



(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 Monday, 27 October 2014 at 10.00 a.m. or at any adjournment thereof, at Function Hall, 10th Floor, Menara Bank Islam, No. 22, Jalan Perak, 50450 Kuala Lumpur for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications as shall be determined upon at such meeting:-

ORDINARY RESOLUTION

PROPOSED DIVIDEND REINVESTMENT PLAN WHICH WILL PROVIDE SHAREHOLDERS OF BHB ("SHAREHOLDERS") WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN NEW ORDINARY SHARES OF RM1.00 EACH IN BHB ("BHB SHARES") ("PROPOSED DRP")

"**THAT**, subject to the approvals of the relevant regulatory authorities for the Proposed DRP being obtained and to the extent permitted by law, the Proposed DRP which shall upon such terms and conditions as the Directors, at their sole and absolute discretion, deem fit be and is hereby approved **AND THAT** the Directors of the Company be authorised to:-

- (i) establish and implement the Proposed DRP;
- (ii) determine, at their sole and absolute discretion, whether the Proposed DRP will apply to any dividend declared (whether interim, final, special or any other cash dividend) and/or approved by the Company;
- (iii) allot and issue such number of new BHB Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP ("**New Shares**") ; and
- (iv) do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the Proposed DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant regulatory authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations, and/or amendments, or by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company.

THAT, the New Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing BHB Shares, save and except that the holders of New Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made, or paid to the Shareholders, the entitlement date of which is prior to the date of allotment of the New Shares.

AND THAT, no document pertaining to the Proposed DRP shall be issued or sent to the shareholders of BHB having addresses outside Malaysia in the Company's Record of Depositors or who have not provided an address in Malaysia at which such documents may be delivered to."

By Order of the Board
BIMB HOLDINGS BERHAD

MARIA MAT SAID (LS 0009400)
Company Secretary
Kuala Lumpur
9 October 2014

Important notes:-

1. 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.
2. 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.
3. 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.
4. The instrument appointing a proxy shall:
 - (i) In case of individual, be signed by the appointor or by his attorney; and
 - (ii) 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.
5. 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.
6. 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.
7. 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.