

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 65th Annual General Meeting (“AGM”) of CIMB Group Holdings Berhad (“CIMB” or “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, 21 April 2022 at 10.00 a.m. to transact the following businesses, with or without modifications:

## AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 7

- To re-elect the following Directors who retire pursuant to Article 81 of the Company’s Constitution:

2.1 Ms. Teoh Su Yin

2.2 Dato’ Lee Kok Kwan

2.3 Dato’ Mohamed Ross Mohd Din

Please refer to Explanatory Note 8

- To approve the payment of Non-Executive Directors’ fees with effect from the 65th AGM until the next AGM of the Company, as follows:

	<b>Retainer Fee - per annum (RM)</b>	<b>Chairperson’s Premium - per annum (RM)</b>
Board		
- Chairperson	170,000	510,000
- Member	170,000	N/A
Board Committee		
- Chairperson	N/A	100,000
- Member	N/A	N/A

Please refer to Explanatory Note 9

- To approve the payment of allowances and benefits payable to Non-Executive Directors of the Company up to an amount of RM3,895,000 from the 65th AGM until the next AGM of the Company.

Please refer to Explanatory Note 9

- To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Board of Directors to fix their remuneration.

Please refer to Explanatory Note 10

**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**Ordinary Resolution 6**

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

6. **Proposed Renewal of the Authority for Directors to Allot and Issue Shares.**

“**THAT** pursuant to Section 76 of the Companies Act, 2016, the Directors be and are hereby given full authority to allot and issue shares in the Company, 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 shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being **AND THAT** the Directors be and are hereby given full authority to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance with the provisions of the Companies Act, 2016, whichever is the earlier.”

Please refer to Explanatory Note 11

7. **Proposed Renewal of the Authority for Directors to Allot and Issue New Ordinary Shares in the Company (CIMB Shares) in Relation to the Dividend Reinvestment Scheme that provides the Shareholders of the Company with the Option to Elect to Reinvest Their Cash Dividend Entitlements in New Ordinary Shares in the Company (DRS).**

“**THAT** pursuant to the DRS approved at the Extraordinary General Meeting held on 25 February 2013 and renewed at the Annual General Meeting held on 15 April 2021, approval be and is hereby given to the Company to allot and issue such number of new CIMB Shares for the DRS until the conclusion of the next Annual General Meeting, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new CIMB Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted 5-day volume weighted average market price (VWAMP) of CIMB Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of CIMB Shares at the material time;

**AND THAT** the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company.”

Please refer to Explanatory Note 12

### Ordinary Resolution 7

### Ordinary Resolution 8

## NOTICE OF ANNUAL GENERAL MEETING

### 8. Proposed Renewal of the Authority to Purchase Own Shares.

**“THAT** subject to the Companies Act, 2016 (as may be amended, modified or re-enacted from time to time), the Company's Constitution and the requirements of the Bursa Malaysia Securities Berhad (Bursa Securities) and approvals of all the relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (Proposed Shares Buy-Back) as may be determined by the Board of Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Board of Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares purchased and/or held pursuant to this resolution does not exceed 10% of the total issued and paid-up share capital of the Company at any point in time and an amount not exceeding the total retained earnings of approximately RM267.4 million based on the Audited Financial Statements for the financial year ended 31 December 2021 be allocated by the Company for the Proposed Shares Buy-Back **AND THAT** the ordinary shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and/or retained as treasury shares and cancel the remainder of the shares **AND THAT** where such shares are held as treasury shares, the Directors of the Company may distribute the shares as dividends, re-sold on Bursa Securities, transfer the shares under the employees' share scheme or as purchase consideration or otherwise use the shares for such other purposes as the Minister may by order prescribe **AND THAT** the Board of Directors of the Company be and is hereby given full authority generally to do all acts and things to give effect to the Proposed Shares Buy-Back with the full power to assent to any conditions, modifications, revaluations and/or amendments (if any) as may be imposed by the relevant authority with full power to do all such acts and things thereafter on any part of the shares bought back in accordance with the Companies Act, 2016, Company's Constitution, Main Market Listing Requirements of Bursa Securities and any other rules and regulations that may be in force from time to time **AND THAT** such authority shall commence immediately upon passing of this ordinary resolution until:

- i. the conclusion of the next Annual General Meeting of the Company in 2023 at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- ii. the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii. revoked or varied by an ordinary resolution passed by the Shareholders of the Company in a general meeting;

whichever is the earlier but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by the Bursa Securities and/or any other relevant authorities.”

Please refer to Explanatory Note 13

9. To transact any other business of which due notice shall have been duly given in accordance with the Companies Act, 2016.

### Ordinary Resolution 9

BY ORDER OF THE BOARD

#### Datin Rossaya Mohd Nashir

Group Company Secretary  
SSM PC No. 202008000361  
LS 0007591

Kuala Lumpur  
23 March 2022

**EXPLANATORY NOTES****VIRTUAL AGM**

- As part of the initiatives to curb the spread of COVID-19, the 65th AGM of the Company will be conducted entirely on 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 [www.boardroomlimited.my](http://www.boardroomlimited.my). Please follow the procedures provided in the Administrative Details for the 65th AGM in order to register, participate and vote remotely.
- The venue of the 65th AGM 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 65th AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be physically present at the meeting venue.

