



CIMB GROUP HOLDINGS BERHAD
(Registration No. 195601000197 (50841-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of CIMB Group Holdings Berhad (the "**Company**") will be held fully virtual at the broadcast venue at Level 31, Menara CIMB, Jalan Stesen Sentral 2, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia on Thursday, 15 April 2021 at 11.30 a.m. or at the conclusion of the 64th Annual General Meeting ("**AGM**") of the Company or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN, WHICH COMPRISES THE PROPOSED EMPLOYEE SHARE OPTION SCHEME ("PROPOSED ESOS") AND THE PROPOSED SHARE GRANT PLAN ("PROPOSED SGP"), OF UP TO 2.5% OF THE ISSUED SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE LONG TERM INCENTIVE PLAN, FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARY COMPANIES ("GROUP"), WHICH ARE NOT DORMANT, WHO FULFIL THE ELIGIBILITY CRITERIA AS SET OUT IN THE BY-LAWS OF THE LONG TERM INCENTIVE PLAN ("PROPOSED LTIP")

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

- i. establish, implement and administer the Proposed LTIP of up to 2.5% of the total number of issued ordinary shares (excluding treasury shares, if any) of the Company ("**Shares**") at any point of time during the duration of the Proposed LTIP for the executive directors of the Group and employees who hold senior management positions and key roles within the Group ("**Eligible Persons**") in accordance with the provisions of the by-laws governing the Proposed LTIP ("**By-Laws**"), a draft of which is set out in Appendix I of the Company's circular to shareholders dated 31 March 2021 ("**Circular**"), and to give full effect to the Proposed LTIP to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- ii. allot and issue and/ or transfer such number of Shares from time to time to the Eligible Persons upon the award of the Shares in writing to the SGP Participants ("**SGP Award(s)**") and/ or exercise of the options awarded in writing to the ESOS Participants to subscribe for new Shares and/ or acquire the existing Shares of the Company at the prescribed exercise price ("**ESOS Award(s)**"), subject to the terms and conditions of the By-Laws, provided that the total number of such Shares to be issued under the Proposed LTIP shall not in aggregate exceed 2.5% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point of time during the duration of the Proposed LTIP. (Collectively, the SGP Award(s) and ESOS Award(s) are referred to as "**LTIP Award(s)**");
- iii. any new Shares to be issued under the Proposed LTIP, shall upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution, the entitlement date of which precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to all provisions of the Constitution of the Company and such amendments thereafter, if any; and

- iv. add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed LTIP from time to time provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP.

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/ or expedient to implement, finalise and give full effect to the Proposed LTIP.

AND THAT the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**"), be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF LTIP AWARDS TO DATO' ABDUL RAHMAN AHMAD

"**THAT**, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Dato' Abdul Rahman Ahmad under the Proposed LTIP (in the form of LTIP Award(s)) of up to 12,000,000 new Shares, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

AND THAT the Board is also authorised to issue and/ or transfer via treasury shares the corresponding number of the Shares arising from the exercise of the LTIP Award(s) that may be awarded to him under the Proposed LTIP."

By Order of the Board

DATIN ROSSAYA MOHD NASHIR
(SSM PC No. 202008000361)(LS 0007591)
Group Company Secretary

Kuala Lumpur
Dated: 31 March 2021

EXPLANATORY NOTES

VIRTUAL EGM

1. As part of the initiatives to curb the spread of COVID-19, the EGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities which are available on Boardroom Share Registrars Sdn Bhd's website at Boardroom Smart Investor Online Portal at <https://boardroomlimited.my>. Please follow the procedures provided in the Administrative Details for the EGM in order to register, participate and vote remotely.
2. The venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the EGM is to inform shareholders where the electronic EGM production and streaming would be conducted from. No shareholder(s)/ proxy(ies) from the public will be physically present at the meeting venue.

PROXY

1. Section 334 of the Companies Act, 2016 provides that a member of a company shall be entitled to appoint another person or persons as his/ her proxy or proxies to exercise all or any of his/ her rights to attend, participate, speak and vote at a meeting of members of the company. A proxy may, but need not, be a Member of the Company. A Member may appoint any person to be his/ her proxy without any restriction as to the qualification of such person.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/ she specifies the proportion of his/ her shareholding to be represented by each proxy. A member shall be entitled to appoint only one (1) proxy unless he/ she has more than 1,000 shares in which case he/ she may appoint up to five (5) proxies provided each proxy appointed shall represent at least 1,000 shares.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/ her attorney duly authorised in writing or if such appointer is a corporation, under its Seal or the hand of its attorney.
4. This instrument duly completed must be deposited at the Registrar's office at Boardroom Share Registrars Sdn. Bhd., 11th Floor Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, not less than twenty-four (24) hours before the time appointed for holding the meeting which is no later than 11.30 a.m. on Wednesday, 14 April 2021.
5. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be put to vote on a poll.

