

NOTICE OF 48TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 48TH ANNUAL GENERAL MEETING (“AGM”) OF AFFIN BANK BERHAD [197501003274 (25046-T)] (“ABB/THE COMPANY”) WILL BE HELD ON THURSDAY, 25 APRIL 2024 AT 10.00 A.M. AT THE TAMING SARI GRAND BALLROOM, THE ROYALE CHULAN KUALA LUMPUR, 5 JALAN CONLAY, 50450 KUALA LUMPUR (“MAIN VENUE”) AND VIRTUALLY BY WAY OF ELECTRONIC MEANS VIA THE TIIH ONLINE WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) (“ONLINE PLATFORM”) 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 2023 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of a single-tier final dividend of 5.76 sen per ordinary share in respect of the financial year ended 31 December 2023. **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 Puan Marzida binti Mohd Noor **Resolution 2**
 - 3.2 Mr. Gregory Jerome Gerald Fernandes **Resolution 3**
 - 3.3 Ms. Chan Wai Yu **Resolution 4**
4. To re-elect Puan Emeliana Dallon Rice-Oxley who retires pursuant to Article 124 of the Company’s Constitution and who being eligible, offers herself 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 48th AGM to the 49th 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 48th AGM to the 49th 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 2024 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 Ordinary Resolutions:

8. **AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN AFFIN BANK BERHAD (“ABB SHARES”)** **Resolution 9**

“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 Article 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. **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. **PROPOSED ALLOCATION TO DATUK WAN RAZLY ABDULLAH WAN ALI, THE PRESIDENT & GROUP CHIEF EXECUTIVE OFFICER OF ABB FOR THE YEAR 2024 PURSUANT TO THE COMPANY'S LONG-TERM INCENTIVE PLAN IN THE FORM OF AN EMPLOYEES' SHARE GRANT SCHEME ("SGS")**

Resolution 11

"THAT the Board be and is hereby authorised to cause or procure the offering and the allocation to Datuk Wan Razly Abdullah Wan Ali, being the President & Group Chief Executive Officer of ABB, of up to a maximum of 2,700,000 new ABB Shares under the SGS as they shall deem fit, being the allocation for the year 2024 and will be measured against the 2026 targets, which will be vested to him in the year 2027, 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 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 pursuant to Section 85 of the Act read together with Article 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.

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 SGS to him from time to time pursuant to the vesting of his Grant(s)."

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11. 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

27 March 2024

Notes:

1. HYBRID 48th AGM
 - 1.1. The 48th AGM of the Company will be held through a hybrid mode whereby Member(s), proxy(ies), corporate representative(s), or attorney(s) will have an option, either:
 - (a) To attend in person at the Main Venue ("Physical Attendance"); OR
 - (b) To attend virtually using the 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> ("Virtual Attendance").

Please refer to the Administrative Guide for the full guide to Physical Attendance and Virtual Attendance at the 48th AGM.
 - 1.2. All Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend the 48th AGM of the Company **must register** as a user with TIIH Online first and **pre-register** their attendance on TIIH Online to verify their eligibility to attend the 48th AGM based on the General Meeting Record of Depositors ("General Meeting ROD") as at 17 April 2024 and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance.
 - 1.3. The pre-registration is open from the date of the Notice of the 48th AGM on Wednesday, 27 March 2024 and the closing date and time shall be:
 - (a) at 10.00 a.m. on Tuesday, 23 April 2024 for Physical Attendance at the Main Venue; or
 - (b) until such time before the voting session ends at the 48th AGM on Thursday, 25 April 2024 for Virtual Attendance using RPV facilities.
2. PROXY
 - 2.1. 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.
 - 2.2. 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.
 - 2.3. 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.
 - 2.4. 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.
 - 2.5. 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.
 - 2.6. With respect to deposited securities, only Members whose names appear in the General Meeting ROD on 17 April 2024 shall be entitled to participate and vote at the 48th AGM.
 - 2.7. The appointment of proxy may be submitted in hard copy form or electronically via the 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 48th AGM or no later than 23 April 2024 at 10.00 a.m.
 - 2.8. If Members wish to submit their Proxy Form electronically via Tricor's TIIH Online website at <https://tiih.online>, please refer to the Procedures for Electronic Submission of Proxy Form as set out in the Administrative Guide for Members.
3. VOTING
 - 3.1. Pursuant to Paragraph 8.29A(1) of MMLR of Bursa Malaysia, all resolutions set out in the Notice of the 48th AGM of the Company shall be put to vote by way of a poll.

