

**NOTICE OF PROVISIONAL ALLOTMENT**

All terms and abbreviations used herein shall have the same meanings as those defined in the "Definitions" section of the Abridged Prospectus dated 12 June 2014 unless stated otherwise. The provisionally allotted Rights Shares as contained in this NPA are prescribed securities pursuant to Section 14(5) of the SICDA as amended from time to time. Therefore, all dealings in the provisionally allotted Rights Shares will be subject to the SICDA and the Rules of Bursa Depository.

**AFFIN HOLDINGS BERHAD**

(Company No. 23218-W)

(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF 448,372,741 NEW ORDINARY SHARES OF RM1.00 EACH IN AFFIN ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TEN (10) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD AS AT 5.00 P.M. ON 12 JUNE 2014 AT AN ISSUE PRICE OF RM2.76 PER RIGHTS SHARE**

**Principal Adviser & Co-ordinator****AFFIN INVESTMENT BANK BERHAD (9999-V)**

(A Participating Organisation of Bursa Malaysia Securities Berhad)

**Joint Underwriters****RHB Investment Bank Berhad**

(Company No. 19663-P)

**Public Investment Bank Berhad**

(Company No. 20027-W)

**Aminvestment Bank Berhad**

(Company No. 23742-V)

**Credit Suisse Securities****(Malaysia) Sdn Bhd**

(Company No. 496609-H)

**To: Our Entitled Shareholders****Dear Sir/Madam,**

Our Board has provisionally allotted to you the number of Rights Shares as indicated below. Approval for the Rights Issue has been obtained from the shareholders of our Company at the EGM held on 21 April 2014 and the approval-in-principle by Bursa Securities has also been obtained on 27 March 2014 in relation to the Rights Issue.

We wish to advise that the following number of Provisional Rights Shares in respect of the Rights Issue have been confirmed by Bursa Depository and upon acceptance will be credited into your CDS account, subject to the terms and conditions stated in the Abridged Prospectus and the RSF issued by our Company.

The Provisional Rights Shares are subject to the provisions in the Abridged Prospectus. Bursa Securities has already prescribed the securities of our Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Rights Shares arising from the Rights Issue are prescribed securities and as such, all dealings in the Provisional Rights Shares will be by book entry through CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository.

**ALL RIGHTS SHARES TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATE WILL BE ISSUED.**

It is the intention of our Board to allot the Excess Rights Shares, if any, on a fair and equitable basis and in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to our Entitled Shareholders who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on their respective shareholdings in our Company on the Entitlement Date;
- (iii) thirdly, for allocation to our Entitled Shareholders who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares Application; and
- (iv) finally, for allocation to the renounee(s) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares Application.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares applied for under the RSF in such manner as it deems fit and expedient and in the best interest of our Company. Our Board also reserves the right to accept any access Rights Shares Application, in full or in part, without assigning any reason.

**NAME, ADDRESS AND CDS ACCOUNT NUMBER OF THE ENTITLED SHAREHOLDER**

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NUMBER OF AFFIN SHARES HELD AT 5.00 P.M. ON 12 JUNE 2014	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM2.76 PER RIGHTS SHARE (RM)

**IMPORTANT RELEVANT DATES AND TIME:**

Entitlement Date ..... : Thursday, 12 June 2014 at 5.00 p.m.  
**Last Date and Time for:**  
 Sale of provisional allotment of Rights Shares ..... : Thursday, 19 June 2014 at 5.00 p.m.  
 Transfer of provisional allotment of Rights Shares ..... : Tuesday, 24 June 2014 at 4.00 p.m.  
 Acceptance and payment ..... : Friday, 27 June 2014 at 5.00 p.m.\*  
 Excess application and payment ..... : Friday, 27 June 2014 at 5.00 p.m.\*

\* or such later date and time as our Board may decide in its absolute discretion and announce not less than two (2) Market Days before the stipulated closing date and time.

By order of the Board  
**NIMMA SAFIRA KHALID**  
 Company Secretary

**Special Share Registrar**  
**Tricor Investor Services Sdn Bhd (118401-V)**  
 Level 17, The Gardens North Tower  
 Mid Valley City, Lingkaran Syed Putra  
 59200 Kuala Lumpur  
 Tel: 603-2264 3883  
 Fax: 603-2282 1886