**PROXY**

- 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.
- 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.
- 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.
- 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 10.00 a.m. on Wednesday, 20 April 2022.
- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 65th AGM 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 65th AGM, 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 15 April 2022. Only a depositor whose name appears on the Record of Depositors as at 15 April 2022 shall be entitled to attend the said meeting or appoint proxies to attend, participate, speak and/ or vote on his/her behalf.

**AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

- This Agenda item is meant for discussion only pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016 and will not be put forward for voting.

**RE-ELECTION OF DIRECTORS**

- Article 81 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company and be eligible for re-election. Three out of nine Directors are to retire in accordance with Article 81 of the Company's Constitution. The Shareholders' approval is sought under **Ordinary Resolutions 1, 2 and 3**.

The suitability of a Director as a Board member is in accordance with the Bank Negara Malaysia (BNM) Corporate Governance Policy Document and the Group's Fit and Proper Policies and Procedures for Key Responsible Persons. The Group Nomination and Remuneration Committee (GNRC) considered the following criteria in determining the eligibility of the Directors to stand for re-election at the 65th AGM:

- The Director's competency in specialised areas of practice and level of contribution to the Board through their knowledge, skills and expertise;
- The level of independence demonstrated by the Directors, and their ability to act in the best interest of the Company;
- Probity, personal integrity and reputation, where the Directors must have personal qualities such as honesty, integrity, diligence, independence of mind and fairness; and
- Financial integrity, where the Directors must manage their debts or financial affairs prudently.

The GNRC has also conducted an assessment on the independence of the Independent Directors seeking re-election at this AGM based on the criteria set by the Company and guided by the definition of "Independent Director" as prescribed by the Main Market Listing Requirements of Bursa Securities and BNM Corporate Governance Policy Document. The Board has assessed their time and commitment to effectively discharge their respective roles as Directors of the Company. The retiring Directors had abstained from any deliberation and decision on their own eligibility to stand for re-election at the relevant GNRC and Board meetings, where applicable. The Board is satisfied that the Directors seeking re-election have maintained their independence during the financial year ended 31 December 2021.

Section 54(2)(a) of the Financial Services Act 2013 (FSA) provides that the appointment, re-appointment, election or re-election as Chairman, Director or Chief Executive Officer of the Company are subject to approval by BNM. In this respect, BNM's approval for the tenures of the Directors seeking re-election is still effective under **Ordinary Resolutions 1, 2 and 3**.

The profiles of the Directors seeking re-election and re-appointment are set out in the Profile of Directors' section of the Company's Annual Report 2021.

**NON-EXECUTIVE DIRECTORS FEES AND BENEFITS PAYABLE**

- Section 230(1) of the Companies Act, 2016, provides amongst others, that "fees" of the directors and "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, Shareholders' approval is sought for the payment of fees and benefits payable to the Non-Executive Directors, in 2 separate Resolutions:

- Ordinary Resolution 4:** To approve the payment of the Non-Executive Directors' fees with effect from the 65th AGM until the next AGM of the Company

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The Board of Directors is recommending the Directors' fees for the Company and its subsidiaries as approved at the previous AGM of the Company, for Shareholders' approval. There is no revision to the amount proposed.

For the Company		
	Retainer Fee - per annum (RM)	Chairperson's Premium - per annum (RM)
Board		
- Chairperson	170,000	510,000
- Member	170,000	N/A
Board Committee		
- Chairperson	N/A	100,000
- Member	N/A	N/A

For Subsidiaries of the Company			
Name	Position Held	Fee Type	Amount
<b>Datuk Mohd Nasir Ahmad</b>			
	<b>CIMB Bank Berhad</b>	<u>Fixed Fee:</u>	
	• Chairperson	Chairperson's premium - per annum	RM150,000
		Board Retainer Fee - per annum	RM150,000
<b>CIMB Bank (Cambodia) PLC</b>			
		<u>Fixed Fee:</u>	
	• Chairperson	Board Retainer Fee - per annum	USD7,000
		Monthly Allowance	USD1,200
	• Audit Committee Member	Board Retainer Fee - per annum	USD4,500
<b>Dato' Lee Kok Kwan</b>			
	<b>CIMB Bank Berhad</b>	<u>Fixed Fee:</u>	
	• Director	Board Retainer Fee - per annum	RM150,000
<b>Dato' Mohamed Ross Mohd Din</b>			
	<b>CIMB Islamic Bank Berhad</b>	<u>Fixed Fee:</u>	
	• Chairperson	Chairperson's premium - per annum	RM140,000
		Board Retainer Fee - per annum	RM140,000
<b>Encik Didi Syafruddin Yahya</b>			
	<b>CIMB Investment Bank Berhad</b>	<u>Fixed Fee:</u>	
	• Director	Board Retainer Fee - per annum	RM140,000
<b>PT Bank CIMB Niaga Tbk</b>			
		<u>Fixed Fee:</u>	
	• Board of Commissioner	Retainer Fee - per annum	IDR1,302,000,000
<b>Ms. Teoh Su Yin</b>			
	<b>CIMB Investment Bank Berhad</b>	<u>Fixed Fee:</u>	
	• Chairperson	Chairperson's premium - per annum	RM140,000
		Board Retainer Fee - per annum	RM140,000

- (ii) **Ordinary Resolution 5:** To approve the payment of allowances and benefits payable to Non-Executive Directors of the Company up to an amount of RM3,895,000 from the 65th AGM until the next AGM of the Company.

