

## NOTICE OF ELECTION

THIS NOTICE OF ELECTION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE DIVIDEND REINVESTMENT PLAN ("DRP") STATEMENT ("DRP STATEMENT"). TERMS DEFINED IN THE DRP STATEMENT SHALL HAVE THE SAME MEANING WHEN USED HEREIN UNLESS THE CONTEXT REQUIRES OTHERWISE.

IF YOU WISH TO PARTICIPATE IN THE DRP, YOU MUST COMPLETE AND RETURN THE DIVIDEND REINVESTMENT FORM ("DRF") TO OUR SHARE REGISTRAR, SYMPHONY SHARE REGISTRARS SDN BHD, SUCH THAT IT REACHES OUR SHARE REGISTRAR ON OR BEFORE THE EXPIRY DATE (AS DEFINED HEREIN). IF YOU DECIDE TO RECEIVE YOUR ENTIRE INTERIM DIVIDEND ENTITLEMENT IN CASH ONLY, YOU DO NOT NEED TO TAKE ANY ACTION. THE PAYMENT OF YOUR TOTAL INTERIM DIVIDEND ENTITLEMENT WILL BE MADE TO YOU ON THE CASH PAYMENT DATE AS PER THE ARRANGEMENT THAT YOU HAVE APPROVED EARLIER.

All abbreviated terms used herein are as defined in the DRP Statement unless defined otherwise.



### BIMB HOLDINGS BERHAD

(Company No. 423858-X)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF ELECTION IN RELATION TO THE DRP THAT PROVIDES THE SHAREHOLDERS OF BIMB HOLDINGS BERHAD ("BHB") WITH THE OPTION TO ELECT TO REINVEST THEIR INTERIM CASH DIVIDEND INTO NEW ORDINARY SHARES IN BHB ("BHB SHARES")**

Principal Adviser



### ALLIANCE INVESTMENT BANK

Alliance Investment Bank Berhad (21605-D)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: Our shareholders

Dear Sir/Madam,

The Board of Directors of BHB ("Board") had on 28 November 2018, declared an interim dividend of 15.50 sen per BHB Share for the financial year ending 31 December 2018 ("Interim Dividend"). The Interim Dividend amounts to approximately RM262.50 million. The Board determined that the DRP shall apply to the Interim Dividend and the entire Interim Dividend which is 15.50 sen per BHB Share shall constitute the electable portion ("Electable Portion").

You had, at the Annual General Meeting ("AGM") held on 15 May 2018, approved the renewal of the authority to 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 DRP until the conclusion of the next AGM upon such terms and conditions and to such persons as the Board at their sole discretion, deem fit and in the interest of the Company, provided that the issue price of your new BHB Shares shall be fixed by the Board at an issue price of not more than ten percent (10%) discount to the five (5)-market day volume weighted average market price ("VWAP") of BHB Shares immediately prior to the Price Fixing Date (as defined herein). The VWAP shall be ex-dividend i.e. adjusted for dividend before applying the aforementioned discount in fixing the issue price.

The DRP provides you with the option to elect to reinvest up to your entire Electable Portion into new BHB Shares. This Notice of Election (including the DRF) is issued in connection with the DRP. If you elect to exercise your option to reinvest your entire Electable Portion (or a part thereof) into new BHB Shares ("Reinvestment Option"), you must complete and sign the DRF contained in this Notice of Election and submit it to our Share Registrar such that it reaches our Share Registrar on or before the last date and time as specified below.

The new BHB Shares will be issued to you at the issue price of RM3.18 per share as determined on 13 December 2018 ("Price Fixing Date"). The issue price of RM3.18 was computed based on the VWAP for the five (5)-market day (up to and including 12 December 2018) prior to the Price Fixing Date of approximately RM3.6793 after deducting the Interim Dividend and thereafter, applying a discount of approximately 10%.

Any issuance of new BHB Shares pursuant to this Notice of Election (including the DRF) is subject to the terms and conditions stated in the DRP Statement and this Notice of Election (including the DRF) issued by BHB. The number of new BHB Shares that are set out in the DRF has been computed based on your entitlement to the Interim Dividend as at 31 December 2018 ("Books Closing Date").

