



(Company No. 423858-X)
(Incorporated in Malaysia under the Companies Act, 1965)

Notice of 16th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the SIXTEENTH (16th) ANNUAL GENERAL MEETING of BIMB Holdings Berhad (“BHB” or “the Company”) will be held at Tun Rahah Grand Hall, Level 1, Menara Yayasan Tun Razak, 200 Jalan Bukit Bintang, 55100 Kuala Lumpur on Wednesday, 15 May 2013 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **(Ordinary Resolution 1)**
- To approve the payment of final single tier dividend of 5.00% in respect of the financial year ended 31 December 2012. **(Ordinary Resolution 2)**
- To re-elect the following directors who are retiring by rotation in accordance with Article 61 of the Company’s Articles of Association and being eligible, have offered themselves for re-election:
 - Tan Sri Ismail bin Adam **(Ordinary Resolution 3)**
 - Encik Johan bin Abdullah **(Ordinary Resolution 4)**
- To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965: **(Ordinary Resolution 5)**

“That Encik Salih Amaran bin Jamiaan, who is retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.”
- To approve the payment of Directors’ fees of RM855,000 for the financial year ended 31 December 2012 (RM495,000 for the financial year ended 31 December 2011). **(Ordinary Resolution 6)**
- To re-appoint Messrs. KPMG Desa Megat & Co. as External Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

AS SPECIAL BUSINESS

Ordinary Resolution

- Retention of Independent Director

To retain Encik Zahari @ Mohd Zin bin Idris as Independent Non-Executive Director of the Company in accordance with Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012. **(Ordinary Resolution 8)**
- Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. **(Ordinary Resolution 9)**

“That subject to the Companies Act 1965, Memorandum and Articles of Association of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad approval be and is hereby given to BIMB Holdings Berhad and its subsidiaries to enter into the category of recurrent related party transactions of a revenue or trading nature with those related parties as specified in Section 2.1.3 of the Circular to Shareholders dated 23 April 2013 which are necessary for the Group’s day to day operations subject to the following:

 - The transactions carried out are in the ordinary course of business and are on normal commercial terms that do not favour the related parties more than the general public;
 - Are not detrimental to the minority shareholders of the Company; and
 - Will be disclosed in the annual report with the breakdown of the aggregate value of transaction conducted during the financial year pursuant to the shareholders’ mandate during the financial year (Mandate).

And that the Mandate conferred by this resolution shall commence immediately upon the passing of this Resolution;

And that such Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of Companies Act 1965); or
- it is revoked or varied by a resolution passed by the shareholders in a general meeting.

whichever is the earlier.”

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 16th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 41(a)(iii) of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 8 May 2013. Only a depositor whose name appears on the Record of Depositors as at 8 May 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to shareholders’ approval at the 16th Annual General Meeting of the Company to be held on Wednesday, 15 May 2013, a final single tier dividend of 5.00% in respect of the financial year ended 31 December 2012 will be paid on 19 June 2013 to depositors whose names appear in the Record of Depositors as at 27 May 2013.

Shareholders of the Company will only be entitled to the dividend in respect of:

- Shares transferred to the depositor’s securities account before 4.00 p.m. on 27 May 2013 in respect of ordinary transfer.
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Maria binti Mat Said (LS 0009400)
Company Secretary

Kuala Lumpur
23 April 2013

Notes:

- A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and vote instead of himself/herself.
- A member shall not be entitled to appoint more than two proxies to attend and vote at the same general meeting. Where a member appoints two proxies the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall:
 - in case of individual, be signed by the appointer or by his attorney; and
 - in case of a corporation be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
- All proxy forms should be deposited at the Company’s Registered Office, 31st Floor, Menara Bank Islam, No. 22 Jalan Perak, 50450 Kuala Lumpur not less than forty-eight hours before the time fixed for holding of the meeting or any adjournment thereof.
- Explanatory Notes:
 - Re-election of Independent Director in accordance with Article 61 of the Company’s Articles of Association

Tan Sri Ismail bin Adam

Tan Sri Ismail was appointed as an Independent Non-Executive Director of the Company on 3 January 2011 and later as Senior Independent Director on 25 May of the same year. He has satisfied the definition of ‘independent director’ and other requirements set out in Paragraph 1.01 of Bursa Malaysia Securities Berhad Listing Requirements (“Listing Requirements”). During the 2012 Directors’ Assessment, the Board was satisfied with Tan Sri Ismail’s overall performance and contribution. Tan Sri Ismail has demonstrated his commitment as a Director of BHB by not only attending Board meetings held during the financial year but also actively participate and provide valuable inputs to the Board. The Board opined that Tan Sri Ismail has the right skill set, qualities and experience for the benefits of BHB.

- Retention of Independent Director in accordance with Recommendation 3.3 of the Malaysian Code of Corporate Governance

Encik Zahari @ Mohd Zin bin Idris

Encik Zahari was appointed as an Independent Non-Executive Director of the Company on 20 September 2002. As at the date of the 16th Annual General Meeting of BHB, he has served as a Director of the Company for 10 years. In this regard, the Board is cognizant of the recommendation by the Malaysian Code of Corporate Governance 2012 that an independent non-executive director will be re-designated and no longer be treated as an independent director if he/she has been an independent director on the Board for more than nine (9) years. However, based on the Directors’ Assessment for 2012, the Board is of the view that Encik Zahari’s presence as a BHB’s independent director is pertinent to the Board collectively. He continue to demonstrate his independence by actively participating and providing independent views to the Board and other Board Committees particularly on the quarterly financial report and audited financial account although he has been an independent director for more than nine (9) years. His vast experience, i.e., 34 years in the banking industry is valuable. BHB will benefit from his vast experience and be able to tap on his expertise for the development of BHB and its subsidiaries. Apart from the positive feedback based on the peer evaluation, Encik Zahari has also complied with the attendance requirements for Board meetings pursuant to the Listing Requirements. This testifies his dedication in discharging the responsibilities expected of an independent director.

Apart from the above, Encik Zahari has satisfied the criteria of ‘independent director’ and other requirements set out in Paragraph 1.01 of Bursa Malaysia Securities Berhad Listing Requirements. Based on the aforesaid, the Board strongly recommends to shareholders of BHB to retain Encik Zahari as an Independent Non-Executive Director of the Company at the 16th Annual General Meeting of the Company.

- For further details on Ordinary Resolution 9, please refer to Circular to Shareholders dated 23 April 2013.