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4. EXPLANATORY NOTES ON ORDINARY BUSINESSES:

4.1. Audited Financial Statements for the Financial Year Ended 31 December 2023

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.

4.2. 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.

4.3. 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.

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

Based on the results of the Board Effectiveness Evaluation conducted internally for the financial year ended 31 December 2023, the performance of each of the retiring Directors under Article 118 of the Company's Constitution was found to be satisfactory.

In addition, all four (4) of the retiring Directors have also provided their annual declaration/confirmation of independence in January 2024.

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 profiles of the Directors who are standing for re-election at the 48th AGM are provided herein.

4.4. Ordinary Resolutions 6 and 7 – Remuneration Payable to Non-Executive Directors

Section 230(1) 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 claimable benefits or otherwise such as monthly subscription of club membership and other facilities made available by the Company to eligible NEDs.

At the 47th AGM of the Company held on 25 May 2023, the benefits payable to the NEDs from the 47th AGM to the 48th AGM were approved for an amount of up to RM1,800,000. The utilisation of this approved amount as of 15 March 2024 is approximately 70%.

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The exact amounts received by each NED are provided in Note 41 of the Audited Financial Statements for FY2023.

The total amount of benefits payable to the NEDs is estimated to be up to RM1,800,000 for the Current Period, taking into account various factors including the number of meetings for the Board/ Board Committees as well as the number of NEDs involved in these meetings.

4.5. Ordinary Resolution 8 – Re-appointment of External Auditors

The Group Board Audit Committee (“GBAC”) had at its meeting held on 22 January 2024, conducted an annual review on the external auditors, Messrs. PricewaterhouseCoopers PLT in accordance with BNM’s Guidelines on External Auditors and ABB’s Policy and Procedures for Appointment of Group External Auditors. The assessment covered a wide spectrum of matters such as performance, 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 2024 (“FY2024”).

The Board had at its meeting held on 29 January 2024 endorsed the GBAC’s recommendation for the shareholders’ approval to be sought at the 48th AGM on the re-appointment of Messrs. PricewaterhouseCoopers PLT as the external auditors of the Company for FY2024.

The Board is also seeking shareholders’ approval to authorise the Directors to fix the remuneration of the external auditors for FY2024.

5. EXPLANATORY NOTES ON SPECIAL BUSINESSES:

5.1. 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 47th AGM held on 25 May 2023 and will lapse at the conclusion of the 48th AGM to be held on 25 April 2024.

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 Article 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.

5.2. 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.

5.3. Ordinary Resolution 11 – Proposed Allocation to Datuk Wan Razly Abdullah Wan Ali, the President & Group Chief Executive Officer of ABB for the year 2024 pursuant to the Company’s Long-Term Incentive Plan in the form of SGS

The proposed Ordinary Resolution 11, if passed, will enable the Company to allocate up to a maximum of 2,700,000 new ABB Shares under the SGS as the Board deems fit, being the allocation for the year 2024 and will be measured against the 2026 targets, which will be vested in 2027, to Datuk Wan Razly Abdullah Wan Ali, the President & Group Chief Executive Officer of ABB pursuant to the Group’s Share Grant Scheme.

Pursuant to Section 85 of the Act read together with Article 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.

For the Board to issue new ABB Shares to Datuk Wan Razly Abdullah Wan Ali free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 11, if passed, will exclude Members’ pre-emptive rights over all new ABB Shares arising from the issuance of new ABB Shares to Datuk Wan Razly Abdullah Wan Ali pursuant to the SGS.

