish and implement a long-term incentive plan in the form of an employees' share grant scheme of up to 5% of the Company's total number of issued ordinary shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed SGS for the selected Eligible Employees as stipulated by the By-Laws.

Pursuant to Section 85 of the Act read together with Clause 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 new ABB Shares to the Eligible Employees free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolutions 12 and 13, if passed, will exclude Members' pre-emptive rights over all new ABB Shares arising from the issuance of new ABB Shares to the Eligible Employees pursuant to the Proposed SGS.

The details of the Proposed SGS are set out in the Circular to Shareholders dated 26 April 2023 which is published together with the Notice of 47th AGM and available on the Company's website at www.affingroup.com.

STATEMENT ACCOMPANYING NOTICE OF 47TH 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 3 and 4 of the Notice of 47th AGM are as follows:

Resolution 2

YBHG. DATO' MD AGIL BIN MOHD NATT

Independent Non-Executive Director (Chairman)

Nationality/Age/Gender	Malaysian/72 years old/Male
Date of Appointment	8 November 2019
Length of Service (as at 31 March 2023)	3 years 4 months
Date of last re-election	27 July 2020
Academic/ Professional Qualification	<ul style="list-style-type: none"> Advanced Management Program (AMP163), Harvard Business School, USA Master of Science in Finance, Bayes Business School, City, University of London, United Kingdom Bachelor of Science in Economics (Hons), Brunel University, United Kingdom
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> Dato' Agil Natt possesses in-depth banking knowledge and corporate experience in the areas of Corporate Banking, Investment Banking as well as Islamic Finance. He started his career in Corporate Finance with Bumiputra Merchant Bankers Berhad in 1977 and in 1982 he moved to Island & Peninsular Bhd where his last position was as the Senior General Manager (Finance). He was also the Regional Chief Representative of Kleinwort Benson Limited, a UK based investment bank, before joining the Maybank Group in 1995. In Maybank he served as Senior General Manager of Corporate Banking, Managing Director/ Chief Executive Officer of Aseambankers Berhad (now known as Maybank Investment Bank Berhad), and Deputy President/Executive Director of Maybank. He left the Maybank Group in 2006 to assume the position of President and Chief Executive Officer of The International Centre for Education in Islamic Finance (INCEIF) (now known as INCEIF University), established by Bank Negara Malaysia in 2005. Amongst his previous Directorship positions were Chairman/Independent Director of Manulife Insurance Bhd, Chairman/Independent Director of Manulife Investment Management (M) Berhad (formerly known as Manulife Asset Management Services Bhd), Chairman/Independent Director of Credit Guarantee Corporation Malaysia Bhd, Independent Director of Cagamas Berhad, Director of Sogo (KL) Sdn Bhd, Independent Director of Export-Import Bank of Malaysia Bhd and Chairman/Independent Director of Sumitomo Mitsui Banking Corporation Malaysia Bhd. Details as per Part B of CG Report made available on the Bank's website and attached to Bursa Malaysia announcement on Annual Report 2022.
Present Directorship(s) in Public/Public Listed Companies and/or appointments	<ul style="list-style-type: none"> Nil
Membership of Board Committees	<ul style="list-style-type: none"> Chairman of Affin Group Chairmen Committee (previously known as Affin Group Oversight Committee) Member, Group Board Credit Review & Recovery Committee Member, Group Board Information Technology Committee

Notes:

- Dato' Agil 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' Agil based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2022.
- Dato' Agil 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, 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 47TH ANNUAL GENERAL MEETING
(pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

