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**AFFIN HOLDINGS BERHAD**  
(Company No.: 23218-W)  
(Incorporated in Malaysia under the Companies Act, 2016)

**NOTICE TO SHAREHOLDERS**

**IN RELATION TO THE**

**ENTITLEMENT DATE FOR THE DISTRIBUTION OF THE ENTIRE SHAREHOLDINGS IN AFFIN BANK BERHAD HELD BY AFFIN HOLDINGS BERHAD (“AFFIN”) TO THE ENTITLED SHAREHOLDERS OF AFFIN WHOSE NAMES APPEAR IN AFFIN’S RECORD OF DEPOSITORS BY WAY OF A DISTRIBUTION-IN-SPECIE VIA A REDUCTION OF THE ENTIRE CONSOLIDATED CAPITAL AND THE RETAINED PROFITS OF AFFIN (“DISTRIBUTION”)**

*Principal Adviser*



**AFFIN HWANG**  
CAPITAL

**AFFIN Hwang Investment Bank Berhad (14389-U)**  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

**IMPORTANT DATES AND TIMES**

Entitlement date for the Distribution	: Monday, 22 January 2018 at 5.00 p.m.
Last date and time for trading of AFFIN Shares	: Monday, 15 January 2018 at 5.00 p.m.
Suspension of trading of AFFIN Shares	: with effect from 9.00 a.m. on Tuesday, 16 January 2018

This Notice is dated 8 January 2018

## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Notice:

AFFIN or the Company	:	AFFIN Holdings Berhad (Company No.: 23218-W)
AFFIN Amendment	:	Amendments to the Constitution of AFFIN
AFFIN Bank	:	AFFIN Bank Berhad (Company No.: 25046-T), a wholly-owned subsidiary of AFFIN
AFFIN Bank Amendment	:	Amendments to the Constitution of AFFIN Bank
AFFIN Bank Share(s)	:	Ordinary share(s) in AFFIN Bank
AFFIN Share(s)	:	Ordinary share(s) in AFFIN
AHIB	:	AFFIN Hwang Investment Bank Berhad (Company No.: 14389-U), a wholly-owned subsidiary of AFFIN Bank
BNM	:	Bank Negara Malaysia
Board	:	Board of Directors of AFFIN
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Company No.: 165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (Company No.: 635998-W)
CDS	:	Central Depository System, the system established and operated by Bursa Depository for the handling of securities deposited with Bursa Depository
CDS Account	:	Account established by Bursa Depository for a depositor for the recording of deposit of securities and dealings in such securities by that depositor of securities
Corporate Exercises	:	Being the Distribution, Subscription, AFFIN Bank Amendment, AFFIN Amendment and Transfer of Listing Status, collectively
Distribution	:	Distribution of the entire shareholdings in AFFIN Bank held by AFFIN to the Entitled Shareholders on the Entitlement Date by way of a distribution-in-specie <i>via</i> a reduction of the following: <ul style="list-style-type: none"><li>• the entire consolidated capital of AFFIN; and</li><li>• the retained profits of AFFIN</li></ul>
EGM	:	Extraordinary general meeting
Entitled Shareholders	:	The entitled shareholders of AFFIN whose names appear in AFFIN's Record of Depositors on the Entitlement Date
Entitlement Date	:	5.00 p.m. on Monday, 22 January 2018, being the specific time and date set by the Board on which the names of the Entitled Shareholders must be registered in AFFIN's Record of Depositors in order to be entitled to the Distribution
Market Days	:	Any day on which Bursa Securities is open for trading in securities
MOF	:	Minister of Finance, Malaysia
Notice	:	This notice dated 8 January 2018 in relation to the Distribution