STATEMENT ACCOMPANYING NOTICE OF 48TH 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 48th AGM are as follows:

Resolution 2

PUAN MARZIDA BINTI MOHD NOOR

Independent Non-Executive Director

Nationality/Age/Gender	Malaysian/60 years old /Female
Date of Appointment	1 March 2020
Length of Service (as at 31 March 2024)	4 years
Academic/ Professional Qualification	<ul style="list-style-type: none"> Master of Science in Management Information Systems, United States International University, San Diego, California, USA Bachelor of Science in Business, Indiana University Bloomington, Indiana, USA
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> Director, Allianz Malaysia Berhad Director, Green Laundry Sdn Bhd Director, Tegas Lestari Sdn Bhd Director, Aricend Bella Visage Sdn Bhd Director, MNF Properties Sdn Bhd Director, Trifiniti Online Sdn Bhd Director, Trifiniti Ventures Sdn Bhd Manager, HRIT Competency Centre, Shell Business Operations Oil & Gas Programme Manager, SAP Business Objects Software License Management, Shell Business Operations Oil & Gas Programme Manager, Global Retail Site Systems Support Services, Shell Business Operations Oil & Gas Planning and Programme Manager & Downstream IT Global Strategy, Shell Business Operations Oil & Gas Chief Information Officer, Malaysia Airlines Air Transportation Senior General Manager, Programme Management Office, Malaysia Airlines Air Transportation Programme Manager, Support Services Business Improvement Programme, Malaysia Airlines Air Transportation Vice President, IT Planning & Development, Malaysia Airlines Air Transportation Programme Director, Y2K Corporate, Malaysia Airlines Air Transportation Business Information Controller, Corporate Planning Department, Malaysia Airlines Air Transportation
Present Directorship(s) in Public/Public Listed Companies and/or appointments	<p>Other Commitment</p> <ul style="list-style-type: none"> A volunteer member of 30% Club Malaysia, a platform which is set up to improve gender diversity on the board of public listed companies. Member of Advisory Panel, Precious Amber International Berhad.
Membership of Board Committees	<ul style="list-style-type: none"> Chair, Group Board Information Technology Committee Member, Group Board Nomination and Remuneration Committee

Notes:

- Puan Marzida Mohd Noor 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 Puan Marzida Mohd Noor based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ending 31 December 2023.
- Puan Marzida Mohd Noor 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, or the ability to act in the best interests of AFFIN.
- Puan Marzida Mohd Noor does not hold any shares in Affin Bank Berhad, has no family relationship with any Director and/or major shareholders of AFFIN, has no conflict of interest with AFFIN, has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during FY2023.

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

Resolution 3**MR. GREGORY JEROME GERALD FERNANDES***Independent Non-Executive Director*

Nationality/Age/Gender	Malaysian/68 years old /Male
Date of Appointment	1 April 2020
Length of Service (as at 31 March 2024)	3 years 11 months
Academic/ Professional Qualification	<ul style="list-style-type: none"> Registered Accountant, Malaysian Institute of Accountants Associate, Institute of Chartered Accountants in England & Wales Fundamentals of Accounting, North East London Polytechnic, United Kingdom
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> Director, Chubb Insurance Malaysia Berhad Corporate Advisor/CEO Office, Offshore Works Sdn Bhd Consultant/Finance, Platinum Energy Sdn Bhd Senior Vice President Global Marketing Scomi Engineering Berhad Chief Financial Officer, Scomi Engineering Berhad Associate Director, Innovation Associates Director/Corporate Finance, Nikkei Pacific Corporate Advisors Sdn Bhd Principal/Assurance, AJ Shah & Associates (EY Technical Associate Firm), Seychelles Manager-Principal/Assurance, Ernst & Young
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"> Chair, Group Board Audit Committee Member, Group Board Compliance Committee

Notes:

- *Mr. Gregory Jerome Gerald Fernandes 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. Gregory Jerome Gerald Fernandes based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ending 31 December 2023.*
- *Mr. Gregory Jerome Gerald Fernandes 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, or the ability to act in the best interests of AFFIN.*
- *Mr. Gregory Jerome Gerald Fernandes does not hold any shares in Affin Bank Berhad, has no family relationship with any Director and/or major shareholders of AFFIN, has no conflict of interest with AFFIN, has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during FY2023.*

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

Resolution 4

MS. CHAN WAI YU <i>Independent Non-Executive Director</i>	
Nationality/Age/Gender	Malaysian/65 years old /Female
Date of Appointment	1 April 2021
Length of Service (as at 31 March 2024)	2 years 11 months
Academic/ Professional Qualification	<ul style="list-style-type: none"> Bachelor of Economics (Analytical Economics), 2nd Class Upper Hons, University of Malaya (UM)
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> VP, Chairman/CEO Secretariat, OCBC Bank (Malaysia) Berhad Director, Head, Operational Risk Management, Bank of Singapore VP, Head, Operational Risk Management, OCBC Bank (Malaysia) Berhad Head, Risk Portfolio Management, OCBC Bank (Malaysia) Berhad Head, Credit Risk Management, Maybank Head, Operational Risk Management, Maybank Project Director, Basel II Project Management Office, Maybank Project Manager, Integrated Risk Management Project, Maybank Head, Credit Risk Analytics, Maybank Head, Credit Policy, Maybank
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"> Chair, Group Board Risk Management Committee