The amount payable to Non-Executive Directors comprises allowances, benefits-in-kind and other emoluments payable to them by the Company and its subsidiaries, details of which are as follows:

For the Company		
	Meeting Allowance - per meeting (RM)	Benefits-in-kind
Board		
- Chairperson	5,000	Club membership fees, driver, leave passage, company car, medical coverage and other claimable benefits
- Member	5,000	Medical coverage and benefits that are claimable including reimbursable expenses incurred in the course of carrying out their duties as Directors
Board Committee		
- Chairperson & Member	5,000	N/A

In determining the estimated amount of benefits payable for the Non-Executive Directors, various factors, including the number of scheduled meetings for the Board, Board Committees and Boards of subsidiaries as well as the number of Non-Executive Directors involved in these meetings were considered. The Board is hereby recommending up to an amount of RM3,895,000 as payment of allowances and benefits payable from the 65th AGM until the next AGM of the Company.

For the Subsidiaries			
Name	Position Held	Fee Type	Amount
<b>Datuk Mohd Nasir Ahmad</b>			
	<b>CIMB Bank Berhad</b>	<u>Variable Fee:</u>	
	• Chairperson	Meeting allowance - per meeting	RM5,000
<b>CIMB Bank (Cambodia) PLC</b>			
		<u>Variable Fee:</u>	
	• Chairperson	Meeting allowance - per meeting	USD1,000
	• Audit Committee Member		USD600
<b>Dato' Lee Kok Kwan</b>			
	<b>CIMB Bank Berhad</b>	<u>Variable Fee:</u>	
	• Director	Meeting allowance - per meeting	RM5,000
	• Board Risk and Compliance Committee member		

Name	Position Held	Fee Type	Amount
Dato' Mohamed Ross Mohd Din	• Chairperson	<b>CIMB Islamic Bank Berhad</b>	
		Variable Fee: Meeting allowance – per meeting	RM5,000
Encik Didi Syafruddin Yahya	• Director	<b>CIMB Investment Bank Berhad</b>	
		Variable Fee: Meeting allowance – per meeting	RM5,000
Ms. Teoh Su Yin	• Chairperson	<b>PT Bank CIMB Niaga Tbk</b>	
		Variable Fee: Meeting allowance – per meeting	IDR30,000,000
		• President Commissioner	Meeting allowance
		• Risk Oversight Committee Member • Nomination and Remuneration Committee Member	– per meeting
<b>CIMB Investment Bank Berhad</b>		Variable Fee: Meeting allowance – per meeting	
		RM5,000	

Subject to the shareholders' approval for Ordinary Resolutions 4 and 5, the payment for the fees and benefits for the period commencing from the 65th AGM until next AGM will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred. The Board is of the view that the payments to the Non-Executive Directors are just and equitable taking into account their roles and responsibilities towards the Group and the contribution and services they render to the Company and its subsidiaries.

In addition, the Directors and Officers of the Group and the Company are covered by Directors and Officers liability insurance for any liability incurred in the discharge of their duties, provided that they have not acted fraudulently or dishonestly or derived any personal profit or advantage. The insurance premium paid during the financial year for the Group and the Company amounted to RM1,481,872 (2020: RM1,069,623) and RM Nil (2020: RM Nil).

Please refer to the Notes to the Financial Statements for the amount of Directors' Remuneration at the Group and the Company, for the Financial Year Ended 2021 comprising fees and benefits of RM10.918 million and RM3.232 million, respectively. The remuneration of each Director is set out in the Corporate Governance Overview on page 132 of the Company's Annual Report 2021.

#### APPOINTMENT OF AUDITORS

10. The Audit Committee (AC), at its meetings held on 6 December 2021, 31 January 2022, 4 March 2022 and via a Circular Resolution dated 11 March 2022 completed its annual assessment on the external auditors in accordance with CIMB's Guidelines for the Appointment/ Re-appointment of External Auditors. In its assessment, the AC considered several factors before recommending the re-appointment of the external auditors, as follows:
- Level of knowledge, capabilities, experience and quality of previous work;
  - Level of engagement with the AC;
  - Ability to provide constructive observations, implications and recommendations in areas requiring improvements;

- Adequacy in audit coverage, effectiveness in planning and conduct of audit;
- Ability to perform audit work within the agreed timeframe; and
- Non-audit services rendered by the external auditors did not impede independence; and
- The external auditors demonstrated unbiased stance when interpreting standards/policies adopted by the Company.

