

SALIENT TERMS OF THE RCPS A

- Issuer : FIHB
- Issue size : 270,000,000 RCPS A
- Issue Price : RM0.10 per RCPS
- Conversion Price : RM0.76 per ordinary share
- Issue Date : 28 November 2017
- Dividend : FFHB shall have the sole discretion to decide whether to annually declare, any non-cumulative dividend and the quantum of such dividend to the RCPS holders, provided always that:-
- (i) Such dividend shall not be more than 8% per annum calculated based on the nominal value of the RCPS; and
 - (ii) If dividends are declared to its ordinary shareholders, then dividends in respect of the RCPS shall be paid to the RCPS holders in preference.
- Tenure : One hundred twenty (120) months from the Issuance Date
- Maturity Date : On the market day falling One hundred twenty (120) months from the Issuance Date
- Conversion Rights : The RCPS shall be convertible at the option of the holder, at any time after the Issuance Date and up to the Maturity Date (both dates inclusive) without the payment of additional consideration by the holder thereof, into such number of Conversion Shares as is determined by dividing the Issue Price by the Conversion Price in effect at the time of conversion. Any RCPS not converted or redeemed prior to the Maturity Date shall be mandatorily converted into new FFHB Shares on the Maturity Date.
- Conversion Ratio : For the avoidance of doubt, the number of Conversion Shares to be issued to the RCPS holder upon conversion shall be calculated in accordance with the following formula:
- $$\text{Number of Conversion Shares} = \frac{\text{Number of RCPS} \times \text{Issue Price}}{\text{Conversion Price}}$$
- Redemption Price and Redemption Period : The RCPS are redeemable at the option of the Issuer at RM0.10 each at any time from the third (3rd) anniversary of the Issuance Date and up to the Maturity Date (both dates inclusive), at 100% of the Issue Price
- All RCPS which are redeemed or purchased by the Issuer shall be cancelled immediately and cannot be resold
- Ranking : (i) The RCPS shall rank in priority to the FFHB Shares but *pari passu* among themselves in respect of the right to receive dividends out of the distributable profits;
- (ii) Holders of the RCPS shall rank in priority to the ordinary shareholders in any distribution of assets, up to the value of the RCPS of RM0.10 each upon any such liquidation, dissolution or winding-up of FFHB; and
- (iii) The Conversion Shares arising from the conversion of the RCPS shall, upon allotment and issue, rank *pari passu* in all respects with the existing FFHB Shares except that the holders of the Conversion Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared by FFHB on entitlement dates which are prior to the date of allotment of the Conversion Shares.
- Adjustment to : The Conversion Price may be adjusted, at the determination of the Board, in all or any

SALIENT TERMS OF THE RCPS A

| | |
|--|---|
| Conversion Price and Conversion Rights | <p>of the following circumstances:-</p> <ul style="list-style-type: none">(i) an alteration of the par value of the ordinary shares of FFHB by reason of consolidation or subdivision; or(ii) a bonus issue of fully paid-up ordinary shares by FFHB; or(iii) a capital distribution to shareholders made by FFHB whether on a reduction of capital or otherwise, but excluding any cancellation of capital which is lost or unrepresented by assets; or(iv) a rights issue of ordinary shares by FFHB; or(v) any other circumstances that the Board deems necessary provided always that any adjustment shall not prejudice the interest of the Holder of the RCPS or result in any dilutive effect. <p>No adjustment to the Conversion Price will be made unless the computation has been certified by the external auditors of FFHB.</p> |
| Voting Rights | <p>: The RCPS holders shall have the right to receive notices, reports and audited financial statements and attend meetings of the Company, but shall not be entitled to vote in person or by proxy or by attorney in a general meeting of the Company except at such meeting in each of the following circumstances:</p> <ul style="list-style-type: none">(a) when the dividend or part thereof on the RCPS is in arrears for more than six (6) months;(b) on a proposal to reduce the Company's share capital;(c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;(d) on a proposal that affects the rights attached to the RCPS;(e) on a proposal to wind up the Company; and(f) during the winding up of the Company. <p>Whenever the RCPS holders has the right to vote at a general meeting, that holder has the same right to vote (both on a show of hands and on a poll) as the holder of one (1) ordinary share for each RCPS held.</p> |
| Transferability | : No restriction on transferability |
| Listing | : The RCPS will be admitted to the Official List of Bursa Securities. The RCPS and the new FFHB Shares arising from the conversion of the RCPS will be listed and quoted on the Main Market of Bursa Securities |
| Governing Laws | : Laws of Malaysia |