

## News Release

- (I) Proposed Acquisition Of 858,499 Ordinary Shares Of Saudi Riyal (“SAR”) 10 Each In Anfaal Capital (“ANFAAL”) By Maybank Investment Bank Berhad (“MAYBANK IB”), A Wholly-Owned Subsidiary Of Maybank, Representing 17.17% Of The Ordinary Share Capital Of Anfaal; and
- (II) Proposed Assignment Of The Subordinated Loan Of SAR2,070,000 From Al Numu Real Estate Company (“AL NUMU”) To Maybank

April 10, 2012

### 1. Introduction

The Board of Directors of Maybank is pleased to announce that Maybank IB, a wholly-owned subsidiary of Maybank, has on 9 April 2012 entered into a conditional Share Purchase Agreement (“SPA”) with Al Numu and Anfaal, for the following:

- (i) proposed acquisition of 858,499 ordinary shares of SAR10 each in Anfaal (“Anfaal Shares”), representing approximately 17.17% of the ordinary share capital of Anfaal for a cash consideration of SAR10,516,613, being SAR12.25 for each Anfaal Share; and
  - (ii) proposed assignment of the subordinated loan of SAR2,070,000 (“Subordinated Loan”) from Al Numu to Maybank IB.
- ((i) and (ii) collectively referred to as the “Proposals”).

Maybank IB currently holds 900,000 Anfaal Shares, representing 18.00% equity interest in Anfaal. Upon completion of the Proposals, Maybank IB will hold 35.17% equity interest in Anfaal.

*(Unless otherwise stated, the exchange rate of SAR100: RM81.9034 being the middle rate prevailing on 9 April 2012 as published by Bank Negara Malaysia, has been applied in this announcement)*

## 2. DETAILS OF THE PROPOSALS

### 2.1 The Proposals

The Proposals entail the following:

- (i) proposed acquisition of 858,499 Anfaal Shares, representing approximately 17.17% of the ordinary share capital of Anfaal (“Sale Shares”) for a cash consideration of SAR10,516,613, being SAR12.25 for each Anfaal Share; and
- (ii) proposed assignment of the Subordinated Loan from Al Numu to Maybank IB.

Subject to the approval of the Capital Market Authority (“CMA”) of the Kingdom of Saudi Arabia, the Subordinated Loan will be converted into 207,000 new Anfaal Shares at par and shall rank equally with the existing Anfaal Shares.

The total purchase consideration of SAR12,586,613 for the Proposals is to be satisfied in cash.

### 2.2 Basis of arriving at the purchase consideration

The purchase consideration of SAR12,586,613 for the Proposals, was arrived at on a willing buyer-willing seller basis after taking into consideration, inter alia, the following:

- (i) the unaudited shareholders’ funds of Anfaal as at 31 July 2011 of SAR40,009,635;
- (ii) the assignment of the Subordinated Loan from Al Numu to Maybank IB at par; and
- (iii) earnings potential of Anfaal and the potential benefits to Maybank and its subsidiaries (“**Maybank Group**”).

The total purchase consideration of SAR12,586,613 represents a price-to-book ratio of 1.48 times based on the unaudited shareholders’ funds of Anfaal as at 31 July 2011 or 1.62 times based on the audited shareholders’ funds of Anfaal as at 31 December 2011 of SAR36,503,220.

## 2.3 Salient terms of the SPA

The salient terms of the SPA include the following:

### 2.3.1 Conditions Precedent

The Proposals are subject to the following conditions precedent being fulfilled by 30 September 2012 or such other date as mutually agreed in writing by Al Numu and Maybank IB:

- (i) waiver of any pre-emptive rights (including a right of first refusal) in respect of the Sale Shares and if applicable, the 41,499 Anfaal Shares (“Remaining Shares”) from the other shareholders of Anfaal. Please refer to Section 2.3.2 below for details on the “Remaining Shares”;
- (ii) the execution by all the parties thereto of the amendment to the shareholders’ agreement in a form acceptable to Maybank IB;
- (iii) the CMA shall have approved the Proposals;
- (iv) the issuance of Anfaal’s amended foreign investment licence by the Saudi Arabian General Investment Authority (“SAGIA”);
- (v) the approval of the Securities Commission of Malaysia (“SC”) for the Proposals;
- (vi) Al Numu shall have performed or complied with all of the terms, covenants and conditions of this SPA to be performed or complied with by Al Numu at or prior to completion;
- (vii) no material adverse change shall have occurred since the date of the SPA in the business, financial condition, properties, assets or liabilities of Anfaal; and
- (viii) each of the representations and warranties of Al Numu contained in the SPA is true, correct and accurate as at the date of the SPA and on the completion date.

To the extent permitted by applicable laws, Maybank IB reserves the right to waive (in whole or in part) in writing the requirement to satisfy any of the conditions precedent and thereafter the parties may proceed to completion.