**YOU WILL RECEIVE THE ELECTABLE PORTION IN CASH IF YOU DO NOT EXPRESSLY ELECT IN WRITING TO EXERCISE THE REINVESTMENT OPTION ACCORDING TO ITS TERMS. AS SUCH, YOU NEED NOT TAKE ANY ACTION IF YOU WISH TO RECEIVE YOUR ELECTABLE PORTION IN CASH.**

<b>Last date and time to submit the DRF</b>	: <b>Thursday, 17 January 2019 at 5.00 p.m.</b> , or such later date and time as may be extended by the Board at its sole discretion (" <b>Expiry Date</b> ")
<b>Date for cash payment and allotment of new BHB Shares</b>	: <b>Tuesday, 29 January 2019 ("Payment Date")</b>

By order of the Board

**MARIA MAT SAID (LS 0009400)**  
Company Secretary

Our Share Registrar  
**Symphony Share Registrars Sdn Bhd (378993-D)**  
Level 6, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Helpdesk Telephone No: 603-7849 0777  
Facsimile No: 603-7841 8151 / 8152

THIS NOTICE OF ELECTION IS DATED 3 JANUARY 2019

**DIVIDEND REINVESTMENT FORM**

**DIVIDEND NO. 25**

**IF YOU WISH TO PARTICIPATE IN THE DRP, YOU MUST COMPLETE AND RETURN THIS DRF TO OUR SHARE REGISTRAR SUCH THAT IT REACHES OUR SHARE REGISTRAR ON OR BEFORE THE EXPIRY DATE. IF YOU DECIDE TO RECEIVE YOUR ENTIRE INTERIM DIVIDEND ENTITLEMENT IN CASH ONLY, YOU DO NOT NEED TO TAKE ANY ACTION. THE PAYMENT OF YOUR TOTAL INTERIM DIVIDEND ENTITLEMENT WILL BE MADE TO YOU ON THE CASH PAYMENT DATE AS PER THE ARRANGEMENT THAT YOU HAVE APPROVED EARLIER.**

To: The Board of Directors  
**BIMB HOLDINGS BERHAD**



**Name, Address and Central Depository System ("CDS") Account Number of Entitled Shareholder**

NRIC No. / Company No.  CDS A/C No.

Number of BHB Shares held at 5.00 p.m. on 31 December 2018

**INTERIM DIVIDEND ENTITLEMENT**

Interim Dividend of 15.50 sen per BHB Share held <sup>(1)</sup>  
Electable Portion of Interim Dividend of 15.50 sen per BHB Share held as approved by the Board <sup>(2)</sup>

**Maximum number of new BHB Share(s) available for Reinvestment Option under the DRP based on the quantum as approved by the Board <sup>(3)</sup>**

Cash payment:

- (i) Non-Electable Portion <sup>(4)</sup>
- (ii) Fractional Portion <sup>(3)</sup>

**Total**

<b>Net Dividend (RM)</b>
<b>Net Amount (RM)</b>

**REINVESTMENT OPTION**

**Number of new BHB Shares that you elect to subscribe under the Reinvestment Option at RM3.18 per share <sup>(5)</sup>** (Please note that the respective remaining portion will be paid in cash)

Notes:

- (1) If you decide to receive your entire Interim Dividend entitlement in cash only, the payment of the total dividend entitlement is as indicated.
- (2) Kindly take note that you have the option to elect to participate and thereby reinvest the entire Electable Portion (or a part thereof) into new BHB Shares and, if any, receive the remaining portion wholly in cash; or you can elect to exercise the Reinvestment Option in full or partially or if you do not so elect, you will receive the entire Interim Dividend wholly in cash.
- (3) The maximum number of new BHB Shares under the Reinvestment Option is calculated based on your entitlement to the Electable Portion as at 31 December 2018 and the issue price of RM3.18 per BHB Share, rounded down to the nearest unit. The number of new BHB Shares that would be issued if all entitled shareholders elect to reinvest the Reinvestment Option is up to 82,548,028 BHB Shares, representing approximately 4.87% of the issued share capital of BHB as at the Books Closing Date. It should be noted that since fractional and odd lots of new BHB Shares will not be allotted, any amount of the Interim Dividend payment that is insufficient for the issuance of one (1) board lot (i.e. 100 BHB Shares) will be paid in cash to shareholders of BHB.
- (4) The Non-Electable Portion is the portion of the Interim Dividend after the deduction of the Electable Portion, if any.
- (5) Please type or write clearly in ink the number of new BHB Shares that you elect to subscribe under the Reinvestment Option. Please note that the number of new BHB Shares that you elect to subscribe for under the Reinvestment Option must not be greater than the maximum number of new BHB Shares made available to you based on your entitlement to the Electable Portion as at 31 December 2018. However, if you submit this DRF by signing on the same without filling up the number of new BHB Shares that you wish to subscribe, you are deemed as reinvesting the entire Electable Portion into new BHB Shares under the DRP. It should be noted that since fractional and odd lots of new BHB Shares will not be allotted, any amount of the Interim Dividend payment that is insufficient for the issuance of one (1) board lot (i.e. 100 BHB Shares) will be paid in cash to shareholders of BHB.