Being satisfied with Messrs. PricewaterhouseCoopers' (PwC) performance in 2021, their technical competency and audit independence as well as fulfillment of criteria as set out in CIMB's Guidelines for the Appointment/Re-appointment of External Auditors, the AC recommended the appointment of PwC as external auditors for the Financial Year ending 31 December 2022. The Board, at its meetings held on 28 January 2022, 7 March 2022 and via a Circular Resolution dated 11 March 2022, approved the AC's recommendation for the re-appointment of PwC as external auditors of the Company for the Financial Year ending 31 December 2022. The Shareholders' Resolution is sought under **Ordinary Resolution 6**.

#### AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES

11. **Ordinary Resolution 7** is proposed for the purpose of renewing the general mandate for issuance of Shares by the Company under Section 76 of the Companies Act, 2016. If passed, it will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without the need to convene a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate, if granted, 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 future investment project(s), working capital and/or acquisition(s).

The Company has not issued new shares pursuant to Section 76 of the Companies Act, 2016 under the general mandate sought at the 64th AGM held on 15 April 2021, which will lapse upon the conclusion of the forthcoming 65th AGM to be held on 21 April 2022.

#### AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN RESPECT OF THE DRS

12. The proposed **Ordinary Resolution 8** will give authority to the Directors to allot and issue new ordinary shares in the Company in respect of the DRS, until the conclusion of the next AGM. A renewal of this authority will be sought at the subsequent AGM.

#### AUTHORITY TO PURCHASE OWN SHARES

13. **Ordinary Resolution 9**, if passed, will authorise the Directors to purchase CIMB shares through Bursa Securities up to 10% of the issued and paid-up share capital of the Company. Details of the Proposed Shares Buy-Back are contained in the Statement Accompanying Notice of AGM.

#### ABSTENTION FROM VOTING

14. Any Director referred to in **Ordinary Resolutions 1, 2 and 3**, who is a Shareholder of the Company will abstain from voting on the resolutions in respect of his/her re-election at the 65th AGM.
15. All Directors who are Shareholders of the Company will abstain from voting on **Ordinary Resolutions 4 and 5** concerning Directors' remuneration at the 65th AGM.

# STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 12.06(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

## A. PROPOSED RE-ELECTION OF DIRECTORS PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

The profile of the Directors who are standing for re-election (as per Ordinary Resolutions 1 to 3 as stated in the Notice of Annual General Meeting) at the 65th Annual General Meeting of CIMB Group Holdings Berhad which 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, 21 April 2022 at 10.00 a.m. are as follows:

### 1. MS. TEOH SU YIN

(Senior Independent Director)

**Nationality** | Malaysian

**Age** | 51

**Gender** | Female

**Date of Appointment** | 8 October 2014

**Length of Tenure** | 7 years

#### MEMBERSHIP OF BOARD COMMITTEES

- Chairperson of the Group Nomination and Remuneration Committee and Group Sustainability and Governance Committee
- Member of the Audit Committee

#### QUALIFICATION

- Bachelor of Arts (Hons) Business Studies, Sheffield Hallam University, United Kingdom
- Business and Technology Education (BTEC) Higher National Diploma (HND) in Business Studies, Sheffield Hallam University, United Kingdom
- Diploma, Chartered Institute of Marketing, United Kingdom

#### AREAS OF EXPERTISE

- Banking, Finance and Sustainability

#### DIRECTORSHIP/RELEVANT APPOINTMENTS

##### Listed Entities (Other than CIMB)

- Nil

##### Public Companies

- Nil

#### RELEVANT EXPERIENCE

Ms. Teoh Su Yin is the Senior Independent Director of CIMB since 20 October 2018. She has almost 20 years' experience in equity research and investments.

Ms. Teoh began her career with JP Morgan Malaysia as a Junior Analyst in 1994. In 2000, she became Head of Research with sector coverage experience in infrastructure, plantations, power, gaming, real estate and conglomerates.

In 2002, she left JP Morgan to join Deutsche Bank Malaysia Berhad, initially as a Senior Analyst and later as Managing Director, Head of Malaysia and ASEAN Equity Research. As individual analyst, Ms. Teoh was ranked Top 3 by Asiamoney in 2008 and 2009.

She currently serves on the Board of Albizia ASEAN Opportunities Fund in Singapore, the Board of World Wildlife Fund-Malaysia and holds directorships in various other private companies.

The Board is of the view that Ms. Teoh's experience is invaluable to CIMB. She has extensive exposure and knowledge in the areas of banking, finance and sustainability all of which are complementary to the diversity of skill sets of the Board of CIMB. Ms. Teoh continues to offer sound judgment and broad perspective to the deliberations of the Board and Board Committees. She also challenges prevailing opinions, while balancing this with the need to remain a good team player.

The Board hereby recommends the re-election of Ms. Teoh Su Yin for the Shareholders' approval.

