## affinholding

## notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of AFFIN Holdings Berhad (“**AFFIN**” or “**the Company**”) will be held at Taming Sari Grand Ballroom, The Royale Chulan Hotel, 5 Jalan Conlay, 50450 Kuala Lumpur on 21 April 2014 at 12.00 p.m. or immediately after the conclusion of the 38th Annual General Meeting which is to be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following ordinary resolution, with or without modifications:

**ORDINARY RESOLUTION**

**Proposed renounceable rights issue of NEW ORDINARY SHARES OF RM1.00 EACH (“RIGHTS SHARE(S)”) IN AFFIN HOLDINGS BERHAD TO RAISE GROSS PROCEEDS OF UP TO RM1,250 MILLION (“PROPOSED RIGHTS ISSUE”)**

**“THAT** subject to the approvals of all relevant regulatory authorities and parties (where required) being obtained, and upon completion of the proposed acquisition by AFFIN of 100% of the issued and paid up share capital in HwangDBS Investment Bank Berhad (after the completion of an internal reorganisation which will be undertaken by Hwang-DBS (Malaysia) Berhad) and the proposed acquisition of 17% of the issued and paid up share capital in Hwang Investment Management Berhad, approval be and is hereby given to the Board of Directors of AFFIN (“**Board**”) to provisionally issue and allot by way of a renounceable rights issue, such number of Rights Shares to be determined later, to raise gross proceeds of up to RM1,250 million, to the entitled shareholders of the Company whose names appear on the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced by the Board or their renouncee(s) to be credited as fully paid-up upon full payment, on an entitlement basis and at an issue price to be determined and announced by the Board at a later date;

**AND THAT** the Board be and is hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue in such manner as the Board shall in its absolute deem fit and expedient, and in the best interest of the Company;

**AND THAT** any Rights Share which is not taken up or validly taken up by the entitled shareholders shall be made available for the excess applications by the other entitled shareholders and/or their renouncee(s) in a fair and equitable manner on a basis to be determined by the Board and announced later by AFFIN;

**AND THAT** the Rights Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares in the issued and paid up share capital of the Company, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid in respect of which the entitlement date is before the allotment date of the Rights Shares;

**AND THAT** the proceeds from the Proposed Rights Issue will be utilised for such purposes as set out in Section 2.5 of the circular to shareholders dated 28 March 2014 and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary or expedient, subject to (where applicable) the approval of the relevant authorities; and

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**AND THAT** in order to implement, complete and give full effect to the Proposed Rights Issue, approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents and enter into any arrangements, agreements and/or undertaking with any parties, as they may deem fit, necessary, expedient and/or appropriate to implement, finalise, and/or give full effect to complete the Proposed Rights Issue, with full powers to assent to any term, condition, modification, variation and/or amendment as may be agreed to/required by any relevant regulatory authority or as a consequence of any such requirements or as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Rights Issue and in the best interest of the Company.**”**

**By Order of the Board**

**Nimma Safira Khalid**

Secretary

Kuala Lumpur

28 March 2014

**NOTES:**

1. A member entitled to attend or vote at the meeting may appoint a proxy or proxies (not more than two) to attend and vote instead of him. A proxy need not be a member.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. The instrument appointing a proxy in the case of any individual shall be signed by the appointor or his attorney and in the case of a corporation, under its common seal or under the hand of the officer duly authorised.

4. Unless voting instructions are indicated in the spaces provided above, the proxy may vote as he thinks fit.

5. The instrument appointing a proxy must be deposited at the registered office of the Company, located at 7th Floor, Chulan Tower, 3 Jalan Conlay, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time of the Meeting or any adjournment thereof.

6. Only members registered in the Record of Depositors as at 11 April 2014 shall be eligible to attend the EGM or appoint proxy to attend and vote on his/her behalf.

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