MEMBERS ENTITLED TO ATTEND

For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 59(c) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a Record of Depositors as at 9 April 2021. Only a depositor whose name appears on the Record of Depositors as at 9 April 2021 shall be entitled to attend the said meeting or appoint proxies to attend, participate, speak and/ or vote on his/ her behalf.

ADMINISTRATIVE DETAILS

VOTING PROCEDURE

1. The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**") Main Market Listing Requirements. The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") as Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and Deloitte as Scrutineers to verify and validate the poll results.
2. For the purposes of this EGM, e-voting will be carried out via the following voting devices:
 - a. Personal smart mobile phones, tablets or laptops.
3. There are 2 methods for members and proxies who wish to use their personal voting device to vote. The methods are as follows:
 - a. Launch **Lumi AGM** by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
 - b. Access to **Lumi AGM** via website URL <https://web.lumiagm.com>.
4. The polling will only commence after the announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
5. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman and the Chairman will declare whether the resolutions put to vote were successfully carried or not.
6. You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the EGM is maintained. Kindly note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

REMOTE PARTICIPATION AND ELECTRONIC VOTING ("RPEV")

1. Please note that the RPEV facilities is available to **(i) Individual Members; (ii) Corporate Shareholders; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee.**
2. If you choose to participate in the Meeting online, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the Meeting is in progress.
3. Kindly follow the steps below on how to request for login ID and password.

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password)

- a. Access website <https://boardroomlimited.my>
- b. Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG or PNG format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

ADMINISTRATIVE DETAILS (CONT'D)

Step 2 – Submit Request for Remote Participation User ID and Password

(Note: The registration for remote access will be opened on 31 March 2021)

Individual Members

- Login to <https://boardroomlimited.my> using your User ID and Password given above.
- Select “**VIRTUAL MEETING**” from main menu and select the correct Corporate Event “**CIMB GROUP HOLDINGS BERHAD VIRTUAL EGM**”.
- Read and agree to the terms & conditions.
- Enter your CDS Account Number and thereafter submit your request.

Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
 - Please provide a copy of the Corporate Representative’s or Proxy Holder’s MyKad (front and back) or Passport in JPEG or PNG format as well as his/ her email address.
- a. You will receive a notification from Boardroom that your request has been received and is being verified.
 - b. Upon system verification against the EGM’s Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
 - c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
 - d. Please note that the closing time to submit your request is at **11:30am on 14 April 2021**.

Step 3 – Login to Virtual Meeting Portal

(Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users)

- a. The Virtual Meeting portal will be open for login at the end of the AGM, before the commencement of EGM on 15 April 2021.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. *(Refer to Step 2(c) above)*.
- c. The steps will also guide you on how to view live webcast, ask questions and vote.
- d. The live webcast will end and the Messaging window (for asking questions) will be disabled the moment the Chairman announces the closure of the EGM.
- e. You can now logout from Virtual Meeting Portal.

PARTICIPATION THROUGH LIVE WEBCAST, QUESTION AND VOTING AT THE EGM

1. The Chairman and the Board will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the EGM.
2. All modes of communications are accepted for the purpose of posting questions to the Chairman and Board before or during the EGM. Shareholders are however encouraged to post questions via the online platform during the EGM.
3. Shareholders may proceed to cast votes on each of the proposed resolutions, to be tabled at the EGM, after the Chairman has opened the poll on the resolutions. Shareholders are reminded to cast their votes before the poll is closed.
4. Shareholders who participate in the EGM are able to view the Company’s presentation or slides via the live webcast.

