

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the THIRTY-SECOND (32ND) ANNUAL GENERAL MEETING of AFFIN HOLDINGS BERHAD will be held at 13th Floor, Bangunan LTAT, Jalan Bukit Bintang, 55100 Kuala Lumpur on Wednesday, 16 April 2008 at 10:00 a.m. to transact the following business:-

AGENDA

1. To receive and if thought fit, adopt the Audited Financial Statements for the financial year ended 31 December 2007 and the Reports of the Directors and Auditors thereon. Resolution 1
2. To declare a Final Dividend of 3 sen per share less 26% income tax. Resolution 2
3. To re-elect Y. Bhg. Tan Sri Dato' Lodin Bin Wok Kamaruddin who retires by rotation and being eligible, offers himself for re-election. Resolution 3
4. To consider and if thought fit, to pass the following resolutions in accordance with Section 129(6) of the Companies Act, 1965:-
 - 4.1 "That pursuant to Section 129(6) of the Companies Act, 1965, Y. Bhg. Maj Gen (R) Dato' Mohamed Isa Bin Che Kak be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting." Resolution 4
 - 4.2 "That pursuant to Section 129(6) of the Companies Act, 1965, Y. Bhg. Dato' Mustafa Bin Mohamad Ali be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting." Resolution 5
5. To approve Directors' Fees. Resolution 6
6. To re-appoint Auditors and to authorise the Directors to fix their remuneration. Resolution 7
7. SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

- 7.1 Ordinary Resolution**
Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965 Resolution 8

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

7.2 Ordinary Resolution

Proposed Shareholders' Mandate and Additional Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Resolution 9

"THAT authority be and is hereby given in line with Chapter 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, for the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particulars of which are set out in the Circular to Shareholders dated 25 March 2008 with the Related Parties as described in the said Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this Ordinary Resolution until:

- i. the conclusion of the next annual general meeting of the Company at which time the authority shall lapse unless by a resolution passed at a general meeting, the authority is renewed; or
- ii. the expiration of the period within which the next annual general meeting after the date that is required by law to be held pursuant to Section 143(1) of the Companies Act, 1965; or
- iii. revoked or varied by a resolution passed by the shareholders of the Company at a general meeting

whichever is earlier.

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 Shareholders' Mandate 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 Shareholders' Mandate in the best interest of the Company."

7.3 Special Resolution

Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments")

Resolution 10

"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix I attached with the Circular to Shareholders dated 25 March 2008 be and are hereby approved.

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 Amendments 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 Amendments in the best interest of the Company."

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

8. To transact any other ordinary business of the Company.

By Order of the Board

TAN LEH KIAH
SUZANA BINTI AHMAD
TAY CHEE WAH
Secretaries

Kuala Lumpur
25 March 2008

Note:

- a. A member entitled to attend and vote at the above meeting may appoint one or more proxies on his behalf. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company, 7th Floor, Chulan Tower, 3, Jalan Conlay, 50450 Kuala Lumpur not less than 48 hours before the time appointed to hold the meeting.
- b. The proposed ordinary resolution 8, 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 Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.
- c. The proposed ordinary resolution 9, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

NOTICE OF DIVIDEND PAYMENT AND BOOK CLOSURE

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Annual General Meeting to be held on Wednesday, 16 April 2008, a final dividend of 3 sen per share less 26% income tax for the financial year ended 31 December 2007, will be paid on 6 June 2008, to shareholders registered in the Register of Members at the close of business on 9 May 2008.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- a) Shares transferred to the Depositor's Securities Account before 4:00 p.m. on 9 May 2008 in respect of ordinary transfers.
- b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

TAN LEH KIAH
SUZANA BINTI AHMAD
TAY CHEE WAH
Secretaries

Kuala Lumpur
25 March 2008