## DEFINITIONS (CONT'D)

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Record of Depositors	:	A record of security holders provided by Bursa Depository to AFFIN under Chapter 24.0 of the Rules of Bursa Depository as defined in SICDA
Reorganisation	:	Being the Transfer of AHIB, Transfer of AMB, Transfer of AALI and Transfer of AAGI, collectively
RM and sen	:	Ringgit Malaysia and Sen, respectively
SICDA	:	Securities Industry (Central Depositories) Act, 1991
SSA	:	Share sale agreement dated 2 October 2017 entered into between AFFIN and AFFIN Bank pursuant to the Reorganisation
Subscription	:	Subscription by AFFIN Bank of 2 new AFFIN Shares for a cash consideration of RM1.00 for each AFFIN Share which will be undertaken simultaneously with the implementation of the Distribution
Transfer of AAGI	:	Transfer of the entire equity interest of AXA AFFIN General Insurance Berhad held by AFFIN to AFFIN Bank pursuant to the SSA
Transfer of AALI	:	Transfer of the entire equity interest of AXA AFFIN Life Insurance Berhad held by AFFIN to AFFIN Bank pursuant to the SSA
Transfer of AHIB	:	Transfer of the entire equity interest of AHIB held by AFFIN to AFFIN Bank pursuant to the SSA
Transfer of AMB	:	Transfer of the entire equity interest of AFFIN Moneybrokers Sdn Bhd held by AFFIN to AFFIN Bank pursuant to the SSA
Transfer of Listing Status	:	Transfer of AFFIN's listing status on the Main Market of Bursa Securities to AFFIN Bank

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and neutral gender and *vice versa*.

References to persons shall include corporations, unless otherwise specified.

All references to "you" or "Shareholder" in this Notice are to the shareholders of AFFIN.

All references to "we", "us", "our" and "ourselves" are in respect of AFFIN or the AFFIN group of companies, where relevant.

All references to dates and times in this Notice shall be references to Malaysian dates and times, unless otherwise indicated.

Any reference in this Notice to any enactment is a reference to that enactment currently enforced and as may be amended from time to time and any re-enactment thereof.

Any discrepancy in the tables between the amount listed and the totals in this Notice are due to rounding.

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**AFFIN HOLDINGS BERHAD**

(Company No.: 23218-W)

(Incorporated in Malaysia under the Companies Act, 2016)

**Registered Office:**

7<sup>th</sup> Floor, Chulan Tower  
3 Jalan Conlay  
50450 Kuala Lumpur

8 January 2018

**Board of Directors**

General Dato' Seri DiRaja Tan Sri (Dr.) Mohd Zahidi Bin Haji Zainuddin (R) (*Chairman/Non-Independent Non-Executive Director*)

Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad (*Non-Independent Non-Executive Director*)

Ignatius Chan Tze Ching (*Non-Independent Non-Executive Director*)

Joseph Yuk Wing Pang (*Non-Independent Non-Executive Director*)

Tan Sri Mohd Ghazali Bin Mohd Yusoff (*Independent Non-Executive Director*)

Dato' Mohd Hata Bin Robani (*Independent Non-Executive Director*)

Abd Malik Bin A Rahman (*Independent Non-Executive Director*)

**To: Our Shareholders**

Dear Sir/Madam,

**ENTITLEMENT DATE FOR THE DISTRIBUTION**

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**1. INTRODUCTION**

On 16 February 2017, AHIB made the announcement on behalf of the Board in relation to the intention of the Company and AFFIN Bank to undertake the Reorganisation and the Corporate Exercises. The Reorganisation was completed on 16 October 2017.

The Company is now implementing the Distribution and Subscription. The Transfer of Listing Status will be made after the completion of the Distribution, Subscription, AFFIN Amendment and AFFIN Bank Amendment. The Corporate Exercises would be deemed to be completed thereafter.

On 14 July 2017, AHIB, on behalf of the Board, announced that MOF and BNM had, in a letter from BNM dated 13 July 2017, approved the Reorganisation, Distribution and Subscription pursuant to the Financial Services Act 2013 and the Islamic Financial Services Act 2013. Further, AHIB had also announced that the Securities Commission Malaysia had approved the proposal for a change in the ultimate shareholder of AHIB, AFFIN Hwang Asset Management Berhad and AIIAN Asset Management Sdn Bhd via its letter dated 14 July 2017.

The shareholders of AFFIN had approved the Distribution, Subscription, AFFIN Amendment and Transfer of Listing Status at an EGM convened on 16 October 2017.

On 17 November 2017, AHIB, on behalf of the Board, announced that Bursa Securities had in its letter dated 17 November 2017 approved the following:

- (a) withdrawal of AFFIN and the AFFIN Shares from the Official List of Bursa Securities and the admission of AFFIN Bank and the entire enlarged issued share capital of AFFIN Bank comprising up to 1,942,948,547 AFFIN Bank Shares to the Official List of Bursa Securities in place of AFFIN; and
- (b) the listing of and quotation for the entire enlarged issued share capital of AFFIN Bank comprising up to 1,942,948,547 AFFIN Bank Shares on the Main Market of Bursa Securities.