### 2. DATO' LEE KOK KWAN

(Non-Independent Director)

**Nationality** | Malaysian

**Age** | 56

**Gender** | Male

**Date of Appointment** | 20 July 2015

**Length of Tenure** | 6 years

#### MEMBERSHIP OF BOARD COMMITTEES

- Member of the Board Risk and Compliance Committee

#### QUALIFICATION

- Masters in Business Administration, Simon Fraser University, Canada
- Bachelor of Business Administration (First Class Joint Honours in Economics), Simon Fraser University, Canada

#### AREAS OF EXPERTISE

- Banking & Finance and Capital Market

#### DIRECTORSHIP/RELEVANT APPOINTMENTS

##### Listed Entities (Other than CIMB)

- Nil

##### Public Companies

- Non-Independent Director of CIMB Bank Berhad
- Non-Executive Director of Cagamas Holdings Berhad
- Independent Director of RAM Rating Services Berhad

## RELEVANT EXPERIENCE

Dato' Lee Kok Kwan was the Deputy Chief Executive Officer (CEO) of CIMB prior to his Board appointments. His areas of responsibilities included Corporate Banking, Transaction Banking and Sales and Trading businesses in interest rates, credit, foreign exchange, bonds, equity, commodities and their derivatives, treasury and funding for the Group, fixed income investments and debt capital markets which he developed since joining CIMB in 1996, and has since grown the businesses to be one of the largest global markets operations in ASEAN.

Prior to joining CIMB in 1996, Dato' Lee had more than seven years of markets and treasury experience in the Canadian banking industry. He was the Treasury Portfolio Manager responsible for interest rates and optionality risk and return for a leading Canadian bank and a member of its Senior Asset-Liability Management Committee.

Dato' Lee is also a member of the Board of Trustees of the Capital Markets Development Fund (CMDf) and Chairperson of the Bond and Sukuk Information Platform Sdn Bhd with effect from 3 November 2017 and 22 November 2017, respectively. He also holds directorships in various other private companies.

Dato' Lee has continuously shown determination, commitment and professionalism as a Board member. The Board believes that with his vast experience as well as his extensive knowledge of financial and banking technicalities and deep understanding of the Treasury & Markets business, Dato' Lee will continue to provide insights and varied perspectives to the Board and Board Committees, as well as provide the Board with the right mix and balance.

The Board hereby recommends the re-election of Dato' Lee Kok Kwan for the Shareholders' approval.

## 3. DATO' MOHAMED ROSS MOHD DIN

(Independent Director)

**Nationality** | Malaysian

**Age** | 69

**Gender** | Male

**Date of Appointment** | 19 April 2016

**Length of Tenure** | 6 years

### MEMBERSHIP OF BOARD COMMITTEES

- Chairperson of the Audit Committee
- Member of the Board Risk and Compliance Committee and Group Nomination and Remuneration Committee

### QUALIFICATION

- Banking Diploma (Part 1), Institute of Bankers, United Kingdom

## AREAS OF EXPERTISE

- Banking and Finance, Operations and International Experience

## DIRECTORSHIP/RELEVANT APPOINTMENTS

### Listed Entities (Other than CIMB)

- Nil

### Public Companies

- Chairperson/Independent Director of CIMB Islamic Bank Berhad

## RELEVANT EXPERIENCE

Dato' Mohamed Ross Mohd Din joined HSBC Bank Malaysia Berhad (HSBC) in early 1972 and served in various capacities ranging from Corporate and Retail Banking and Branch Management. He also served as Head of Treasury Malaysia and Head of Group Audit Malaysia between 1987 and 1996. During this period, he also worked for a year in Hong Kong, London and New York in areas of Foreign Exchange and Treasury. As the Managing Director in 2003, he was responsible for HSBC Amanah's Islamic onshore business franchise in Malaysia until he retired on 31 December 2007.

Upon retirement, Dato' Mohamed Ross was appointed as an Executive Director and Senior Advisor of HSBC Amanah Takaful Malaysia Sdn Bhd until December 2008. At the same time and until April 2016, he was an Independent Director of HSBC Amanah Malaysia Berhad, where he sat as Chairman of the Risk Committee and was a member of the Audit Committee and Nominations Committee.

Dato' Mohamed Ross currently also sits on two Advisory Boards overseeing a Private Equity Fund (Ekuinas OFM Programme) as an Independent Member. Additionally, he is also a Trustee on the Board of Lembaga Zakat Selangor and also serves as an Independent Director on the Board of an Asset Management company. Earlier in 2021, he was appointed as a member of the Investment Panel of Kumpulan Wang Persaraan (Diperbadankan) (KWAP).

The Board is of the view that CIMB will benefit from having Dato' Mohamed Ross on the Board given his vast experience in banking. Dato' Mohamed Ross has been very open in expressing his views during meetings. He tends to have strong views in certain aspects but has proven to be a team player when it comes to making collective decisions. Dato' Mohamed Ross has contributed greatly as member of the Board and Board Committees.

The Board hereby recommends the re-election of Dato' Mohamed Ross Mohd Din for the Shareholders' approval.

**The directors listed above do not have any conflict of interest or any family relationship with any other Director and/or major shareholders of the Company.**

**The directors listed above have not been convicted of any offence within the past five (5) years nor have they been imposed of any public sanction or penalty by any relevant regulatory bodies in 2021.**

# STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

## B. PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ISSUE SHARES PURSUANT TO PARAGRAPH 6.03(3) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

The details of the proposed renewal of the authority for Directors to issue shares by the Company under Section 76 of the Companies Act, 2016, are stated in the Explanatory Notes of the Notice of Annual General Meeting.

