



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (“EGM”) 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 11.30 A.M.** OR IMMEDIATELY FOLLOWING THE CONCLUSION OR ADJOURNMENT OF THE 46TH ANNUAL GENERAL MEETING OF ABB TO BE HELD ON THE SAME DAY AT 10:00 A.M., FOR THE PURPOSE OF CONSIDERING AND, IF THOUGHT FIT, PASSING THE FOLLOWING ORDINARY RESOLUTION:

Ordinary Resolution

PROPOSED DIVESTMENT OF 7,000,000 ORDINARY SHARES IN AFFIN HWANG ASSET MANAGEMENT BERHAD (“AHAM”), REPRESENTING 63% EQUITY INTEREST IN AHAM, BY AFFIN HWANG INVESTMENT BANK BERHAD (“AFFIN HWANG IB”) TO STARLIGHT ASSET SDN BHD (“PURCHASER”) FOR THE PROVISIONAL CONSIDERATION OF RM1,417.5 MILLION, SUBJECT TO THE CLOSING ADJUSTMENTS AS WELL AS THE TERMS AND CONDITIONS AS SET OUT IN THE CONDITIONAL SHARE SALE AND PURCHASE AGREEMENT DATED 28 JANUARY 2022 ENTERED INTO BETWEEN AFFIN HWANG IB AND SELECTED KEY SENIOR MANAGEMENT OF AHAM (COLLECTIVELY, THE VENDORS) AND THE PURCHASER (“SPA”) (“PROPOSED DIVESTMENT”)

“THAT, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required) and the conditions precedent as set out in the SPA being fulfilled or waived (as the case may be), approval be and is hereby given to Affin Hwang IB for the divestment of its 7,000,000 ordinary shares held in AHAM, representing 63% equity interest in AHAM, to the Purchaser for a provisional cash consideration of RM1,417.5 million, subject to the closing adjustments as well as the terms and conditions as set out in the SPA, details of which are set out in the circular to shareholders of ABB in relation to the Proposed Divestment dated 26 April 2022 (“Circular”);

THAT, the Board of Directors of ABB (“Board”) is hereby authorised to use the proceeds from the Proposed Divestment as set out in Section 5 of the Circular and the Board is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of ABB;

AND THAT, in order to implement, complete and give full effect to the Proposed Divestment, approval be and is hereby given to the Board, with full power and authority, for and on behalf of ABB to:

- (a) enter into and execute such further or other agreements, arrangements, undertakings, instruments, documents and/or deeds with any party or parties as the Board may from time to time deem fit, expedient or advisable for or in connection with the Proposed Divestment;
- (b) negotiate, approve, agree, assent and/or give effect to any conditions, variations, modifications, additions and/or amendments in respect of the Proposed Divestment and the SPA (including other documents in relation thereto) and/or any provisions, terms and conditions thereof as may be agreed to/required by any relevant regulatory authorities or as a consequent of any such requirements and/or as the Board deems fit, expedient or advisable; and
- (c) do all such other acts, deeds and things as the Board may from time to time deem fit, necessary, expedient or advisable to implement, finalise and give full effect to the Proposed Divestment and in the best interest of the Company.”

BY ORDER OF THE BOARD

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

Kuala Lumpur
26 April 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The EGM 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 (“Tricor”)’s TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the EGM in order to register, participate and vote remotely via the RPV facilities.
- (2) The Broadcast Venue of the EGM 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 EGM in person at the Broadcast Venue on the day of the EGM.
- (3) A member entitled to participate and vote at this EGM 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 EGM.

(ii) Notwithstanding the above, for an exempt Authorised Nominee which holds ABB Shares for multiple beneficial owners in one (1) 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 EGM.
- (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 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 not less than 48 hours before the time fixed for holding the forthcoming EGM or any adjournment thereof.
- (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 the Administrative Notes for the EGM.
- (10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of the EGM of the Company shall be put to vote by way of a poll.