Resolution 3

MR. IGNATIUS CHAN TZE CHING <i>Non-Independent Non-Executive Director</i>	
Nationality/Age/Gender	Chinese/66 years old/Male
Date of Appointment	1 December 2017
Length of Service (as at 31 March 2023)	5 years 3 months
Date of last re-election	2 June 2021
Academic/ Professional Qualification	<ul style="list-style-type: none"> • Bachelor of Business Administration, University of Hawaii, USA • Master of Business Administration, University of Hawaii, USA • Certified Public Accountant, American Institute of Certified Public Accountants
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> • Ignatius Chan brings with him over 40 years of vast experience in Corporate and Investment Banking. Ignatius Chan started his career in banking industry with Citibank, Hong Kong as a Management Associate in 1980. He was posted to Japan from 1986 to 1994. • In 1994, he returned to Hong Kong to become Country Treasurer and Head of Sales and Trading. In 1997, he became the Head of Citibank's Corporate Banking Business for Hong Kong. In 1999, he became Citigroup Country Officer for Hong Kong. • In 2003, Ignatius Chan was posted to Taiwan as Citigroup Country Officer. In 2004, he assumed the additional role of Chief Operating Officer for Greater China. In 2005, he returned from Taiwan to Hong Kong as Citigroup Country Officer for Hong Kong and Head of Corporate and Investment Banking Business for Greater China, a position he held until his retirement from Citibank in 2007. • Thereafter, Ignatius Chan worked briefly as Deputy Chief Executive for Bank of China (Hong Kong) in 2008. Ignatius Chan is currently holding the position of Senior Advisor at The Bank of East Asia, Limited (BEA). • Amongst his previous Directorship positions were Director of Hong Kong Exchanges and Clearing Limited, Director of The Community Chest of Hong Kong, Chairman of Prasac Microfinance Institution Limited of Cambodia, Director of Rizal Commercial Banking Corporation, Director of Larry Jewelry International Company Limited and Director of Affin Holdings Berhad. • Details as per Part B of CG Report made available on the Bank's website and attached to Bursa Malaysia announcement on Annual Report 2022.
Present Directorship(s) in Public/Public Listed Companies and/or appointments	<p>Directorship(s) in Other Public Companies</p> <ul style="list-style-type: none"> • Director, East Asia Futures Limited • Director, East Asia Securities Company Limited • Director, Portofino (165) Limited <p>Directorship(s) in Public Listed Companies</p> <ul style="list-style-type: none"> • Director, Mongolian Mining Corporation (MMC) <p>External Professional Commitment</p> <ul style="list-style-type: none"> • Senior Advisor, BEA
Membership of Board Committees	<ul style="list-style-type: none"> • Nil

Notes:

- *Mr. Ignatius Chan is a nominee Director of BEA, a major shareholder of Affin Bank.*
- *Mr. Ignatius Chan 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. Ignatius Chan based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2022.*

STATEMENT ACCOMPANYING NOTICE OF 47TH ANNUAL GENERAL MEETING

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

Resolution 4

YBHG. DATO' ROZALILA BINTI ABDUL RAHMAN

Independent Non-Executive Director

Nationality/Age/Gender	Malaysian/61 years old/Female
Date of Appointment	4 February 2019
Length of Service (as at 31 March 2023)	4 years 1 month
Date of last re-election	2 June 2021
Academic/ Professional Qualification	<ul style="list-style-type: none">• Bachelor of Science, Food Science & Technology, Universiti Pertanian Malaysia• Certificate of Merit from Sophia University, Tokyo, Japan• Diploma of Science with Education (Math Major), Universiti Pertanian Malaysia
Past Directorship(s)/Working Experience	<ul style="list-style-type: none">• Dato' Rozalila has over 30 years of working experience at renowned multinational companies of fastmoving consumer goods (FMCG) and reputable large Malaysian public listed companies in the area of technical, marketing and management in Malaysia and South East Asia. Her area of expertise includes R&D and Quality Assurance, business and strategic marketing, consumer lifestyle and brand management, product lifecycle management and customer service management.• Dato' Rozalila was the Chief Executive Officer of Astro GS Shop Sdn. Bhd., Chief Marketing Officer of Telekom Malaysia Berhad, General Manager of Maxis Communications Berhad and Director of Sales & Marketing at Bank Simpanan Nasional.• Dato' Rozalila had previously assumed numerous managerial positions at Reckitt Benckiser (Malaysia) Sdn. Bhd., Kellogg Asia Marketing Inc., Unilever Malaysia (Holdings) Sdn. Bhd. and Perwira Niaga Malaysia Sdn. Bhd. (PERNAMA). She was also a Director of Awake Asia Distribution Sdn Bhd.• Details as per Part B of CG Report made available on the Bank's website and attached to Bursa Malaysia announcement on Annual Report 2022.
Present Directorship(s) in Public/Public Listed Companies and/or appointments	<p>Directorship(s) in Other Public Companies</p> <ul style="list-style-type: none">• Chairman/Director of AGX Group Berhad <p>Directorship(s) in Public Listed Companies</p> <ul style="list-style-type: none">• Director of MISC Berhad
Membership of Board Committees	<ul style="list-style-type: none">• Chairperson, Group Board Risk Management Committee• Member, Group Board Information Technology Committee

