



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of BIMB Holdings Berhad ("**BHB**" or "**Company**") will be held on Thursday, 17 October 2013 at 10.00 a.m. or at any adjournment thereof, at Ballroom 3, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications as shall be determined upon at such meeting:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITIONS BY BHB OF THE REMAINING 49% ISSUED AND PAID-UP SHARE CAPITAL OF BANK ISLAM MALAYSIA BERHAD ("BANK ISLAM") COMPRISING THE FOLLOWING:-

- (A) 690,196,000 ORDINARY SHARES OF RM1.00 EACH IN BANK ISLAM ("BANK ISLAM SHARES") HELD BY DUBAI FINANCIAL GROUP LLC ("DFG"), REPRESENTING APPROXIMATELY 30.47% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF BANK ISLAM ("DFG BLOCK"), FOR A CASH CONSIDERATION OF UNITED STATES DOLLAR ("USD") 550,000,000 ("PROPOSED ACQUISITION OF DFG BLOCK"); AND
- (B) 419,894,000 BANK ISLAM SHARES HELD BY LEMBAGA TABUNG HAJI ("LTH"), REPRESENTING APPROXIMATELY 18.53% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF BANK ISLAM ("LTH BLOCK"), FOR A CASH CONSIDERATION OF THE RINGGIT MALAYSIA ("RM") EQUIVALENT OF USD334,603,069 ("PROPOSED ACQUISITION OF LTH BLOCK");

(COLLECTIVELY REFERRED TO AS "**PROPOSED ACQUISITIONS**")

THAT, subject to the passing of Ordinary Resolution 2 and approvals being obtained from the relevant regulatory authorities and parties (where required), approval be and is hereby given to the Company to acquire:-

- (a) 690,196,000 Bank Islam Shares held by DFG, representing approximately 30.47% of the issued and paid-up share capital of Bank Islam, for a cash consideration of USD550,000,000; and
- (b) 419,894,000 Bank Islam Shares held by LTH, representing approximately 18.53% of the issued and paid-up share capital of Bank Islam, for a cash consideration of the RM equivalent of USD334,603,069,

upon amongst others the following terms and conditions:-

- (i) the receipt by the Company of the entire gross proceeds to be raised pursuant to the Proposed Rights Issue with Warrants (as defined in Ordinary Resolution 2 below) on or before 24 December 2013 (or such other date as may be mutually agreed by DFG, LTH and BHB acting reasonably);
- (ii) the receipt by the Company of the entire gross proceeds to be raised pursuant to the proposed issue of ten (10)-year Islamic securities of up to an indicative issue size of RM2.120 billion in nominal value to raise indicative gross proceeds of up to approximately RM1.388 billion on or before 24 December 2013 (or such other date as may be mutually agreed by DFG, LTH and BHB acting reasonably); or
- (iii) the procurement by the Company of the purchase of, and/or conversion of its RM funds into, an aggregate amount of USD550,000,000 at an exchange rate of no more than USD1=RM3.35 within a period of three (3) weeks from the date of passing of this Ordinary Resolution 1 and Ordinary Resolution 2, for the purpose of satisfying the consideration payable by the Company for the acquisition of 690,196,000 Bank Islam Shares from DFG,

and together with such other terms and conditions as more particularly stipulated in the sale and purchase agreement dated 31 July 2013 between DFG, LTH and BHB ("**SPA**"), as amended by the supplemental agreement dated 30 September 2013 between DFG, LTH and BHB.

THAT, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to carry out and proceed with the Proposed Acquisitions for and on behalf of the Company.

THAT, authority be and is hereby given to the Board to assent to any modifications to the SPA and to sign and execute any other ancillary agreements and documents in relation thereto (as may be amended from time to time by further agreement between the parties) in connection with the Proposed Acquisitions, for and on behalf of the Company.

THAT, authority be and is hereby given to the Board to give full effect to the Proposed Acquisitions with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Board, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Acquisitions.

AND THAT, all previous acts made and/or done by the Board in connection with the Proposed Acquisitions be and hereby confirmed, approved and ratified."

