

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 42ND ANNUAL GENERAL MEETING OF AFFIN BANK BERHAD (25046-T) WILL BE HELD AT THE TAMING SARI GRAND BALLROOM, THE ROYALE CHULAN KUALA LUMPUR, 5 JALAN CONLAY, 50450 KUALA LUMPUR ON TUESDAY, 15 MAY 2018 AT 10.00 A.M. FOR THE FOLLOWING PURPOSES:-

AGENDA

ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To re-elect Encik Abd Malik bin A Rahman who retires by rotation pursuant to Article 118 of the Company's Constitution. **Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 124 of the Company's Constitution:-
 - 3.1 Gen Dato' Seri DiRaja Tan Sri (Dr.) Mohd Zahidi bin Haji Zainuddin (Retired) **Resolution 2**
 - 3.2 Mr. Tang Peng Wah **Resolution 3**
 - 3.3 Dato' Mohd Hata bin Robani **Resolution 4**
 - 3.4 Dato' Abdul Aziz bin Abu Bakar **Resolution 5**
 - 3.5 Mr. Ignatius Chan Tze Ching **Resolution 6**
4. To approve the payment of Directors' Fees, other emoluments and benefits amounting to RM2,144,000 for the financial year ended 31 December 2017. **Resolution 7**
5. To approve the payment of Directors' Fees, other emoluments and benefits on a monthly basis based on the present Directors' remuneration structure from 1 January 2018 to the date of next Annual General Meeting of the Company. **Resolution 8**
6. To re-appoint Messrs PricewaterhouseCoopers as the Company's Auditors for the financial year ending 31 December 2018 and to authorise the Directors to fix the Auditors' remuneration. **Resolution 9**

SPECIAL BUSINESS

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

7. Ordinary Resolution

Authority for Directors to Issue Shares

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 10

8. Ordinary Resolution

Proposed 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 16 April 2018 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 Annual General Meeting 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 Annual General Meeting of the Company which is to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); 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 11

9. To transact any other ordinary business of the Company.

BY ORDER OF THE BOARD

NIMMA SAFIRA KHALID (LS0009015)

Secretary

Kuala Lumpur
16 April 2018

Notes:

- (1) A member entitled to attend and vote at the meeting may appoint a proxy or proxies (not more than 2) to attend and vote on his/her behalf. A proxy need not be a member.
- (2) Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (3) The instrument appointing a proxy in the case of any individual shall be signed by the appointor or his/her attorney and in the case of a corporation, under its common seal or under the hand of the officer duly authorised.
- (4) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy in respect of each securities account which is credited with ordinary shares of the Company.

Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the said Act.
- (5) The Form of Proxy should be completed and lodged at the office of the Company's Registrar, 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 not less than 48 hours before the time set for holding the Annual General Meeting or any adjournment thereof.
- (6) Only member registered in the Record of Depositors as at 7 May 2018 shall be eligible to attend the meeting or appoint proxy(ies) to attend the meeting and vote on his/her behalf.

Audited Financial Statements for Financial Year Ended 31 December 2017

The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1) of the Companies Act 2016. Hence, this matter will not be put for voting.

Remuneration and Benefits Payable to Directors

The proposed ordinary resolution 8, if passed, will give authority to the Company to pay the Directors' Fees, other emoluments and benefits on a monthly basis based on the present fees and benefits structure for a period from 1 January 2018 to the date of next Annual General Meeting of the Company.

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 Companies Act, 2016 which was approved at the 41st Annual General Meeting held on 30 March 2017 and will lapse at the conclusion of the 42nd Annual General Meeting to be held on 15 May 2018.

The proposed ordinary resolution 10, 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 Annual General Meeting or the expiration of the period within which the next Annual General Meeting 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 for further placing of shares, for purpose of funding investment(s), working capital and/or acquisition(s).

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.