Notes:

- Dato' Rozalila 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' Rozalila based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2022.
- Dato' Rozalila 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, 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 47TH ANNUAL GENERAL MEETING
(pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

Resolution 5

ENCIK MOHAMMAD ASHRAF MD RADZI <i>Non-Independent Non-Executive Director</i>	
Nationality/Age/Gender	Malaysian/45 years old/Male
Date of Appointment	3 October 2022
Length of Service (as at 31 March 2023)	5 months
Academic/ Professional Qualification	<ul style="list-style-type: none"> • Capital Markets Services Representative License Modules 12 & 19, Security Commission Malaysia • Chartered Accountant, Malaysian Institute of Accountants • Member Association of Chartered Certified Accountants, United Kingdom • Bachelor of Accountancy (Hons), Universiti Tenaga Nasional • A-Levels, MARA Institute of Technology
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> • Ashraf has more than 19 years of working experience in Malaysia and Europe in the area of auditing, financial management, accounting and reporting, treasury management, corporate planning and providing advisory support in the areas of investment and privatisation. • He started his career at Ernst and Young (Dublin) as an Audit Senior, thereafter he worked in several companies in Europe namely CUNA Mutual Life Assurance (Europe) Limited (Dublin) as Financial Accountant European Region and UBS Investment Bank (London) as Regulatory Reporting Analyst. • He is currently the Chief Financial Officer (CFO) of LTAT. He had also held various senior management positions prior to his position as CFO in LTAT, namely Associate Director of Prokhas Sdn Bhd, General Manager, Finance Special Projects at Johawaki Holdings Sdn Bhd, Associate Director, Corporate Advisory and Structuring at MIDF Amanah Investment Bank and Chief Financial Officer of Ahmad Zaki Resources. • Details as per Part B of CG Report made available on the Bank's website and attached to Bursa Malaysia announcement on Annual Report 2022.
Present Directorship(s) in Public/Public Listed Companies and/or appointments	<p>External Professional Commitment</p> <ul style="list-style-type: none"> • CFO of LTAT
Membership of Board Committees	<ul style="list-style-type: none"> • Member, Group Board Risk Management Committee

Notes:

- *Encik Ashraf is a nominee Director of LTAT, a major shareholder of Affin Bank.*
- *Encik Ashraf 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 Ashraf based on his satisfactory contributions towards the Board/Board Committee meetings deliberation since his appointment as NINED of ABB.*

Save as disclosed, none of the Directors have:

- Any family relationship with any Director and/or major shareholders of Affin Bank
- Any conflict of interest with Affin Bank
- Any conviction for offences within the past 5 years
- Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2022

ADMINISTRATIVE NOTES

for 47th Annual General Meeting

Mode of Meeting

1. Affin Bank Berhad continues to leverage technology to facilitate greater shareholders' participation in line with Practice 13.3 of the Malaysian Code of Corporate Governance 2021. As such, the 47th 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 website.

The date, time and Broadcast Venue for the 47th AGM is as follows:-

Date	Time
Thursday, 25 May 2023	10.00 a.m.
Broadcast Venue	
LEVEL 26, AUDITORIUM, MENARA AFFIN, LINGKARAN TRX, TUN RAZAK EXCHANGE, 55188, KUALA LUMPUR, MALAYSIA	

2. No members/proxies from the public will be physically present at the Broadcast Venue.

Remote Participation and Voting

1. Members/proxies/corporate representatives/attorneys who wish to participate at the 47th AGM may do so using the Remote Participation and Voting (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

1. Only members whose names appear on the General Meeting Record of Depositors (General Meeting ROD) as at 17 May 2023 shall be eligible to participate at the 47th AGM. If a member is unable to participate in the said meeting, he/she may appoint proxy/proxies to participate and vote on his/her behalf. If a member wishes to participate in the said meeting, he/she must not submit any Proxy Form.
2. If a member is unable to participate at the 47th AGM via RPV facilities on 25 May 2023, he/she may also appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

Lodgment of Proxy Form

1. 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. If members wish to submit their Proxy Form electronically, please refer to the Procedures for Electronic Lodgement of Proxy Form.

