



ERRATA

To: All Shareholders of BIMB Holdings Berhad

With reference to our Integrated Annual Report 2017, please be informed that the following parts of the Notice of the Twenty-First Annual General Meeting dated 17 April 2018 ("**21st AGM**") and Proxy Form (both contained in the Integrated Annual Report 2017) of which the amendments highlighted in bold and underlined, shall by this Errata be amended, corrected and taken to read as shown herein instead of as printed in the Integrated Annual Report 2017:

Integrated Annual Report 2017

Notice of the 21st AGM on Page 329 of the Integrated Annual Report 2017

Amendments:-

5. To approve the payment of Directors' fees and benefits amounting to **RM3,667,000** to Non-Executive Directors for the financial year ended 31 December 2017.

(Ordinary Resolution 4)

6. To approve the Directors' fees and benefits of up to **RM4,443,900** payable to the Non-Executive Directors from 1 January 2018 until the next Annual General Meeting of the Company.

(Ordinary Resolution 5)

Notes for the Notice of the 21st AGM on Page 331 of the Integrated Annual Report 2017

Amendments:-

2. Ordinary Resolution 4 & 5

The shareholders at the Company's 20th AGM held on 17 May 2017 had approved the Non-Executive Directors' fees and benefits of up to RM2,429,000.

Pursuant to Section 230(1) of the Companies Act 2016, Shareholders' approval is also required for the Non-Executive Directors' fees and benefits received from its subsidiaries. For financial year ended 31 December 2017, the Non-Executive Directors' fees and benefits for the Company and its subsidiaries was RM3,667,000.

Details of the Directors' fees and benefits paid to the Non-Executive Directors for the financial year ended 31 December 2017 are enumerated on page 242 of the Integrated Annual Report.

The proposed Resolution 5 is for the payment of the Directors' fees and benefits **for the Non-Executive Directors of the Company and its subsidiaries** for the period of 1 January 2018 until the conclusion of the next AGM.

Proxy Forms

Amendments:-

No	Resolution	For	Against
Ordinary Resolution 4	To approve the payment of Directors' fees and benefits amounting to RM3,667,000 to Non-Executive Directors for the financial year ended 31 December 2017.		
Ordinary Resolution 5	To approve the Directors' fees and benefits of up to RM4,443,900 payable to the Non-Executive Directors from 1 January 2018 until the next Annual General Meeting of the Company.		

A copy of the revised Notice of 21st AGM and Proxy Forms are enclosed herewith for reference.

By Order of the Board

MARIA MAT SAID (LS 0009400)

Company Secretary

Kuala Lumpur

2 May 2018



Notice of the 21st Annual General Meeting

NOTICE IS HEREBY GIVEN that the 21st Annual General Meeting of BMB Holdings Berhad (“**BHB**” or “**the Company**”) will be held at Ballroom 3, Sime Darby Convention Center, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 15 May 2018 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.

(Please refer to Note 1)

2. To re-elect Encik Mohd Tarmidzi Ahmad Nordin who is retiring by rotation in accordance with Article 61 of the Company's Constitution and being eligible, has offered himself for re-election.

(Ordinary Resolution 1)

3. To re-elect Puan Noraini Che Dan who is retiring by rotation in accordance with Article 61 of the Company's Constitution and being eligible, has offered herself for re-election.

(Ordinary Resolution 2)

4. To re-elect Tan Sri Ambrin Buang who is retiring in accordance with Article 66 of the Company's Constitution and being eligible, has offered himself for re-election.

(Ordinary Resolution 3)

5. To approve the payment of Directors' fees and benefits amounting to **RM3,667,000** to Non-Executive Directors for the financial year ended 31 December 2017.

(Ordinary Resolution 4)

6. To approve the Directors' fees and benefits of up to **RM4,443,900** payable to the Non-Executive Directors from 1 January 2018 until the next Annual General Meeting of the Company.

(Ordinary Resolution 5)

7. To re-appoint Messrs. KPMG Desa Megat PLT as the External Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 6)



SPECIAL BUSINESS

8. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

"That subject to the Companies Act 2016, Company's Constitution and the Listing Requirements of Bursa Malaysia Securities Berhad approval be and is hereby given to BMB 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 17 April 2018 which are necessary for the Group's day to day operations subject to the following:-

- a) 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;
- b) Are not detrimental to the minority shareholders of the Company; and
- c) 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:-

- i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of Companies Act 2016); or
- iii) it is revoked or varied by a resolution passed by the shareholders in a general meeting.

whichever is the earlier."

(Ordinary Resolution 7)

9. Proposed renewal of the authority for Directors to allot and issue new ordinary shares of BHB, for the purpose of the Company's Dividend Reinvestment Plan ("DRP") that provides the shareholders of BHB the option to elect to reinvest their cash dividend in new BHB Shares.



“**THAT** pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting held on 27 October 2014 and subject to the approval of the relevant regulatory authority (if any), approval be and is hereby given to the Company 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 Annual General Meeting upon such terms and conditions and to such persons as the Directors of the Company at their sole and absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new BHB Shares shall be fixed by the Directors based on the adjusted five (5) market days volume weighted average market price (“**VWAP**”) of BHB Shares immediately prior to the price-fixing date after applying a discount of not more than 10%, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to 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 DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company.”

(Ordinary Resolution 8)

10. To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

MARIA MAT SAID (LS 0009400)

Company Secretary

Kuala Lumpur

17 April 2018



Notes :

1. Audited Financial Statements

The Audited Financial Statements laid at this meeting pursuant to Section 340(1) (a) of the Companies Act 2016 are meant for the shareholders' information and discussion only. It does not require shareholders' approval, and therefore Audited Financial Statements are not put forward for voting.