Notes:

- Ms. Chan Wai Yu 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 Ms. Chan Wai Yu based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ending 31 December 2023.
- Ms. Chan Wai Yu 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, or the ability to act in the best interests of AFFIN.
- Ms. Chan Wai Yu does not hold any shares in Affin Bank Berhad, has no family relationship with any Director and/or major shareholders of AFFIN, has no conflict of interest with AFFIN, has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during FY2023.

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

Resolution 5**PUAN EMELIANA DALLAN RICE-OXLEY***Non-Independent Non-Executive Director*

Nationality/Age/Gender	Malaysian/61 years old /Female
Date of Appointment	1 October 2023
Length of Service (as at 31 March 2024)	5 months
Academic/ Professional Qualification	<ul style="list-style-type: none"> Advanced Management Program, Harvard Business School, USA Professional Certification in Decision Quality and Risk Management, Stanford University, USA Bachelor of Science in Geology, University of South Carolina, USA
Past Directorship(s)/Working Experience	<ul style="list-style-type: none"> Non-Independent Non-Executive Director of Petronas Management Training Sdn Bhd Non-Independent Non-Executive Director of PETRONAS Gas Berhad Non-Independent Non-Executive Director of PETRONAS E&P Overseas Ventures Sdn Bhd Non-Independent Non-Executive Director of Petronas Carigali Overseas Sdn. Bhd VP, Exploration Upstream, Petronas VP, Exploration Malaysia, Petronas Senior General Manager, Exploration Malaysia Hydrocarbon Maturation Manager, Onshore US and Latin America, SHELL Brazil Exploration Team Leader, SHELL Manager, Exploration Portfolio & Planning, Asia Pacific Various Technical and team leader roles, SHELL
Present Directorship(s) in Public/Public Listed Companies and/or appointments	<p>Directorship in Public Listed Companies</p> <ul style="list-style-type: none"> Independent Non-Executive Director of Hibiscus Petroleum Berhad <p>Other Directorships</p> <ul style="list-style-type: none"> Independent Non-Executive Director of PGS ASA <p>Other Appointments</p> <ul style="list-style-type: none"> Member of the Business Advisory Board of Heriot-Watt University Malaysia
Membership of Board Committees	<ul style="list-style-type: none"> Chair, Group Board Sustainability Committee

Notes:

- Puan Emeliana Dallan Rice-Oxley 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 Puan Emeliana Dallan Rice-Oxley based on the satisfactory results of the Board Effectiveness Evaluation conducted for the financial year ending 31 December 2023.
- Puan Emeliana Dallan Rice-Oxley 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, or the ability to act in the best interests of AFFIN.
- Puan Emeliana Dallan Rice-Oxley does not hold any shares in Affin Bank Berhad, has no family relationship with any Director and/or major shareholders of AFFIN, has no conflict of interest with AFFIN, has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during FY2023.

ADMINISTRATIVE GUIDE

48TH ANNUAL GENERAL MEETING

1. HYBRID 48TH ANNUAL GENERAL MEETING (“AGM”)

The 48th AGM of Affin Bank Berhad (“the Company”) will be conducted via a hybrid mode (physical and virtual) in accordance with the revised ‘Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers’ issued by the Securities Commission Malaysia (“SC’s Guidance”) on 7 April 2022. This is in line with Principle C of the Malaysian Code of Corporate Governance (“MCCG”). In this respect, the Company will continue to leverage on technology to ensure that the 48th AGM supports meaningful engagement between the Board/Management and Shareholders of the Company.