On 13 December 2017, AHIB, on behalf of the Board, announced that the High Court of Malaya had on the same date granted AFFIN an order confirming the reduction of the entire consolidated capital of AFFIN and the retained profits of AFFIN. A copy of the court order will be lodged with the Companies Commission of Malaysia in due course.

On 5 January 2018, AHIB, on behalf of the Board, announced that the Entitlement Date is fixed at 5.00 p.m. on 22 January 2018.

**THIS NOTICE IS INTENDED TO PROVIDE YOU WITH INFORMATION RELATING TO THE ENTITLEMENT DATE FOR THE DISTRIBUTION AND THE SUSPENSION OF TRADING OF AFFIN SHARES. NO ACTION IS REQUIRED ON YOUR PART.**

## **2. NOTICE OF ENTITLEMENT DATE FOR THE DISTRIBUTION**

AFFIN's issued share capital is approximately RM4.13 billion comprising 1,942,948,547 AFFIN Shares. AFFIN Bank's issued share capital is approximately RM4.68 billion comprising 1,942,948,547 AFFIN Bank Shares. Currently, the number of shares issued in AFFIN and AFFIN Bank are equal after the completion of the Reorganisation.

The Distribution will entail the distribution of the entire shareholding in AFFIN Bank held by AFFIN to the Entitled Shareholders on a basis of 1 AFFIN Bank Share for each AFFIN Share held by the Entitled Shareholders as at the Entitlement Date.

If your name appears in the Company's Record of Depositors as at the close of business at 5.00 p.m. on Monday, 22 January 2018, you shall be entitled to participate in the Distribution and shall qualify for entitlement only in respect of:

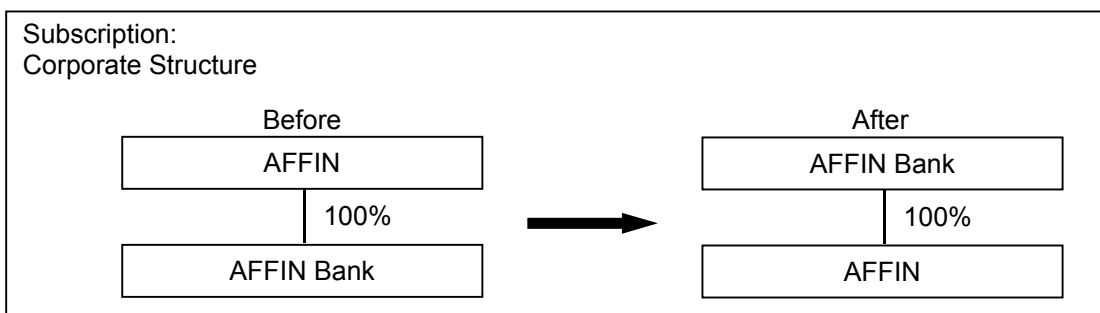
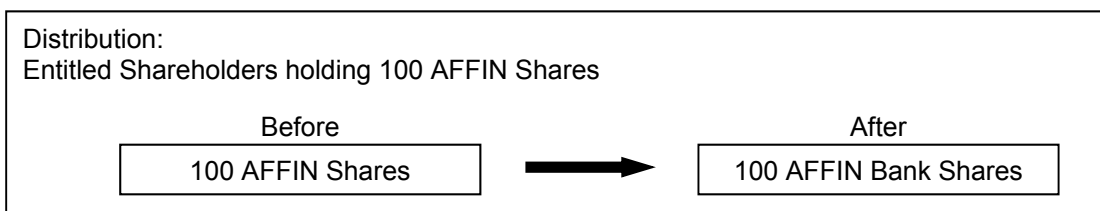
- (a) AFFIN Shares transferred into your CDS Account before 4.00 p.m. on 22 January 2018; and
- (b) AFFIN Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

As Bursa Securities has prescribed AFFIN Shares to be under the CDS under Section 14(1) of the SICDA, all dealings in AFFIN Shares are and will be subject to the provisions of the SICDA and the Rules of Bursa Depository.