2. Ordinary Resolution 4 & 5

The shareholders at the Company's 20th Annual General Meeting held on 17 May 2017 had approved the Non-Executive Directors' fees and benefits of up to RM2,429,000.

Pursuant to Section 230(1) of the Companies Act 2016, Shareholders' approval is also required for the Non-Executive Directors' fees and benefits received from its subsidiaries. For financial year ended 31 December 2017, the Non-Executive Directors' fees and benefits for the Company and its subsidiaries was RM3,667,000. Details of the Directors' fees and benefits paid to the Non-Executive Directors for the financial year ended 31 December 2017 are enumerated on page 242 of the Integrated Annual Report.

The proposed Resolution 5 is for the payment of the Directors' fees and benefits for the Non-Executive Directors of the Company and its subsidiaries for the period of 1 January 2018 until the conclusion of the next Annual General Meeting.

3. Explanatory Notes to Special Business

a) Ordinary Resolution 7

Ordinary Resolution 7, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent transaction involving the interest of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

For further details on Ordinary Resolution 7, please refer to Circular to Shareholders dated 17 April 2018.

b) Ordinary Resolution 8

Ordinary Resolution 8, if passed, will give authority to the Directors to allot and issue share for the Dividend Reinvestment Plan in respect of dividends to be declared until the next Annual General Meeting. A renewal of this authority will be sought at the next Annual General Meeting.



4. Appointment of Proxy

- (i) Only members whose names appear in the Record of Depositors on 10 May 2018 shall be eligible to attend, speak and vote at the AGM or appoint proxy(ies) to attend, speak and/ or vote on their behalf.
- (ii) A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and to vote instead of him at the same meeting and a proxy need not be a member of the Company.
- (iii) Where a member of the Company appoints two (2) proxies, the appointments shall be invalid unless he specifies the holdings to be represented by each proxy.
- (iv) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- (v) The instruments appointing a proxy in the case of an individual shall be signed by the appointer or his attorney and in the case of a corporation, must be under seal or under the hand of an officer or attorney duly authorised.
- (vi) The instrument appointing a proxy must be deposited at the Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana, 1, Jalan PJU 1A/46, 47301 Petaling Jaya Selangor Darul Ehsan not less than twenty-four (24) hours before the time of the meeting or adjourned meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (vii) Pursuant to Paragraph 8.29A of the Bursa Securities Listing Requirements, all resolutions set out in the Notice will be put to vote by poll.

PROXY FORM



I/We _____
(Full Name of Shareholder)

NRIC No./Passport No./Company No. _____
of _____
(Address)

Telephone No. _____ being a member/members of BIMB Holdings Berhad ("BHB" or "the Company"), hereby appoint; _____
(Full Name & NRIC No.)

of _____
(Address)

and/or failing him/her: _____
(Full Name & NRIC No.)

of _____
(Address)

or failing him, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the **TWENTY-FIRST ANNUAL GENERAL MEETING of BIMB HOLDINGS BERHAD**, to be held at Ballroom 3, Sime Darby Convention Center, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 15 May 2018 at 10.00 a.m. and any adjournment thereof.

Please indicate an "X" in the space provided below, how you wish your vote to be cast in respect of the following resolutions. In the absence of specific directions, your proxy may vote or abstain at his/her discretion. If you appoint two proxies, please specify the proportions of holdings to be represented by each proxy.

My/Our proxy is to vote as indicated hereunder:

NO.	RESOLUTION	FOR	AGAINST
Ordinary Resolution 1	To re-elect Encik Mohd Tarmidzi Ahmad Nordin as a Director.		
Ordinary Resolution 2	To re-elect Puan Noraini Che Dan as a Director.		
Ordinary Resolution 3	To re-elect YBhg. Tan Sri Ambrin Buang as a Director.		
Ordinary Resolution 4	To approve the payment of Directors' fee and benefits amounting to RM3,667,000 to Non-Executive Directors for the financial year ended 31 December 2017.		
Ordinary Resolution 5	To approve the Directors' fees and benefits of up to RM4,443,900 payable to the Non-Executive Directors from 1 January 2018 until the next Annual General Meeting of the Company.		
Ordinary Resolution 6	To re-appoint Messrs. KPMG Desa Megat PLT as the External Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 7	Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		
Ordinary Resolution 8	Proposed renewal of the authority for Directors to allot and issue new ordinary of BHB for the purpose of the Company's Dividend Reinvestment Plan that provides the Shareholders of BHB option to elect to reinvest their cash dividend in new BHB Shares.		

NO. OF SHARES

Dated this _____ day of _____ 2018

Signature/Common Seal of Shareholders

For appointment of two proxies, the number of shares and percentage of shareholdings to be represented by the proxies are as follows:		
	NO. OF SHARES	PERCENTAGE
Proxy 1		
Proxy 2		
TOTAL		100%



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Notes:

- (i) Only members whose names appear in the Record of Depositors on 10 May 2018 shall be eligible to attend, speak and vote at the 21st Annual General Meeting or appoint proxy(ies) to attend, speak and/ or vote on their behalf.
- (ii) A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and to vote instead of him at the same meeting and a proxy need not be a member of the Company.
- (iii) Where a member of the Company appoints two (2) proxies, the appointments shall be invalid unless he specifies the holdings to be represented by each proxy.
- (iv) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- (v) The instruments appointing a proxy in the case of an individual shall be signed by the appointer or his attorney and in the case of a corporation, must be under seal or under the hand of an officer or attorney duly authorised.
- (vi) The instrument appointing a proxy must be deposited at the Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.
- (vii) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 21st Annual General Meeting will be put to vote by poll.

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AFFIX
STAMP

SYMPHONY SHARE REGISTRARS SDN BHD (378993-D)

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

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