ADMINISTRATIVE DETAILS (CONT'D)

FORM(S) OF PROXY

1. Shareholders are encouraged to go online, participate, and vote at the EGM using remote participation and electronic voting facilities. If you are not able to participate in the online EGM, you can appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the proxy form(s).
2. Please take note that you **must** complete the proxy form for the EGM should you wish to appoint a proxy(ies).
3. You may download the proxy form(s) from our website at <https://www.cimb.com/agm2021>.
4. Please ensure that the original form is deposited at the Share Registrar's office not less than 24 hours before the time appointed for holding the meeting at the following address:

Boardroom Share Registrars Sdn. Bhd.
G Floor or 11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Office : +60 3 7890 4700
Fax : +60 3 7890 4670
5. Alternatively, you may deposit your proxy form(s) by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my> to login and deposit your proxy form electronically, also 24 hours before the meeting. For further information, kindly refer to the "Electronic Lodgment of Form of Proxy" below:

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on e-Proxy Lodgement)

- a. Access website <https://boardroomlimited.my>.
- b. Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG or PNG format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 – e-Proxy Lodgement

- a. Login to <https://boardroomlimited.my> using your user id and password above.
- b. Go to "**E-PROXY LODGEMENT**" and browse the meeting list for "**CIMB GROUP HOLDINGS BERHAD VIRTUAL EGM**" and click "**APPLY**".
- c. Read and agree to the terms & conditions and confirm the Declaration.
- d. Enter your CDS Account Number and indicate the number of securities.
- e. Appoint your proxy(ies) or the Chairman of the EGM and enter the required particulars of your proxy(ies).
- f. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- g. Review and confirm proxy(ies) appointment.
- h. Click submit.

6. If you wish to participate in the EGM yourself, please do not submit any proxy form for the EGM. You will not be allowed to participate in the EGM together with the proxy appointed by you.

ADMINISTRATIVE DETAILS (CONT'D)

REVOCACTION OF PROXY

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our electronic EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy 24 hours before the meeting.

PERSONAL DATA PRIVACY

By registering for the remote participation and electronic voting meeting and/ or submitting the instrument appointing a proxy(ies) and/ or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/ she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.



CIMB Group Holdings Berhad 195601000197 (50841-W)
(Incorporated in Malaysia)

PROXY FORM

CDS Account No. _____

I/We _____ (name of shareholder as per NRIC/ID, in capital letters)

NRIC No./ID No./Company No. _____ (new) _____ (old)

of _____

(full address) being a member of CIMB Group Holdings Berhad (“**CIMB**” or “**the Company**”), hereby appoint _____

_____ (name of proxy as per NRIC/ID, in capital letters)

NRIC No./ID No. _____ (new) _____ (old) or failing whom,

_____ (name of proxy as per NRIC/ID, in capital letters)

NRIC No./ID No. _____ (new) _____ (old)

or failing whom, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting (“**EGM**”) of the Company to be held fully virtual at the broadcast venue at Level 31, Menara CIMB, Jalan Stesen Sentral 2, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia on Thursday, 15 April 2021 at 11.30 a.m. or at the conclusion of the 64th Annual General Meeting of the Company, or at any adjournment thereof.

My/our proxy is to vote as indicated below:

RESOLUTIONS			FOR	AGAINST
1.	To approve the establishment of the Proposed LTIP	Resolution 1		
2.	To approve the allocation of LTIP Awards to Dato’ Abdul Rahman Ahmad	Resolution 2		

As Witness my hand this _____ day of _____

No. of Shares Held:

Signature of Member(s)

* Please indicate with an “X” how you wish your vote to be cast. (Unless otherwise instructed, the proxy may vote as he thinks fit.)

NOTES:

- Section 334 of the Companies Act, 2016 provides that a member of a company shall be entitled to appoint another person or persons as his/her proxy or proxies to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the company. A proxy may, but need not, be a member of the company. A member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy. A member shall be entitled to appoint only one (1) proxy unless he/she has more than 1,000 shares in which case he/she may appoint up to five (5) proxies provided each proxy appointed shall represent at least 1,000 shares.
- This instrument duly completed must be deposited at the Registrar’s office at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, not less than twenty-four (24) hours before the time appointed for holding the meeting which is no later than 11.30 a.m., Wednesday, 14 April 2021.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation, under its Seal or the hand of its attorney.
- For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 59(c) of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a Record of Depositors as at 9 April 2021. Only a depositor whose name appears on the Record of Depositors as at 9 April 2021 shall be entitled to attend the said meeting or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

fold here

AFFIX STAMP

The Share Registrars
BOARDROOM SHARE REGISTRARS SDN. BHD. (1996010006647(378993-D))
11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,
46200 Petaling Jaya, Selangor, Malaysia

fold here