The date, time and venue for the 48th AGM of the Company are as below:

Date	Time
Thursday, 25 April 2024	10.00 a.m.
Venue	
(a) Main Venue Taming Sari Grand Ballroom The Royale Chulan Kuala Lumpur 5, Jalan Conlay 50450 Kuala Lumpur	(b) Online Platform TIIH Online website at https://tiih.online with Remote Participation and Voting (“RPV”) facilities

Shareholders shall have the option to attend the hybrid 48th AGM either in person (“Physical Attendance”) at the Main Venue or virtually using the RPV facilities (“Virtual Attendance”) at TIIH Online website at <https://tiih.online>. The Main Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act (“CA”) 2016.

2. GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend the 48th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 69(2) of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors (“General Meeting ROD”) as at 17 April 2024. Only a depositor whose name appears on the Record of Depositors as at 17 April 2024 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

3. PRE-REGISTRATION TO ATTEND THE 48TH AGM

Shareholders of the Company are invited to attend the 48th AGM to exercise your right to attend, participate and vote at the 48th AGM by Physical Attendance or Virtual Attendance at the AGM Main Venue or participating remotely by RPV at TIIH Online website <https://tiih.online>. As such, shareholders are required to take the following steps to pre-register yourself in order to participate at the 48th AGM. To do so, shareholders must take the following steps at TIIH Online:

- (a) Register as a user with TIIH Online
 - (i) Access the TIIH Online website at <https://tiih.online>.
 - (ii) Under “e-Services”, select the Sign-Up button followed by “Create Account by Individual Holder. Refer to the tutorial guide posted on the homepage for assistance.
 - (iii) Registration as a user will be approved within one (1) working day and shareholders will be notified via e-mail.
- (b) Register your attendance for the 48th AGM
 - (i) Shareholder(s), proxy(ies), corporate representative(s) and attorney(s) are required to pre-register your attendance for the 48th AGM for verification of your eligibility to attend the 48th AGM based on the General Meeting ROD as at 17 April 2024. This is to ensure that the Company is able to make the necessary preparations to allow shareholders to attend the 48th AGM in person should they wish to.
 - (ii) The pre-registration is open from the date of the Notice of 48th AGM on Wednesday, 27 March 2024.
 - (iii) The closing date and time for the pre-registration shall be as follows:

Physical attendance	at 10.00 am on Tuesday, 23 April 2024
Remote participation	such time before the voting session ends at the 48 th AGM on Thursday, 25 April 2024

ADMINISTRATIVE GUIDE 48TH ANNUAL GENERAL MEETING

(iv) Pre-registration and attendance for shareholder(s) as follows:

	Physical Meeting Attendance	Virtual remote participation via RPV
Pre-Meeting day	<ul style="list-style-type: none"> Go to https://tiih.online Login in with your user ID (e-mail address) and password and select the corporate event: “(REGISTRATION) AFFIN BANK BERHAD 48TH AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Physical Attendance at Meeting Venue”. Review your registration information and proceed to submit your pre-registration. TIIH Online will send an e-mail to notify that your pre-registration for physical attendance is received and will be verified. Upon system verification against the General Meeting ROD as at 17 April 2024, TIIH Online will send an e-mail on or after 23 April 2024 to confirm your physical attendance at the AGM Main Venue. In the event your registration is not approved, you will be notified via e-mail. <p>PLEASE NOTE: Should you no longer wish to attend the 48th AGM physically, kindly inform is.enquiry@my.tricorglobal.com to switch your registration from physical attendance to remote participation via RPV before the cut-off date at 10 a.m. on 23 April 2024.</p>	<ul style="list-style-type: none"> Go to https://tiih.online Login in with your user ID (e-mail address) and password and select the corporate event: “(REGISTRATION) AFFIN BANK BERHAD 48TH AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration information and proceed to submit your pre-registration. TIIH Online will send an e-mail to notify that your pre-registration for remote participation via RPV has been received and will be verified. Upon system verification against the General Meeting ROD as at 17 April 2024, TIIH Online will send an e-mail on or after 23 April 2024 to confirm your remote participation via RPV. In the event your registration is not approved, you will be notified via e-mail. <p>PLEASE NOTE: Should you decide to attend physically after successful registration, kindly inform is.enquiry@my.tricorglobal.com to switch your registration from remote participation via RPV to physical attendance before the cut-off date at 10 a.m. on 23 April 2024.</p>
Meeting day – participation at AGM	<ul style="list-style-type: none"> Please produce your original MyKad/ Passport (for foreigners) for verification purposes at the verification counters on AGM day. Kindly note that your entry into the AGM Main Venue shall only be allowed subject to verification of your pre-registration of attendance as per above. 	<ul style="list-style-type: none"> Please refer to Note 9 below.

