

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of AFFIN Bank Berhad ("ABB" or the "Bank") will be held at Taming Sari Grand Ballroom, The Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur on Tuesday, 15 May 2018 at 12.00 p.m. or immediately after the conclusion of the 42nd Annual General Meeting which is to be held at the same venue and on the same day at 10.00 a.m., whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN BY ABB THAT GIVES ITS SHAREHOLDERS THE OPTION TO REINVEST THEIR CASH DIVIDEND(S) DECLARED BY ABB IN NEW ORDINARY SHARES OF ABB ("PROPOSED DRP")

THAT, subject to the approvals of the relevant regulatory authorities being obtained and to the extent permitted by law:

- (a) the Proposed DRP upon such terms and conditions as the Board of Directors of ABB ("Board"), at its sole absolute discretion, deem fit be and is hereby approved;
- (b) the Directors of the Bank are hereby authorised:
 - (i) to establish and implement the Proposed DRP;
 - (ii) to determine, in their sole and absolute discretion, whether the Proposed DRP will apply to any or all dividend declared by the Bank;
 - (iii) to allot and issue such number of new ordinary shares in ABB ("ABB Shares") from time to time upon the election of the shareholders of the Bank to reinvest the dividend pursuant to the Proposed DRP ("New Shares") until conclusion of the next Annual General Meeting; and
 - (iv) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings as may be necessary or expedient in order to give full effect to the Proposed DRP with full powers to assent to any conditions, variations, modifications and/or amendments as the Board may, in their absolute discretion, deem fit and in the best interest of the Bank and/or as may be imposed and/or agreed to by any relevant authorities.

AND THAT, the New Shares shall, upon allotment and issue, rank equally in all respects with the existing ABB Shares in issue, save and except that the New Shares shall not be entitled to any dividends, rights, allotments and/or other form of distributions which may be declared, made or paid prior to the allotment of the New Shares issued pursuant to the Proposed DRP.

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF NEW SHARES IN RELATION TO THE PROPOSED DRP ("PROPOSED ISSUANCE OF NEW SHARES")

THAT, subject to the passing of Ordinary Resolution 1, and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of New Shares pursuant to the Proposed DRP until the conclusion of the next Annual General Meeting, which shall upon such terms and conditions and to such persons as the Board may, in their sole and absolute discretion, deem fit and in the best interest of the Bank;

AND THAT, the issue price of the said New Shares which will be determined by the Board on the price fixing date to be determined ("**Price Fixing Date**"), shall not be more than 10% discount to the 5-day volume-weighted average market price ("**VWAP**") of ABB Shares immediately prior to the Price Fixing Date. The VWAP shall be adjusted ex-dividend before applying the aforementioned 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 and to execute, sign and deliver for and on behalf of the Bank, 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 Proposed Issuance of New Shares, with full powers to assent to any conditions, modifications, variations and/or amendments (if any) including amendments, modifications, suspension and termination of the Proposed DRP as the Board may, in their absolute discretion, deem fit and in the best interest of the Bank and/or as may be imposed or agreed to by any relevant authorities.

By Order of the Board

NIMMA SAFIRA KHALID (LS0009015)

Secretary

Kuala Lumpur
30 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 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.
4. Where a member of the Bank 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 Bank.
5. Where a member of the Bank is an exempt authorised nominee which holds ordinary shares in the Bank 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.
6. The Form of Proxy should be completed and lodged at the office of the Bank'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 EGM or any adjournment thereof.
7. 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.