## C. PROPOSED SHARES BUY-BACK PURSUANT TO PARAGRAPH 12.06(1) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

### 1. INTRODUCTION

#### 1.1 RENEWAL OF AUTHORITY FOR CIMB TO PURCHASE ITS OWN SHARES (PROPOSED SHARES BUY-BACK)

At the last Annual General Meeting of the Company held on 15 April 2021, the Company had obtained the Shareholders' approval to purchase its own shares as may be determined by the Board of Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Board of Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of ordinary shares purchased and/or held does not exceed 10% of the total issued and paid-up share capital of the Company at any point in time and an amount not exceeding the total retained earnings of approximately RM267.4 million based on the Audited Financial Statements of the Company for the financial year ended 31 December 2021.

The authority obtained by the Board of Directors for purchasing the Company's own shares in accordance with the Main Market Listing Requirements of Bursa Securities governing shares buy-back by listed companies, will lapse at the conclusion of the forthcoming 65th Annual General Meeting to be held on 21 April 2022, unless renewed by an ordinary resolution.

On 9 March 2022, the Company announced its intention to seek shareholders' approval at the forthcoming 65th Annual General Meeting, for the proposed renewal of the authority for the Company to purchase its own shares.

### 1.2 PURPOSE OF STATEMENT

The purpose of this Statement is to provide relevant information on the Proposed Shares Buy-Back and to seek your approval for the ordinary resolution to renew the authority for the Company to purchase its own shares, to be tabled at the forthcoming 65th Annual General Meeting. The Notice of Annual General Meeting together with the Proxy Form is set out herewith.

### 2. DETAILS OF THE PROPOSED SHARES BUY-BACK

The Board proposes to seek Shareholders' approval for a renewal of the authority to purchase and/or hold its own shares in aggregate of up to 10% of the issued and paid-up share capital of the Company at any point of time through Bursa Securities. Based on the issued and paid-up share capital of the Company as at 1 March 2022 of RM27,099,681,491.82 comprising 10,221,451,675 ordinary shares in the Company (CIMB Shares), a total of 1,022,145,167 CIMB Shares may be purchased by the Company pursuant to the Proposed Shares Buy-Back. The maximum number of shares that can be bought back under this authority will take into account the number of shares previously bought back and retained as treasury shares, if any.

Such authority, if approved, will be effective immediately upon passing of the ordinary resolution for the Proposed Shares Buy-Back until:

- (i) the conclusion of the next Annual General Meeting of CIMB in 2023 at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant authorities.

The Board proposes to allocate an amount of up to retained earnings of the Company for the purchase of its own shares subject to Section 127 of the Companies Act, 2016 (as may be amended, modified or re-enacted from time to time) and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase (Prevailing Laws). The actual number of CIMB Shares to be purchased will depend on market conditions and sentiments of Bursa Securities as well as the retained earnings and financial resources available to the Company. The audited retained earnings of the Company as at 31 December 2021 was RM267.4 million.

CIMB may only purchase its own shares at a price which is not more than 15% above the weighted average market price for the past 5 market days immediately preceding the date of the purchase(s). The Company may only re-sell the purchased shares held as treasury shares at a price which is (a) not less than the weighted average market price of CIMB Shares for the 5 market days immediately preceding the date of re-sale or (b) at a discounted price of not more than 5% to the weighted average market price of CIMB Shares for the 5 market days immediately prior to the re-sale, provided that the re-sale takes place not earlier than 30 days from the date of purchase and the re-sale price is not less than the cost of purchase of the CIMB Shares being re-sold. The Company shall, upon each purchase or re-sale of shares bought back, make the necessary announcements through Bursa Securities.

The Proposed Shares Buy-Back will allow the Board to exercise the power of the Company to purchase its own shares at any time within the abovementioned time period using internally generated funds and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined at a later date, depending on the availability of internally generated funds, actual number of CIMB Shares to be purchased, the anticipated future cash flows of the Group and other cost factors.

The CIMB Shares purchased and held as treasury shares may be distributed as share dividends, re-sold on Bursa Securities in accordance with the relevant rules of Bursa Securities, cancelled or continue to be retained as treasury shares. The decision whether to retain the purchased shares as treasury shares, to cancel the shares purchased, distribute the treasury shares as share dividends and/or re-sell the treasury shares on Bursa Securities will be made by the Board at the appropriate time.

The distribution of treasury shares as share dividends may be applied as a reduction of the retained profits of the Company. The treatment of the purchased shares held as treasury shares, this being to distribute as share dividends or to re-sell on Bursa Securities or both will in turn, depend on the availability of, amongst others, retained profits of the Company.

While the purchased shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in any other distributions or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number of percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of the provision of Section 127 of the Companies Act, 2016, the provision of any laws or requirements of the Constitution of the Company or the Main Market Listing Requirements of Bursa Securities governing substantial shareholding, takeovers, notices, the requisitioning of meetings, quorum for a meeting and the result of a vote on a resolution at a meeting.