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 426,715,958 NEW ORDINARY SHARES OF RM1.00 EACH IN BHB ("BHB SHARES") ("RIGHTS SHARES") TOGETHER WITH 426,715,958 FREE DETACHABLE WARRANTS ("WARRANTS"), ON THE BASIS OF TWO (2) RIGHTS SHARES AND TWO (2) WARRANTS FOR EVERY FIVE (5) EXISTING BHB SHARES HELD BY THE ENTITLED SHAREHOLDERS OF BHB ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE"), AT AN INDICATIVE ISSUE PRICE OF RM3.80 PER RIGHTS SHARE TO RAISE INDICATIVE GROSS PROCEEDS OF APPROXIMATELY RM1.622 BILLION ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

THAT, subject to the passing of Ordinary Resolution 1 and approvals being obtained from the relevant regulatory authorities and parties (where required), approval be and is hereby given to the Board to:-

- (i) issue by way of a renounceable rights issue of 426,715,958 Rights Shares and 426,715,958 Warrants at such issue price as the Board may deem fit, on the basis of two (2) Rights Shares with two (2) Warrants for every five (5) existing BHB Shares held on the Entitlement Date to the entitled shareholders;
- (ii) create and issue the Warrants based on the indicative salient terms as set out in Appendix I of the circular to shareholders dated 2 October 2013 ("**Circular**") and the terms and conditions of a deed poll to be executed by the Company ("**Deed Poll**"); and
- (iii) allot and issue such number of new Shares credited as fully paid-up pursuant to the exercise of the Warrants which may be exercised during the exercise period of the Warrants at an exercise price to be determined and announced later.

THAT, fractional entitlements, if any arising from the Proposed Rights Issue with Warrants will be dealt with in such manner as the Board in its absolute discretion deems fit and in the best interest of the Company.

THAT, any Rights Shares which are not validly taken up shall be made available for excess applications in such manner as the Board shall determine in a fair and equitable manner.

THAT, the Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with each other and the then existing BHB Shares, save and except that the Rights Shares will not carry any rights to participate in any dividends, distributions and/or other entitlements declared by BHB where the entitlement date in respect of such dividends, distributions and/or other entitlements falls a day which is prior to the date of allotment and issuance of the Rights Shares.

THAT, the new Shares arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with each other and the then existing BHB Shares, save and except that new Shares arising from the exercise of the Warrants will not carry any rights to participate in any dividends, distributions and/or other entitlements declared by BHB where the entitlement date in respect of such dividends, distributions and/or other entitlements falls a day which is prior to the date of allotment and issuance of the new Shares arising from the exercise of the Warrants.

THAT, the Board be and is hereby authorised to allot and issue such further Warrants as may be required or permitted to be issued pursuant to any adjustments under the terms and provisions of the Deed Poll at an adjusted price to be determined and announced later and to be dealt with in such manner as the Board shall at its absolute discretion deem fit and in the best interest of the Company.

THAT, the Board be and is hereby authorised to utilise the proceeds from the Proposed Rights Issue with Warrants in the manner set out in Section 2.4 of Part A of the Circular and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in the manner as the Board shall in its absolute discretion deem fit, necessary or expedient and in the best interest of the Company.

THAT, the Board be and is hereby authorised to enter into, execute and sign the Deed Poll with full power to assent to any condition, modification or amendment as they deem fit, necessary or expedient or as may be imposed by any relevant authorities, and full power to implement and give effect to the terms and conditions of the Deed Poll.

THAT, authority be and is hereby given to the Board to give full effect to the Proposed Rights Issue with Warrants with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Board, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Rights Issue with Warrants.

AND THAT, all previous acts made and/or done by the Board in connection with the Proposed Rights Issue with Warrants be and hereby confirmed, approved and ratified."

By Order of the Board
BIMB HOLDINGS BERHAD

MARIA MAT SAID (LS 0009400)

Company Secretary
Kuala Lumpur
2 October 2013

Important notes:-

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote for him.
- 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 Security Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsections 25A (1) of SICDA.
- The instrument appointing a proxy shall:
 - In case of individual, be signed by the appointor 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 31st Floor, Menara Bank Islam, No.22, Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
- A proxy may vote on a show of hands and on a poll. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy may exercise his discretion as to whether to vote on such matter.
- The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.