**RIGHTS SUBSCRIPTION FORM**

ALL TERMS AND ABBREVIATIONS USED HEREIN SHALL HAVE THE SAME MEANINGS AS THOSE DEFINED IN THE "DEFINITIONS" SECTION OF THE ABRIDGED PROSPECTUS DATED 12 JUNE 2014 UNLESS STATED OTHERWISE. THIS RSF RELATES TO THE ABRIDGED PROSPECTUS AND IS ISSUED FOR THE PURPOSE OF ACCEPTING THE RIGHTS SHARES PROVISIONALLY ALLOTTED AND APPLYING FOR EXCESS RIGHTS SHARES PURSUANT TO THE RIGHTS ISSUE OF AFFIN. THE LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT IS 5.00 P.M. ON 27 JUNE 2014 OR SUCH LATER DATE AND TIME AS MAY BE DETERMINED AND ANNOUNCED BY OUR BOARD NOT LESS THAN TWO (2) MARKET DAYS BEFORE THE STIPULATED DATE AND TIME. THIS RSF IS ONLY APPLICABLE TO PERSONS WHO HAVE PROVISIONAL RIGHTS SHARES STANDING TO THE CREDIT OF HIS/HER/THEIR RESPECTIVE CDS ACCOUNTS.



**AFFIN HOLDINGS BERHAD**

(Company No. 23218-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF 448,372,741 NEW ORDINARY SHARES OF RM1.00 EACH IN AFFIN ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TEN (10) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD AS AT 5.00 P.M. ON 12 JUNE 2014 AT AN ISSUE PRICE OF RM2.76 PER RIGHTS SHARE**

**NAME AND ADDRESS OF APPLICANT**  
(in block letters as per Bursa Depository's Record)

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**NRIC NO./ PASSPORT NO./ COMPANY NO.:**

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**CDS A/C NO.**

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NUMBER OF AFFIN SHARES HELD AT 5.00 P.M. ON 12 JUNE 2014	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM2.76 PER RIGHTS SHARE (RM)

*Note: if you have subsequently purchased additional provisional rights shares from the open market, you should indicate your acceptance of the total provisional rights shares that you have standing to the credit in your CDS account under Part I (a) below.*

To: The Board of Directors of AFFIN

**PART I - ACCEPTANCE OF RIGHTS SHARES**

In accordance with the terms of this RSF and the Abridged Prospectus dated 12 June 2014, I/we hereby irrevocably accept/apply for the number of Rights Shares/Excess Rights Shares as stated below which were provisionally allotted/renounced to me/us in accordance with and subject to the Memorandum and Articles of Association of the Company.

I/We enclose herewith the appropriate remittance(s)/reference for payment as stated below being the full amount payable for the Rights Shares accepted/applied for, and hereby request for the said Rights Shares to be credited into my/our CDS account, valid and subsisting, as stated above:-

NUMBER OF RIGHTS SHARES ACCEPTED/ EXCESS APPLIED	AMOUNT PAYABLE AT RM2.76 PER RIGHTS SHARE (RM)	BANKER'S DRAFT/CASHIER'S ORDER/MONEY ORDER/POSTAL ORDER NO.	PAYABLE TO
(a) ACCEPTANCE			AFFIN RIGHTS ISSUE ACCOUNT
(b) EXCESS			AFFIN EXCESS RIGHTS ISSUE ACCOUNT

**PART II - DECLARATION**

I/We hereby confirm and declare that:

- (i) All information provided by me/us is true and correct;
- (ii) All information is identical with the information in the record of Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") and further agree and confirm that in the event the said information differs from Bursa Depository's record as mentioned earlier, the exercise of my/our rights may be rejected; and
  - # I am 18 years of age or over.
  - # I am/We are resident(s) of Malaysia.
  - # I am/We are resident(s) of ..... (country) and having ..... citizenship.
  - # I am/We are nominee(s) of a person who is a #Bumiputera/#Non-Bumiputera/#Non Citizen resident in ..... (country) and having ..... citizenship.
  - # I/We consent to AFFIN and the Special Share Registrar of AFFIN collecting the information and personal data (collectively "**Data**") required herein, to process and disclose such Data to any person for the purposes of implementing the Rights Issue and storing such Data in any servers located in Malaysia or outside Malaysia in accordance with the relevant laws and regulations.

I/We hereby accept all the terms and conditions set out in this RSF and the Abridged Prospectus dated 12 June 2014 and further confirm compliance with all the requirements for acceptance as set out therein.