ADMINISTRATIVE GUIDE 48TH ANNUAL GENERAL MEETING

4. PROXY

(a) Appointment of Chairman of the meeting as proxy

If a shareholder is not able to attend the 48th AGM, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form. The same must be deposited or submitted in accordance with Note 5 below.

(b) Appointment of proxy, corporate representative or attorney

(i) A shareholder who has appointed a proxy(ies), corporate representative(s) or attorney(s) to participate at this 48th AGM must ensure that the proxy form is completed with the required information, signed and dated accordingly. The same must be deposited in accordance with **Note 5** below.

(ii) The shareholder must also request his/her proxy(ies), authorised representative or attorney to register himself/herself as a user with the TIIH Online website at <https://tiih.online>.

(iii) The representative of a corporation or institutional shareholder must register as a user first in accordance with **Note 5(b)(ii)** below, before he/she can subscribe to this corporate holder electronic submission.

(c) Documents relating to appointment as corporate representative

For a corporate member who has appointed a representative to participate at the 48th AGM, please deposit the ORIGINAL certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. ("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. The certificate of appointment should be executed in the following manner:

(i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.

(ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a director; or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

(d) Documents relating to appointment of proxy by power of attorney

(i) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company, 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.

(ii) A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

5. CUT-OFF DATE AND TIME FOR LODGEMENT OF PROXY FORM

As approved by the Board with reference to Article 102 of the Company's Constitution, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 48th AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than 10.00 a.m. on Tuesday, 23 April 2024 in accordance with Article 104 of the Company's Constitution:

(a) In hard copy:

(i) By hand or post: to the office of 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;

ADMINISTRATIVE GUIDE 48TH ANNUAL GENERAL MEETING

(b) In electronic form via TIIH Online:

(i) The steps to be taken by individual shareholders are as follows:

- You should have completed the steps in accordance with Note 3(a) above.
- As a registered user of TIIH Online, go to <https://tiih.online> and login with your user ID (i.e. e-mail address) and password.
- Select the Corporate Exercise/Event: “**AFFIN BANK BERHAD 48TH 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(s) to vote on your behalf.
- Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.
- Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.
- Review and confirm your proxy(s) appointment.
- Print proxy form for your record.

(ii) The steps to be taken by authorised/nominated representatives of corporate/institutional shareholders are as follows:

A. Register as a user with TIIH Online

- Access the TIIH Online website at <https://tiih.online>.
- Under “e-Services”, select the **Sign-Up** button followed by “**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 e-mail within one (1) to two (2) working days.
- Proceed to activate your account with the temporary password given in the e-mail and re-set your own password.

B. Prepare proxy appointment

- As a registered user of TIIH Online, go to <https://tiih.online> and login with your user ID (i.e. e-mail address) and password.
- Select the Corporate Exercise/Event: “**AFFIN BANK BERHAD 48TH AGM – Submission of Proxy Form**”.
- Read and agree to the Terms & Conditions and confirm the Declaration.
- Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note given therein.
- Prepare the file for the appointment of proxies by inserting the required data.

C. Submit the proxy appointment file

- Select the Corporate Exercise/Event: “**AFFIN BANK BERHAD 48TH 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.

6. ANNUAL REPORT 2023

The Company’s Annual Report 2023 is available on the Company’s website at <https://affin.listedcompany.com/ar.html>

You may request a printed copy of the Annual Report 2023 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 2023.

ADMINISTRATIVE GUIDE 48TH ANNUAL GENERAL MEETING

7. SUBMISSION OF QUESTIONS FOR THE 48TH AGM

- (a) Prior to the meeting

Shareholders may submit questions in relation to the agenda items for the 48th AGM prior to the 48th AGM via TIIH Online at <https://tiih.online> by selecting “e-Services” to log in, pose questions and submit electronically not later than 10.00 a.m. on Tuesday, 23 April 2024. The responses to these questions will be shared at the 48th AGM.

- (b) During the meeting

For submission of questions ‘live’ during the 48th AGM

Physical Meeting Attendance	Virtual remote participation via RPV
Verified shareholder(s), proxy(ies) and corporate representative(s) will be able to ask questions in person at the AGM Main Venue.	Verified shareholder(s), proxy(ies) and corporate representative(s) may use the Query Box facility to ask questions real-time (in the form of typed text) during the meeting.