### 2.3.2 Remaining Shares

- (i) Al Numu has offered to sell the Remaining Shares to Islamic Corporation for the Development of the Private Sector (“ICD”), a shareholder of Anfaal.
- (ii) If ICD elects to acquire the Remaining Shares, then Al Numu shall endeavour to procure and complete the transfer of the Remaining Shares to ICD including filing the necessary regulatory applications at the same time as the transfer of the Sale Shares.
- (iii) If, at any time prior to the submission to the CMA, ICD informs Al Numu of its intention not to purchase the Remaining Shares from Al Numu, then Al Numu shall, by notice in writing to Maybank IB, offer the Remaining Shares to Maybank IB at a price of SAR12.25 per Remaining Share.
- (iv) Within 30 days from receipt of the notice, Maybank IB may elect by written notice to purchase all of the Remaining Shares payable at completion.
- (v) If Maybank IB elects to acquire the Remaining Shares, Maybank IB and Al Numu shall take all actions necessary to ensure that the Remaining Shares are transferred to Maybank IB on completion.
- (vi) Al Numu acknowledges and confirms that subject to completion taking place and Maybank IB acquiring the Remaining Shares, then from the completion date, Maybank IB shall have full legal ownership of the Remaining Shares and all rights, title and interest in and to the Remaining Shares, including rights to all dividends or other distribution which may be declared, and that they are free and clear of all encumbrances.

### **2.3.3 Completion**

- (i) Completion shall be effected at the office of Anfaal within 10 business days following the satisfaction or waiver of the conditions precedents (or such later date as may be notified in writing by Maybank IB).
- (ii) The parties will execute a Subordinated Loan assignment agreement in a form acceptable to Maybank IB.
- (iii) Maybank IB shall make the payments as provided as set out in the SPA.

### **2.3.4 Other Terms**

Al Numu acknowledges that Maybank IB is under no obligation to make any payment unless the transfer of all the Sale Shares, the transfer of all the Remaining Shares (if acquired) and the assignment of the Subordinated Loan is done contemporaneously.

## **2.4 Source of Financing**

The total purchase consideration of SAR12,586,613 for the Proposals is to be satisfied in cash from internally generated funds.

## **2.5 Information on Anfaal**

Anfaal is a closed joint stock investment company, founded in May 2010 in Jeddah, Kingdom of Saudi Arabia. Anfaal is authorised by the SAGIA and regulated by CMA. Anfaal obtained its operating license on 1 September 2010. The CMA license allows Anfaal to undertake investment banking activities such as managing, arranging, advising, and custody in the securities business.

## **2.6 Information on Al Numu**

Al Numu is a real estate investment and management company affiliated to SEDCO Holding, a leading Saudi Arabian and Shari'a compliant private wealth management organisation.

### 3. Rationale for the Proposals

The Proposals will enable Maybank IB to increase its equity interest in Anfaal from 18.00% to 35.17%. It also represents a good opportunity for Maybank IB to increase its presence in Saudi Arabia and play a more significant role in unlocking Anfaal's potential, especially in the area of syndication, sukuk structuring and project financing in Saudi Arabia.

### 4. Effects of the Proposals

#### 4.1 Share capital, substantial shareholders' shareholding

The Proposals are not expected to have any effect on the issued and paid-up capital of Maybank as well as Maybank's substantial shareholders' shareholding as the purchase consideration is to be satisfied entirely in cash and does not involve any issuance of new Maybank shares.

#### 4.2 Net assets ("NA") and NA per share

The Proposals are not expected to have any effect on the NA and NA per share of Maybank Group as the total purchase consideration is to be satisfied entirely in cash.

#### 4.3 Earnings and earnings per share

The Proposals are estimated to be completed by 30 September 2012 and are not expected to have any material effect on the earnings and earnings per share of Maybank Group for the financial year ended 31 December 2012.

#### 4.4 Gearing

The Proposals are not expected to have any material impact onto the gearing of Maybank Group as the total purchase consideration is to be satisfied entirely in cash.

## 5. Approvals required

The Proposals are subject to approvals being obtained from the following:

- (i) SC;
- (ii) CMA; and
- (iii) SAGIA for the issuance of Anfaal's amended foreign investment licence.

## 6. Directors' and major shareholders' interest

None of the Directors or major shareholders of Maybank and Maybank IB or persons connected to them have any interest, direct or indirect, in the Proposals.

## 7. Directors' statement

The Board, after having considered all aspects of the Proposals, is of the opinion that the Proposals are in the best interest of Maybank.

## 8. Documents for inspection

The SPA is available for inspection at the registered office of Maybank IB at 32nd Floor, Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) for a period of three (3) months from the date of this announcement.

**This announcement is dated 10 April 2012.**