Affix  
Malaysian  
Revenue Stamp  
of RM10.00  
here

\_\_\_\_\_  
Signature/Authorised Signatory(ies)  
(Corporate bodies must affix their Common Seal)

\_\_\_\_\_ Date  
  
\_\_\_\_\_ Contact telephone number during office hours

<b>LAST DATE AND TIME FOR:-</b>	
Acceptance and payment	: Friday, 27 June 2014 at 5.00 p.m.*
Excess application and payment	: Friday, 27 June 2014 at 5.00 p.m.*
<small>* or such later date and time as our Board may decide in its absolute discretion and announce not less than two (2) Market Days before the stipulated closing date and time.</small>	

\* Please delete whichever is not appropriate

## NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

All terms and abbreviations used herein shall have the same meanings as those defined in the "Definitions" section of the Abridged Prospectus unless stated otherwise. THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY. ALL ENQUIRIES CONCERNING THE RIGHTS ISSUE SHOULD BE ADDRESSED TO THE SPECIAL SHARE REGISTRAR, TRICOR INVESTOR SERVICES SDN BHD (118401-V) AT LEVEL 17, THE GARDENS NORTH TOWER, MID VALLEY CITY, LINGKARAN SYED PUTRA, 59200 KUALA LUMPUR. INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

THE ABRIDGED PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

The Documents are only to be despatched to the Entitled Shareholders whose names appear in the Record of Depositors as at 5.00 p.m. on 12 June 2014 at their registered addresses in Malaysia or who have provided the Special Share Registrar with a registered address in Malaysia not later than 5.00 p.m. on 12 June 2014. The Documents are not intended to be (and will not be) issued, circulated or distributed, and the Rights Issue will not be made or offered or deemed to be made or offered, as such, in any countries or jurisdictions other than Malaysia. Persons receiving the Documents (including without limitation, custodians, nominees and trustees), must not, in connection with the Rights Issue distribute or send the Documents outside of Malaysia. No action has been or will be taken to ensure that the Rights Issue or the Documents comply with the laws of any countries or jurisdictions other than the laws of Malaysia. The Rights Issue to which the Documents relate is only available to persons receiving the Documents within Malaysia. The Documents do not constitute an offer, solicitation or invitation to subscribe for the Rights Issue in any jurisdictions other than Malaysia or to any person to whom it may be unlawful to make such an offer, solicitation or invitation. It shall be the sole responsibility of the shareholders whose names appear on our Record of Depositors as at the close of business on the Entitlement Date and/or their renounee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia to consult their legal and/or other professional advisers as to whether their acceptance or renunciation (as the case may be) of his/her entitlement to the Rights Issue would result in the contravention of any laws of such countries or jurisdictions. Such Entitled Shareholders and/or their renounee(s) (if applicable) should also note the additional terms and restrictions as set out in Section 4 of the Abridged Prospectus. Neither the Company nor AFFIN Investment shall accept any responsibility or liability whatsoever to any party in the event that any acceptance or sale/renunciation made by the Entitled Shareholders and/or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any countries or jurisdictions in which the Entitled Shareholder and/or his renounee (if applicable) is a resident.

A copy of the Abridged Prospectus has been registered with the SC. The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made or opinion or report expressed in the Abridged Prospectus. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the Abridged Prospectus together with the NPA and RSF has also been lodged with the Registrar of Companies who takes no responsibility for their contents.

The shareholders have approved the Rights Issue at the EGM held on 21 April 2014. Approval has also been obtained from Bursa Securities via its letter dated 27 March 2014 for the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities. However, this is not an indication that Bursa Securities recommends the Rights Issue. The listing of and quotation for the Rights Shares on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue. Neither Bursa Securities nor the SC takes any responsibility for the correctness of any statement made or opinions expressed in the Documents. The listing of and quotation for the Rights Shares on the Main Market of Bursa Securities will commence after, amongst others, receipt of confirmation from Bursa Depository that all the Central Depository System accounts of the Entitled Shareholders and/or their renounee(s) (if applicable) have been duly credited and notices of allotment have been despatched to the Entitled Shareholders and/or their renounee(s) (if applicable).

The Board has seen and approved all the documentation relating to the Rights Issue. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted would, make the statements in these Documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen.

### INSTRUCTIONS:

#### (I) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance and/or application until 5.00 p.m. on Friday, 27 June 2014, or such later date and time as the Board may determine, and announce not less than two (2) Market Days before the stipulated date and time.

#### (II) FULL OR PART ACCEPTANCE AND PAYMENT

If you wish to accept the Rights Shares provisionally allotted to you either in full or part, you are required to complete Parts I(A) and II of this RSF in accordance with the notes and instructions contained herein and return this RSF (including specifying the number of Rights Shares which you are accepting in the stipulated proportions). Each completed RSF must be accompanied by the appropriate remittance in RM for the full amount payable for the Rights Shares accepted in the form of Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia crossed "ACCOUNT PAYEE ONLY" and made payable to "AFFIN RIGHTS ISSUE ACCOUNT" and endorsed on the reverse side with your name in block letters, contact number and your CDS account number, which must be received by our Special Share Registrar by the stipulated last date and time for acceptance and payment.