The AFFIN Shares in your CDS account will be cancelled. You will receive AFFIN Bank Shares pursuant to the Distribution as stated above.

Your shareholding percentage in AFFIN Bank after the Distribution shall remain the same as your shareholding percentage in AFFIN on the Entitlement Date. Upon completion of the Distribution, AFFIN will cease to be a shareholder in AFFIN Bank.

The Distribution will be implemented concurrently with the Subscription. The Subscription entails AFFIN Bank subscribing to 2 new AFFIN Shares for RM2.00. Consequently, AFFIN will be a wholly-owned subsidiary of AFFIN Bank after the completion of the Distribution and Subscription. The effects of the Distribution and Subscription are illustrated below:



Following the above and upon completion of the AFFIN Amendment and AFFIN Bank Amendment, AFFIN will undertake the Transfer of Listing Status, where:

- (a) AFFIN Bank will be admitted to the Official List of Bursa Securities in place of AFFIN, with the listing of and quotation for the entire enlarged issued share capital of AFFIN Bank on the Main Market of Bursa Securities; and
- (b) AFFIN and AFFIN Shares, will be withdrawn from the Official List of Bursa Securities.

In view that the AFFIN Bank Shares will be a prescribed security under the CDS, any dealing in AFFIN Bank Shares on Bursa Securities will be subject to the provisions of SICDA and the Rules of Bursa Depository.

### 3. **SUSPENSION OF TRADING OF AFFIN SHARES AND LISTING OF AND QUOTATION FOR AFFIN BANK SHARES**

In order to facilitate the Distribution and Subscription, the trading of AFFIN Shares on the Main Market of Bursa Securities will be suspended with effect from 9.00 a.m. on Tuesday, 16 January 2018, being 3 clear Market Days prior to the Entitlement Date. Accordingly, the last time and date for trading of AFFIN Shares on the Main Market of Bursa Securities shall be at 5.00 p.m. on Monday, 15 January 2018.

The suspension of trading of AFFIN Shares will continue until its withdrawal from the Official List of Bursa Securities and the admission of AFFIN Bank and AFFIN Bank Shares to the Official List of Bursa Securities. The Transfer of Listing Status can only be made after the completion of the Distribution, Subscription, AFFIN Amendment and AFFIN Bank Amendment.

The date of admission of AFFIN Bank and AFFIN Bank Shares to the Official List of Bursa Securities and the listing of and quotation for the AFFIN Bank Shares will be announced in due course.

#### **4. PROCEDURES FOR THE DISTRIBUTION**

You are **NOT REQUIRED TO TAKE ANY ACTION**. As at the Entitlement Date, you will receive 1 AFFIN Bank Share for each AFFIN Share held in the manner as set out in Section 2 of this Notice. All existing AFFIN Shares in your CDS Account as at the Entitlement Date will be debited and the AFFIN Bank Shares will be credited directly into your CDS Account. A notice of allotment will be despatched to you within 8 Market Days from the Entitlement Date. The allotment and crediting of the AFFIN Bank Shares will also be made within 8 Market Days from the Entitlement Date.

For information purposes, upon listing on the Main Market of Bursa Securities, the AFFIN Bank Shares will assume the existing stock code of AFFIN Shares which is “**5185**” and the stock name for the AFFIN Bank Shares will remain as “**AFFIN**”.

#### **5. DIRECTORS’ RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Board who collectively and individually accepts full responsibility for the accuracy of the information given and confirms that, after having made all reasonable enquiries and to the best of its knowledge and belief, there is no other fact the omission of which would make any statement in the Notice inaccurate, incomplete, false or misleading.

#### **6. ENQUIRIES**

All enquiries concerning this Notice should be addressed to our Share Registrar, whose contact details are as follows:

**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD**

Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3, Bangsar South  
No. 8 Jalan Kerinchi, 59200 Kuala Lumpur

Telephone : 03-2783 9299  
Fax : 03-2783 9222

Yours faithfully  
For and on behalf of the Board of Directors of  
**AFFIN HOLDINGS BERHAD**

**GENERAL DATO’ SERI DIRAJA TAN SRI (DR.) MOHD ZAHIDI  
BIN HAJI ZAINUDDIN (R)**  
Chairman/Non-Independent Non-Executive Director