I/We\* hereby elect to participate in the DRP and hereby irrevocably agree to subscribe to the total number of new BHB Shares under the Reinvestment Option as stated above, at the issue price of RM3.18 per BHB Share, subject to the terms and conditions set out in the DRP Statement and this Notice of Election, and further confirm compliance with all requirements for acceptance as set out therein.

I/We\* hereby confirm and declare and/or represent and warrant and/or agree that:

- (i) All information provided by me/us\* is true and correct;
- (ii) All information is identical with the information in the records 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;
- (iii) I/We\* am/are\* 18 years of age or over and not an undischarged bankrupt;
- (iv) My/Our\* participation in the DRP and subscription to the total number of new BHB Shares under the Reinvestment Option as stated above does not and will not result in a breach of any restrictions on my/our\* holding of BHB Shares imposed by any of my/our\* contractual obligations, or by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities, as the case may be, or as prescribed in BHB's Memorandum and Articles of Association; and
- (v) If at any time after the Board has determined that the DRP shall apply to the Interim Dividend and before the allotment and issuance of the new BHB Shares in respect of the Electable Portion, the Board shall consider that by reason of any event or circumstance (whether arising before or after such determination) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement the DRP in respect of the Electable Portion, the Board may, at their absolute discretion and as it deems fit in the interest of BHB and without assigning any reason thereof, cancel the application of the DRP in relation to the Electable Portion subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be, and I/we\* shall, in such event, receive the Electable Portion, in cash, in the usual manner from a dividend payment account.

Contact telephone number (during working hours) \_\_\_\_\_

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



House/Office \_\_\_\_\_

Dated this ..... day of ..... 2019

Mobile No. \_\_\_\_\_

<b>Last date and time to submit the DRF</b>	: Thursday, 17 January 2019 at 5.00 p.m., or such later date and time as may be extended by the Board at its sole discretion ("Expiry Date")
<b>Date for cash payment and allotment of new BHB Shares</b>	: Tuesday, 29 January 2019 ("Payment Date")

\* Please delete whichever is not applicable

**YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE DRP STATEMENT TO WHICH THIS NOTICE OF ELECTION (CONTAINING THE DRF) RELATES IN ITS ENTIRETY BEFORE COMPLETING THE DRF.**

**INSTRUCTIONS:**

- (1) The DRF, duly completed and signed, must be received by Symphony Share Registrars Sdn Bhd ("**Share Registrar**"), by post or by hand, not later than **5.00 p.m. on 17 January 2019**, being the Expiry Date of the election offer period, or such later date and time as may be extended by the Board at its sole discretion, at the following address:

FOR DELIVERY BY HAND AND/OR COURIER

Level 6, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

Helpdesk Tel: +603 - 7849 0777  
Fax: +603 - 7841 8151 / 8152

FOR ORDINARY POST

Peti Surat 9150  
Pejabat Pos Kelana Jaya  
46785 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

Any DRF received by our Share Registrar after the date and time stipulated above shall be regarded as null and void and of no legal effect unless the Board in its sole discretion determines otherwise and such submitting shareholders to which a void DRF applies who are entitled to the Interim Dividend based on his/her/its entitlement on the Books Closing Date, as the case may be, shall be deemed to have elected to receive the Interim Dividend entitlement, in respect of the belatedly submitted DRF, in cash. A completed and signed DRF, once received by our Share Registrar from you, is irrevocable and shall be binding on you.