The Proposed Shares Buy-Back will be carried out in accordance with the Prevailing Laws at the time of the purchase including compliance with the public shareholding spread as required by the Main Market Listing Requirements of Bursa Securities.

The public shareholding spread of the Company before and after the Proposed Shares Buy-Back is as follows:

	Before the Proposed Shares Buy-Back	After the Proposed Shares Buy-Back
Public shareholding spread	52.84*1	58.71*2

**Notes:**

\*1 As at 1 March 2022

\*2 Based on the assumption that:

- (i) the Proposed Shares Buy-Back involves the aggregate purchase of 1,022,145,167 CIMB Shares (being 10% of issued and paid-up capital of the Company as at 1 March 2022) which are to be retained as treasury shares; and
- (ii) the number of CIMB Shares held by the Directors of CIMB, the substantial shareholders of CIMB and person connected to them remain unchanged.

### 3. RATIONALE FOR THE PROPOSED SHARES BUY-BACK

The Proposed Shares Buy-Back will enable CIMB to utilise its surplus financial resources to buy-back CIMB Shares. The increase in Earnings Per Share, if any, arising from the Proposed Shares Buy-Back is expected to benefit the Shareholders of the Company.

The purchased shares can be held as treasury shares and re-sold on Bursa Securities to realise potential gain without affecting the total issued and paid-up share capital of the Company. The distribution of the treasury shares as share dividends may also serve to reward the Shareholders of the Company.

### 4. EVALUATION OF THE PROPOSED SHARES BUY-BACK

#### 4.1 ADVANTAGES

The potential advantages of the Proposed Shares Buy-Back are as follows:

- (i) Allow the Company to take preventive measures against excessive speculation, in particular when the Company's shares are undervalued;
- (ii) Allow the Company more flexibility in fine-tuning its capital structure;

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- (iii) The resultant reduction of share capital base is expected to improve the Earnings Per Share and may strengthen the net tangible assets of the remaining shares as well as the probability of declaring a higher quantum of dividend in the future;
- (iv) To stabilise a downward trend of the market price of the Company's shares;
- (v) Treasury shares can be treated as long-term investments. It makes business sense to invest in our own Company as the Board of Directors is confident with CIMB's future prospects and performance in the long term; and
- (vi) If the treasury shares are distributed as dividend by the Company, it may then serve to reward the Shareholders of the Company.

### 4.2 DISADVANTAGES

The potential disadvantages of the Proposed Shares Buy-Back are as follows:

- (i) The purchases can only be made out of distributable reserves resulting in a reduction of the amount available for distribution as dividends and bonus issues to Shareholders; and
- (ii) The purchases of existing shares involve cash outflow from the Company which may otherwise be retained and used for the businesses of the Company.

Nevertheless, the Board of Directors will be mindful of the interests of the Company and its Shareholders in exercising the authority to purchase its own shares.

## 5. EFFECTS OF THE PROPOSED SHARES BUY-BACK

Assuming that the Company buys back up to 1,022,145,167 CIMB Shares representing 10% of its issued and paid-up share capital as at 1 March 2022 and such shares purchased are cancelled or alternatively be retained as treasury shares or both, the effects of the Proposed Shares Buy-Back on the share capital, net tangible assets, working capital, earnings and substantial Shareholders' and Directors' shareholdings are as set out below:

### 5.1 SHARE CAPITAL

In the event that all CIMB Shares purchased are cancelled, the Proposed Shares Buy-Back will result in the issued and paid-up share capital of CIMB as at 1 March 2022 to be reduced from RM27,099,681,491.82 comprising 10,221,451,675 CIMB Shares to RM24,389,713,342.64 comprising 9,199,306,508 CIMB Shares. However, it is not expected to have any effect on the issued and paid-up share capital if all CIMB Shares purchased are to be retained as treasury shares.

The effects of the Proposed Shares Buy-Back on the issued and paid up share capital of CIMB are illustrated below:

	<b>As Per Audited Financial Statement as at 31 December 2021</b>	<b>As at 1 March 2022</b>	<b>After Share Purchase and Cancellation</b>
Issued and paid-up share capital (RM)	27,099,681,491.82	27,099,681,491.82	24,389,713,342.64*1

**Note:**

\*1 Assuming up to 10% of the issued and paid-up share capital of CIMB or 1,022,145,167 CIMB Shares are purchased and cancelled.

### 5.2 NET ASSET AND WORKING CAPITAL

The effects of the Proposed Shares Buy-Back on the net assets per share of CIMB are dependent on the purchase prices of CIMB Shares and the effective funding cost or loss in interest income to CIMB.

If all CIMB Shares purchased are to be cancelled or retained as treasury shares, the Proposed Shares Buy-Back will reduce the net assets per share when the purchase price exceeds the net assets per share at the relevant point in time. On the contrary, the net assets per share will be increased when the purchase price is less than the net assets per share at the relevant point in time.

The Proposed Shares Buy-Back will reduce the working capital of CIMB, the quantum of which will depend on the amount of financial resources to be utilised for the purchase of CIMB Shares.

### 5.3 EARNINGS PER SHARE

The effects of the Proposed Shares Buy-Back on the Earnings Per Share of CIMB are dependent on the purchase prices of CIMB Shares and the effective funding cost or loss in interest income to CIMB.