FORM OF PROXY

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 _____

_____ NRIC No. _____
(Full Name in Block Letters)

of _____
(Full Address)

and _____ NRIC No. _____
(Full Name in Block Letters)

of _____
(Full Address)

or failing him/her the CHAIRMAN OF THE MEETING as my/our proxy to participate and vote for me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") of ABB to be held on **Wednesday, 25 May 2022 at 11:30 a.m.** or immediately following the conclusion or adjournment of the 46th Annual General Meeting of ABB to be held on the same day at 10:00 a.m. and will be broadcasted live from the Broadcast Venue at **Menara Affin, Lingkaran TRX, Tun Razak Exchange, Jalan Tun Razak, 55188 Kuala Lumpur, Malaysia ("Broadcast Venue")**.

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

Ordinary Resolution	For	Against
Proposed Divestment		

Signed this on _____ day of _____ 2022.

Signature of Member/Common Seal

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

Notes:

- The EGM 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 ("Tricor")'s TIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the EGM in order to register, participate and vote remotely via the RPV facilities.
- The Broadcast Venue of the EGM 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 EGM in person at the Broadcast Venue on the day of the EGM.
- A member entitled to participate and vote at this EGM 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.
- 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 EGM.
 - Notwithstanding the above, for an exempt Authorised Nominee which holds ABB Shares for multiple beneficial owners in one (1) 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.
- 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.
- 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.
- 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 EGM.
- The appointment of proxy may be submitted in hard copy form or electronically via TIH Online website at <https://tiih.online>. The hard copy of the 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, not less than 48 hours before the time fixed for holding the forthcoming EGM or any adjournment thereof.
- 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 the Administrative Notes for the EGM.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM of the Company shall be put to vote by way of a poll.

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THE SHARE REGISTRAR OF

AFFIN BANK BERHAD

Company No. 197501003274 (25046-T)

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 EXTRAORDINARY GENERAL MEETING

Mode of Meeting

- The EGM 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 (“Tricor”) 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 EGM is as follows:-

Date	Time
Wednesday, 25 May 2022	11.30 a.m. or immediately following the conclusion or adjournment of the 46 th Annual General Meeting of Affin Bank Berhad to be held on the same date at 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 EGM may do so using the RPV facilities to be provided by the appointed share registrar for this EGM, 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 EGM. 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 EGM 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 Forms of Proxy, original certificates of appointment of corporate representative and power of attorney must be deposited with Tricor no later than 11.30 a.m. on 23 May 2022 (48 hours before the commencement of EGM).
- Members who have appointed proxy/proxies or attorney or authorised representative to participate and vote at the EGM 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 EGM at 11.30 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 EXTRAORDINARY GENERAL MEETING

Pre-Meeting Submission of Question to the Board of Directors

- Members may submit questions to the Board in advance of the EGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than 11.30 a.m. on 23 May 2022. The Board will endeavor to answer the questions received at the EGM.

Circular

- The Company's Circular is available on the Company's website at <https://www.affingroup.com>
- You may request for a printed copy of the Circular 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 Circular.

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	
Register as a user with TIIH Online Note: If you are already a registered user with TIIH Online, you need not register again	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. 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 with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
Register for RPV	<ul style="list-style-type: none"> Registration is open from Tuesday, 26 April 2022 until the day of EGM 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 EGM to ascertain their eligibility to participate the EGM using the RPV. Login with your user ID (email address) and password. Select corporate event: "(REGISTRATION) AFFIN BANK BERHAD EGM 2022". 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. (Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).



ADMINISTRATIVE NOTES FOR EXTRAORDINARY 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 EGM at any time from 10.30 a.m. onwards i.e. 1 hour prior to the commencement of the meeting at 11.30 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 EGM 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 EGM 2022” to engage in the proceedings of the EGM 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 EGM.• 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 11.30 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 11.30 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 EGM 2022” 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 EGM, 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 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 EXTRAORDINARY 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 17 May 2022 shall be eligible to attend, speak and vote at the EGM 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 EGM 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 EGM yourself, please do not submit any Form of Proxy for the EGM. You will not be allowed to participate in the EGM 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 EGM 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 11.30 a.m.</p>	<p>i. Steps for Individual Shareholders</p> <ul style="list-style-type: none"> • After the publication of the Notice of the EGM by the Company, login with your user ID (email address) and password. • Select the corporate event: “AFFIN BANK BERHAD EGM 2022 - 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 EGM 2022: 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 EGM 2022: 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.