- (2) One (1) DRF will be issued in respect of each of your shareholdings in one (1) Central Depository System ("**CDS**") account. For each DRF, you can have the option to elect to participate and thereby reinvest the entire Electable Portion (or a part thereof) into new BHB Shares and, if any, receive the remaining portion wholly in cash. Accordingly for each DRF, you can elect to exercise the Reinvestment Option in full or partially as stipulated in the DRF or if you do not so elect, you will receive the Interim Dividend entitlement wholly in cash as stipulated in the DRF.

If you receive more than one DRF and wish to reinvest into new BHB Shares in respect of the total aggregated Electable Portion of your entire shareholding, you must duly complete all DRFs received and return the completed DRFs to the office of our Share Registrar as stated above. Multiple submissions in relation to the same CDS account, or those appearing to be, or suspected of being multiple submissions in relation to the same CDS account, may be rejected at the discretion of the Board, and such submitting shareholders shall be treated as having elected to receive the Interim Dividend entitlement in cash in respect of the multiple submissions.

- (3) The DRF must be completed and signed in accordance with the notes and instructions in the DRP Statement and Notice of Election. DRFs that do not conform to the terms of the DRP Statement and this Notice of Election or are illegible may not be accepted at the sole discretion of the Board. The Board reserves the right at their absolute discretion to reject DRFs which are incomplete, incorrectly completed, damaged and/or illegible and such submitting shareholders shall be treated as having elected to receive their Interim Dividend entitlement in cash in respect of the rejected DRFs.
- (4) The maximum number of new BHB Shares available under the Reinvestment Option that is set out in this DRF have been computed based on your shareholding as stated in the Record of Depositors ("**ROD**") and your Interim Dividend entitlement as at the Books Closing Date.

If you have not received the DRF or require a replacement, please contact our Share Registrar for a replacement DRF. Alternatively, you can fill up a blank DRF (available for download at our website: [www.bimbholdings.com](http://www.bimbholdings.com) and Bursa Malaysia Securities Berhad's website: [www.bursamalaysia.com](http://www.bursamalaysia.com)) and submit the completed DRF to our Share Registrar. Please refer to the restrictions on eligibility to participate in the DRP as set out in Section 3 of the terms and conditions of the DRP Statement.

In the event that you state/insert a number of new BHB Shares to invest in which is higher than the maximum number of new BHB Shares available under the Reinvestment Option set out in the DRF/to which you are entitled to invest in, you are deemed to have elected to invest in the said maximum number of new BHB Shares.

**It should be noted that since fractional and odd lots of new BHB Shares will not be allotted, any amount of the Interim Dividend payment that is insufficient for the issuance of one (1) board lot (i.e. 100 BHB Shares) will be paid in cash.**

- (5) General instructions:

- (a) All entitled shareholders who wish to reinvest their entire Electable Portion entitlement (or a part thereof) into new BHB Shares must sign and submit all DRFs received by them. All corporations that wish to reinvest the entire Electable Portion entitlement (or a part thereof) into new BHB Shares must complete the DRF under their respective common seal which must be affixed and witnessed in accordance with their respective Articles of Association or other regulations or under the hand of a duly authorised officer or attorney.
- (b) Amendments must be clearly legible and should be counter signed by you in full. Any DRF defaced by erasures or any kind of correcting fluid may be rejected at the discretion of the Board and such shareholder shall be treated as having elected to receive the Electable Portion in cash.
- (c) Once the DRF and remittance have been lodged with our Share Registrar, participation shall be irrevocable and will not be subsequently withdrawn.

- (6) No cash payment is required from you should you elect the Reinvestment Option, however, a Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the DRF.
- (7) Your new BHB Shares arising from the Reinvestment Option will be issued and credited into your CDS account as stated in the ROD dated 31 December 2018 (being the Books Closing Date).
- (8) The DRP Statement, the DRP and the terms and conditions thereof shall be governed by, and construed in accordance with the laws of Malaysia. 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 DRF, this Notice of Election and the contract arising from the execution of the DRF.
- (9) No acknowledgement of receipt will be issued in respect of any DRF received. Please note that proof of posting cannot be construed or deemed to be proof of receipt by us of such DRF on or before the last date and time to submit the DRF.