2. All Proxy Forms, 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 2023 (48 hours before the commencement of 47th AGM).
3. Members who have appointed proxy/proxies or attorney or authorised representative to participate and vote at the 47th 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

1. 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

1. 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.
2. Members/proxies/corporate representatives/attorneys may proceed to vote on the resolutions from the commencement of the 47th AGM at 10.00 a.m. on Thursday, 25 May 2023 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 of whether the resolutions are duly passed.

Pre-Meeting Submission of Questions to the Board of Directors

1. Members may submit questions to the Board in advance of the 47th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to log in, pose questions and submit electronically no later than 10.00 a.m. on 23 May 2023. The Board will endeavour to answer the questions received at the AGM.

ADMINISTRATIVE NOTES

for 47th Annual General Meeting

Annual Report 2022

1. The Company's Annual Report 2022 is available on the Company's website at <https://affin.listedcompany.com/ar.html>
2. You may request a printed copy of the Annual Report 2022 at <https://tiih.online> by selecting "Request for Annual Report/ Circular" under "Investor Services". However, we hope you would consider the environmental and sustainability concerns, and refrain from requesting a printed copy of the Annual Report 2022.

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 (RPV)

PROCEDURES	ACTIONS
Before the Meeting Day	
Register as a user with TIIH Online	Use your smart device or computer to access Tricor's TIIH Online website at https://tiih.online . Register as a user under the "e-Services" and select "Create Account by Individual Holder".
<u>Note:</u> If you are already a registered user with TIIH Online, you need not register again	Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user of 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.
Register for RPV	<ul style="list-style-type: none">• Registration is open from Wednesday, 26 April 2023 until the day of 47th AGM on Thursday, 25 May 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 47th AGM to ascertain their eligibility to participate at the 47th AGM using the RPV.• Login with your user ID (email address) and password.• Select corporate event: "(REGISTRATION) AFFIN BANK BERHAD 47th 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 you 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 2023, the system will send you an e-mail after 23 May 2023 to approve or reject your registration for remote participation. (Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).

ADMINISTRATIVE NOTES

for 47th 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 BERHAD's 47 th AGM at any time from 9.00 a.m. onwards i.e. 1 hour prior to the commencement of the meeting at 10.00 a.m. on Thursday, 25 May 2023.
Participate Through Live Streaming	<ul style="list-style-type: none">Select the corporate event “(LIVE STREAM MEETING) AFFIN BANK BERHAD 47th AGM” to engage in the proceedings of the 47th 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 endeavour to respond to relevant questions submitted by remote participants during the 47th 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.
<p><u>Notes:</u></p> <p>(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.</p> <p>(ii) Recommended Requirement for Live Streaming:</p> <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. <p>(iii) You may not be able to gain access to the 47th AGM via the RPV facilities if there is an existing firewall on the device that you are using.</p>	
Online Remote Voting	<ul style="list-style-type: none">Voting session commences from 10.00 a.m. on Thursday, 25 May 2023 until the time when the Chairman announces the end of the session.Select the corporate event: “(REMOTE VOTING) AFFIN BANK BERHAD 47th 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 47th AGM, the Live Streaming will end.
Submission of Proxy	i. Individual Shareholders Registration
Register as a user with TIIH Online	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><u>Note:</u></p> <p>If you are already a registered user with TIIH Online, you need not register again</p>	Corporation or Institutional Shareholders Registration:- <ul style="list-style-type: none">Access TIIH Online at https://tiih.onlineUnder 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 reset 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 47th Annual General Meeting