### 5.4 SUBSTANTIAL SHAREHOLDERS' AND DIRECTORS' SHAREHOLDINGS

The effects of the Proposed Shares Buy-Back on the Substantial Shareholders' and Directors' shareholdings based on the Register of Substantial Shareholders and the Register of Directors' Shareholdings respectively as at 1 March 2022 are as follows:

Substantial Shareholders	No. of CIMB Shares Held							
	Before the Proposed Shares Buy-Back* <sup>1</sup>				After the Proposed Shares Buy-Back* <sup>2</sup>			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Khazanah Nasional Berhad	2,628,759,643	25.72	-	-	2,628,759,643	28.58	-	-
Employees Provident Fund Board	1,557,023,463	15.23	-	-	1,557,023,463	16.93	-	-
Kumpulan Wang Persaraan (Diperbadankan)	633,257,972	6.20	-	-	633,257,972	6.88	-	-

**Notes:**

\*<sup>1</sup> Adjusted for the number of treasury shares held as at 1 March 2022.

\*<sup>2</sup> Assuming that 10% of the issued and paid-up capital is purchased and retained as treasury shares.

\*<sup>3</sup> Includes shares held through nominees.

Directors	Before the Proposed Shares Buy-Back* <sup>1</sup>		After the Proposed Shares Buy-Back* <sup>2</sup>	
	No. of CIMB Shares Held	%	No. of CIMB Shares Held	%
	Dato' Lee Kok Kwan* <sup>4</sup>	1,339,972* <sup>4</sup>	0.01* <sup>3</sup>	1,339,972* <sup>4</sup>
Didi Syafruddin Yahya* <sup>5</sup>	46,791* <sup>5</sup>	0.00* <sup>3</sup>	46,791* <sup>5</sup>	0.00* <sup>3</sup>

**Notes:**

\*<sup>1</sup> Adjusted for the number of treasury shares held as at 1 March 2022.

\*<sup>2</sup> Assuming 10% of the issued and paid-up capital is purchased and retained as treasury shares.

\*<sup>3</sup> Less than 0.1%.

\*<sup>4</sup> Includes the shareholdings of his spouse.

\*<sup>5</sup> Shareholdings of his spouse.

Save as disclosed above, none of the Directors, substantial Shareholders, and persons connected to the Directors and/or substantial Shareholders held any CIMB Shares.

## 6. APPROVAL REQUIRED

The Proposed Shares Buy-Back is conditional upon the approval of the Shareholders of CIMB at the forthcoming 65th Annual General Meeting.

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### 7. SHARE PRICES

The monthly highest and lowest prices per share of CIMB Shares traded on Bursa Securities for the last twelve (12) months from March 2021 to 28 February 2022 are as follows:

2021	High (RM)	Low (RM)
March	4.50	4.08
April	4.31	4.04
May	4.26	3.97
June	4.60	4.35
July	4.54	4.33
August	4.80	4.37
September	4.85	4.68
October	5.41	4.70
November	5.19	5.00
December	5.45	5.03

  

2022	High (RM)	Low (RM)
January	5.67	5.20
February	5.71	5.24

**Note:** Based on the actual share price

### 8. PURCHASES, RESALE AND CANCELLATION OF TREASURY SHARES MADE DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

During the financial year ended 31 December 2021, the Company did not buy back any of its issued share capital from the open market.

### 9. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors, substantial Shareholders and/or persons connected to the Directors or substantial Shareholders of the Company have any interest, direct or indirect in the Proposed Shares Buy-Back or the re-sale of treasury Shares.

### 10. MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2016 (CODE)

The Proposed Shares Buy- Back if carried out in full (whether shares are cancelled or treated as treasury shares) may result in a substantial Shareholder and/or parties acting in concert with it incurring a mandatory general offer obligation. In this respect, the Board is mindful of any implications arising from the Proposed Shares Buy-Back under the provision of the Code.

### 11. STATEMENT BY BURSA SECURITIES

Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

### 12. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by our Board, and our Directors collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

### 13. DIRECTORS' RECOMMENDATION

If you are in any doubt as to the course of action to be taken, you should consult appropriate independent advisers immediately.

After having considered all aspects of the Proposed Shares Buy-Back, our Board is of the opinion that the Proposed Shares Buy-Back is in the best interest of the Company. Accordingly, they recommend that you vote in favour of the ordinary resolution for the Proposed Shares Buy-Back to be tabled at the forthcoming 65th Annual General Meeting.

### 14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Level 13, Menara CIMB, Jalan Stesen Sentral 2, Kuala Lumpur Sentral 50470 Kuala Lumpur, during the normal business hours from Monday to Friday (except public holidays) from the date hereof up to the time stipulated for the holding of the AGM:-

- i. The Constitution of the Company;
- ii. The audited consolidated financial statements of our Company for the FYE 31 December 2019 and the FYE 31 December 2020;
- iii. The latest available unaudited consolidated condensed interim financial statements of our Company for the FYE 31 December 2021 which was announced on 28 February 2022; and
- iv. Other related documents which are referred to in this statement.