If acceptance and payment for the Rights Shares provisionally allotted to you is not received by the Special Share Registrar by 5.00 p.m. on Friday, 27 June 2014, being the last date and time for acceptance and payment, (or such later date and time as the Board in its absolute discretion may decide and announce not less than two (2) Market Days before the stipulated date and time), such provisional allotment of Rights Shares to you or remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. Such Rights Shares not taken up will be made available for applicants who have applied for Excess Rights Shares.

Applications accompanied by payments other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of the Board, details of the remittances must be filled in the appropriate boxes provided in this RSF.

No acknowledgement of receipt of this RSF or application monies will be made by the Company or the Special Share Registrar in respect of the Rights Shares. However, successful applicants will be allotted their Rights Shares, and notices of allotment will be issued and despatched by ordinary post to them at their own risk to the addresses shown in the Record of Depositors within eight (8) Market Days from the last date and time for acceptance and payment for the Rights Issue or such other date as may be prescribed by Bursa Securities.

#### (III) APPLICATION FOR EXCESS RIGHTS SHARES

You and/or the renounees(s) (if applicable) who have accepted the provisionally allotted Rights Shares may apply for Excess Rights Shares by completing Part I(B) of this RSF (in addition to Parts I(A) and II) and forward this RSF (together with a separate remittance for the full amount payable in respect of the Excess Rights Shares applied for) to the Special Share Registrar, so as to arrive not later than 5.00 p.m. on Friday, 27 June 2014 being the last date and time for acceptance and payment (or such later date and time as the Board in its absolute discretion may decide and announce not less than two (2) Market Days before the stipulated date and time).

Payment for the Excess Rights Shares Applications should be made in the same manner described in Section 4.7 of the Abridged Prospectus, except that the Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and crossed "ACCOUNT PAYEE ONLY", should be made payable to "AFFIN EXCESS RIGHTS ISSUE ACCOUNT" and endorsed on the reverse side with your name in block letters, contact number and your CDS account number which must be received by the Special Share Registrar by the stipulated last date and time for acceptance and payment.

Applications accompanied by payments other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of the Board, details of the remittances must be filled in the appropriate boxes provided in this RSF.

It is the intention of the Board to allot the Excess Rights Shares, if any, on a fair and equitable basis and in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to the Entitled Shareholders who have applied for Excess Rights Shares on a pro-rata basis and in board lots, calculated based on their respective shareholdings in the Company on the Entitlement Date;
- (iii) thirdly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares Application; and
- (iv) finally, for allocation to the renounee(s) who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares Application.

No acknowledgement of receipt of this RSF for the Excess Rights Shares Application or application monies will be made by the Company or the Special Share Registrar in respect of the Excess Rights Shares. However, successful applicants will be allotted their Excess Rights Shares, and notices of allotment will be issued and despatched by ordinary post to you or the renounees (if applicable) at your own risk to the address shown in the Record of Depositors within eight (8) Market Days from the last date and time for acceptance and payment for the Excess Rights Shares or such other date as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful Excess Rights Shares applications, the full amount or the surplus application monies, as the case may be, shall be refunded without interest and despatched to the applicants within fifteen (15) Market Days from the last date and time for acceptance and payment for the Excess Rights Shares by ordinary post to the address shown in the Record of Depositors at your own risk.

#### (IV) SALE OR TRANSFER OF PROVISIONAL RIGHTS SHARES

If you wish to dispose or transfer all or part of your entitlement to the Provisional Rights Shares to one (1) or more person(s), you may do so immediately through your stockbroker(s) for the period up to the last date and time for sale or transfer of such Provisional Rights Shares, without first having to request us for a split of the Provisional Rights Shares standing to the credit of your CDS accounts. To dispose or transfer all or part of your entitlement to the Provisional Rights Shares, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository.

If you have sold or transferred only part of the Provisional Rights Shares, you may still accept the balance of the Provisional Rights Shares by completing Parts I and II of this RSF.

In disposing or transferring all or part of your Provisional Rights Shares, you need not deliver any document including this RSF to any stockbroker. However, you must ensure that there is sufficient Provisional Rights Shares standing to the credit of your CDS accounts that are available for settlement of the sale or transfer.

The purchaser(s) or transferee(s) of the Provisional Rights Shares may obtain a copy of this RSF from his/her/their stockbroker(s), the Special Share Registrar, the Registered Office or the website of Bursa Securities (<http://www.bursamalaysia.com>).

#### (V) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seal.
- (b) Rights Shares subscribed by the Entitled Shareholders and/or the renounee(s) will be credited into their respective CDS accounts as stated in this RSF or the exact accounts appearing on Bursa Depository's Record of Depositors.
- (c) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- (d) The contract arising from the acceptance of the Provisional Rights Shares by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (e) The Board reserves the right to accept or reject any acceptance and/or application if the instructions herein stated are not strictly adhered to or which are illegible. Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.