The Board and Senior Management will provide the responses to the questions accordingly.

8. POLL VOTING

The voting at the 48th AGM will be conducted by poll in accordance with Paragraph 8.29A(1) of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

- (a) All shareholders and proxies attending the 48th AGM physically at the Main Venue or virtually using the RPV facilities shall exercise their rights to vote via the TIIH Online website at <https://tiih.online>. As such, all shareholders and proxies attending the 48th AGM physically at the Main Venue are advised to bring their own personal devices to vote via the TIIH Online website at <https://tiih.online>. Please refer to Note 9(c) below on steps for online remote voting.
- (b) The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of online remote voting. During the meeting, the Chairman will invite the Poll Administrator to brief shareholders on the online remote voting process. The online remote voting session will commence from the start of the meeting at 10.00 a.m. on 25 April 2024 until such time when the Chairman announces the end of the voting session. This is in line with the SC’s Guidance which provides that Members shall be allowed to cast their votes remotely and contemporaneously (live) during the proceeding of the general meeting.
- (c) The Company has appointed Scrutineer Solutions Sdn Bhd as scrutineers to verify the poll results. Upon completion of the “in time” voting session for the 48th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration of whether the resolutions are duly passed.

9. VIRTUAL ATTENDANCE USING RPV ON THE DATE OF THE 48TH AGM

With the approved registration for RPV, shareholders have the right to join the live stream meeting and vote remotely. Shareholders’ login to TIIH Online indicates their attendance at the virtual 48th AGM. The procedures for the RPV facilities are summarised below:

Procedure	Action
(a) Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 48th AGM at any time from 9.00 a.m. i.e. one (1) hour before the commencement of the 48th AGM at 10.00 a.m. on Thursday, 25 April 2024.

ADMINISTRATIVE GUIDE 48TH ANNUAL GENERAL MEETING

Procedure	Action
(b) Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) AFFIN BANK BERHAD 48TH AGM” to engage in the proceedings of the 48th AGM remotely. If you have any questions for the Chairman/Board, you may use the Query Box to transmit your question. The Chairman/Board will try to respond to questions submitted by you during the 48th AGM. If the questions are received late after the Questions & Answers session, the responses will be e-mailed to you after the meeting. Please note that the quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
(c) Online Remote Voting	<p>The Online Remote Voting session commences from 10.00 a.m. on Thursday, 25 April 2024 until a time when the Chairman announces the end of the said voting session.</p> <ul style="list-style-type: none"> Select the corporate event: “(REMOTE VOTING) AFFIN BANK BERHAD 48TH 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 & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.

Helpline Contact

In the event you encounter any issues with logging in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-4080 5616/011-4080 3168/011-4080 3169 011-4080 3170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

End of Live Streaming for remote participation

The Live Streaming will end upon the announcement by the Chairman at the conclusion of the 48th AGM after the outcome of the resolutions has been declared.

10. PHYSICAL ATTENDANCE

(a) Parking

Limited parking lots are available at the meeting venue at a flat rate of RM12.00. The parking at Royale Chulan Kuala Lumpur is cashless which allows you to come and leave the hotel by tapping your TnG card, credit card or debit card on the untended kiosk at the entry and exit lanes.

(b) Verification of attendance

- (i) Verification of attendance will start at 9.00 a.m. and will end at a time as directed by the Chairman of the meeting. As you enter the hotel, the verification counters are located at Taman Mahsuri, in front of the Grand Ballroom.
- (ii) Please produce your original MyKad/Passport at the verification counter and make sure you collect your MyKad/Passport thereafter.
- (iii) You will be given a wristband for entry to the meeting room.
- (iv) There will be no replacement of the wristband in the event that you lose or misplace the wristband.
- (v) No person will be allowed to verify on behalf of another person even with the original MyKad/Passport of that other person.
- (vi) The verification counter will handle only verification of your pre-registration. If you have any enquiry, please proceed to the Help Desk. The Help Desk will be located next to the verification counter in the same area.