PROCEDURES	ACTIONS
On the Meeting Day (continued)	
Submission of Proxy Form	i. Steps for Individual Shareholders
<p><u>Note:</u> Only members whose names appear on the Record of Depositors as 17 May 2023 shall be eligible to attend, speak and vote at the 47th 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 47th 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 47th AGM yourself, please do not submit any Form of Proxy for the 47th AGM. You will not be allowed to participate in the 47th AGM together with a proxy appointed by you.</p> <p>Accordingly, proxy forms and/or documents relating to the appointment of proxy/attorney for the 47th AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than Tuesday, 23 May 2023 at 10.00 a.m.</p> <p>For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia to participate via RPV in the 47th AGM.</p>	<ul style="list-style-type: none">• After the publication of the Notice of the 47th AGM by the Company, log in with your user ID (email address) and password.• Select the corporate event: "AFFIN BANK BERHAD 47TH 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/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 Proxy Form for your record. ii. Steps for corporations or institutional shareholders <ul style="list-style-type: none">• Login to TIIH Online at https://tiih.online• Select the corporate exercise name: "AFFIN BANK BERHAD 47TH AGM: SUBMISSION OF PROXY FORM"• Agree to the Terms & Conditions and Declaration.• Proceed to download the file format for "Submission of Proxy Form" 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 47TH 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.

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 47th Annual General Meeting (AGM) of the Company to be held on **Thursday, 25 May 2023 at 10.00 a.m.** and to be conducted as a virtual AGM and to be broadcasted live from **Level 26, Auditorium, Menara AFFIN, Lingkaran TRX, Tun Razak Exchange, 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 7.77 sen per ordinary share in respect of the financial year ended 31 December 2022.		
	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	Dato' Md Agil bin Mohd Natt		
3	Mr. Ignatius Chan Tze Ching		
4	Dato' Rozalila binti Abdul Rahman		
5	To re-elect Encik Mohammad Ashraf bin Md Radzi who retires pursuant to Article 124 of the Company's Constitution and who being eligible offers himself for re-election.		
6	To approve the following fees and payment of the same to the Non-Executive Directors for the period from the 47 th AGM to the 48 th AGM of the Company: 6.1 Chairman's fee of RM265,000 per annum; 6.2 Director's fee of RM165,000 per annum for each Non-Executive Director; 6.3 Board Committee Chairman's fee of RM50,000 per annum for the Chairman of each Board Committee; and 6.4 Board Committee Member's fee of RM35,000 per annum for each member of a Board Committee.		
7	To approve the payment of Directors' benefits of an amount up to RM1,800,000 to eligible Non-Executive Directors from the 47 th AGM to the 48 th AGM of the Company.		
8	To re-appoint Messrs PricewaterhouseCoopers PLT as the Company's Auditors for the financial year ending 31 December 2023 and to authorise the Directors to fix the Auditors' remuneration.		
9	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.		
10	Authorisation to the Directors to allot and issue new ordinary shares of Affin Bank Berhad in relation to the Dividend Reinvestment Plan.		
11	Approval of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		
12	Approval of the Proposed Establishment of a Long-Term Incentive Plan in the Form of Employees' Share Grant Scheme.		
13	Approval of the Proposed Allocation to Datuk Wan Razly Abdullah, the President & Group Chief Executive Officer of ABB Shares under the Proposed Employees' Share Grant Scheme.		

Signed this on _____ day of _____ 2023.

 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 47th 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://tjih.online>. Please follow the procedures provided in the Administrative Notes for Members of the 47th AGM in order to register, participate and vote remotely via the RPV facilities.
- The Broadcast Venue of the 47th 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. No members/proxies from the public will be physically present at the Broadcast Venue.

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- (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 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 who 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.
- (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 authorized.
- (7) In respect of deposited securities, only Members whose names appear in the Record of Depositors on 17 May 2023 (General Meeting Record of Depositors) shall be entitled to participate and vote at the 47th 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 47th AGM or no later than 23 May 2023 at 10.00 a.m.
- (9) If Members wish to submit their Proxy Form electronically, please refer to the Procedures for Electronic Lodgement of Proxy Form as set out in 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 47th 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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