

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of AFFIN Holdings Berhad (the "Company") will be held at 13<sup>th</sup> Floor, Bangunan LTAT, Jalan Bukit Bintang, 55100 Kuala Lumpur on Wednesday, 10 October 2007 at 9.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution:

#### ORDINARY RESOLUTION - PROPOSED PLACEMENT

**THAT** subject to and conditional upon approvals being obtained from all relevant authorities/parties, approval be and is hereby given for the Company to allot and issue new ordinary shares of RM1.00 each in the Company ("Placement Shares"), representing up to 15% of the issued and paid-up share capital of the Company to be placed entirely to The Bank of East Asia, Limited and/or its affiliates at the issue price of RM2.58 per Placement Share and in the manner and for the purpose as set out in Section 2 and 3 respectively of the Circular to shareholders of the Company dated 25 September 2007 and in accordance with the terms of the Share Subscription Agreement dated 18 September 2007.

**AND THAT** the Placement Shares shall on allotment and issue, rank pari passu in all respects with the existing issued and fully paid-up shares of the Company, except that they shall not be entitled to participate in any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment of the Placement Shares.

**AND FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Placement with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Placement in the best interest of the Company.

By Order of the Board

**AFFIN HOLDINGS BERHAD**

TAN LEH KIAH (MAICSA NO. 0719692)

SUZANA BINTI AHMAD (Bar Council No. BC/S/356)

TAY CHEE WAH (MAICSA NO. 7013650)

Joint Secretaries

Kuala Lumpur

25 September 2007

#### Notes:

- (i) A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (ii) A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where the member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (iii) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iv) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- (v) The instrument of a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the registered office of the Company situated at 7<sup>th</sup> Floor, Chulan Tower, 3 Jalan Conlay, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time set for the holding of this meeting or at any adjournment thereof.