ADMINISTRATIVE GUIDE 48TH ANNUAL GENERAL MEETING

11. ENQUIRY

If you have any enquiry prior to the 48th AGM, please contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday, except for public holidays):

<p>(b) Tricor Investor & Issuing House Services Sdn Bhd Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia</p>	<p>Telephone Number</p> <p>General Line 603-2783 9299</p> <p>Fax Number 603-2783 9222</p> <p>E-mail is.enquiry@my.tricorglobal.com</p>
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The Company shall abide by the prevailing and applicable procedures and guidelines as well as precautionary measures as prescribed by the Government and other relevant authorities. In the event that any new procedures, guidelines, or measures may affect the administration of the 48th AGM as set out in this Administrative Guide and require a material change to the proceedings of the meeting, the Company will issue announcement on the same accordingly. Hence, please contact the above officers or check the Company's website for announcements on the latest update (if any) in relation to the 48th AGM.

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 of proxy in capital letters	NRIC (new & old)/Passport No. of proxy	Proportion of shareholdings to be represented	
		No. of shares	%

and (if more than one (1) proxy)

Full name of proxy in capital letters	NRIC (new & old)/Passport No. of proxy	Proportion of shareholdings to be represented	
		No. of shares	%

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 48th Annual General Meeting (AGM) of the Company to be held on **Thursday, 25 April 2024 at 10.00 a.m.** at the **Taming Sari Grand Ballroom, The Royale Chulan Kuala Lumpur, 5 Jalan Conlay, 50450 Kuala Lumpur ("Main Venue")** and virtually by way of electronic means via the TIIH Online website at <https://tjih.online> ("Online Platform") 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 5.76 sen per ordinary share in respect of the financial year ended 31 December 2023.		
	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	Puan Marzida binti Mohd Noor		
3	Mr. Gregory Jerome Gerald Fernandes		
4	Ms. Chan Wai Yu		
5	To re-elect Puan Emeliana Dallan Rice-Oxley who retires pursuant to Article 124 of the Company's Constitution and who being eligible, offers herself for re-election.		
6	To approve the following fees and payment of the same to the Non-Executive Directors for the period from the 48 th AGM to the 49 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 48 th AGM to the 49 th AGM of the Company.		
8	To re-appoint Messrs PricewaterhouseCoopers PLT as the Company's Auditors for the financial year ending 31 December 2024 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 Allocation to Datuk Wan Razly Abdullah Wan Ali, the President & Group Chief Executive Officer of ABB for the year 2024 pursuant to the Company's long-term incentive plan in the form of an Employees' Share Grant Scheme ("SGS")		

Signed this on _____ day of _____ 2024.

Signature of Member/Common Seal

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

Notes:

- (1) The 48th AGM of the Company will be held via a hybrid mode whereby Member(s), proxy(ies), corporate representative(s), or attorney(s) will have an option, either:
- To attend in person at the Main Venue ("Physical Attendance"); OR
 - To attend virtually using the 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> ("Virtual Attendance").

 Please refer to the Administrative Guide for the full guide to Physical Attendance and Virtual Attendance at the 48th AGM.

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- (2) All Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend the 48th AGM of the Company must register as a user with TIIH Online first and pre-register their attendance on TIIH Online to verify their eligibility to attend the 48th AGM based on the General Meeting Record of Depositors ("General Meeting ROD") as at 17 April 2024 and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance.
- (3) The pre-registration is open from the date of the Notice of the 48th AGM on Wednesday, 27 March 2024 and the closing date and time shall be:
 - (a) at 10.00 a.m. on Tuesday, 23 April 2024 for Physical Attendance at the Main Venue; or
 - (b) until such time before the voting session ends at the 48th AGM on Thursday, 25 April 2024 for Virtual Attendance using RPV facilities.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) With respect to deposited securities, only Members whose names appear in the General Meeting ROD on 17 April 2024 shall be entitled to participate and vote at the 48th AGM.
- (10) The appointment of proxy may be submitted in hard copy form or electronically via the 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 48th AGM or no later than 23 April 2024 at 10.00 a.m.
- (11) If Members wish to submit their Proxy Form electronically via Tricor's TIIH Online website at <https://tiih.online>, please refer to the Procedures for Electronic Submission of Proxy Form as set out in the Administrative Guide for Members.
- (12) Pursuant to Paragraph 8.29A(1) of MMLR of Bursa Malaysia, all resolutions set out in the Notice of the 48th 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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