



**MALAYSIA BUILDING SOCIETY BERHAD**  
(Incorporated in Malaysia under the Companies Act, 1965)  
(Company No. 9417-K)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 44th ANNUAL GENERAL MEETING ("AGM") of the Company will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 22 April 2014 at 10.00 a.m. for the following purposes:

**Ordinary Business:**

1. To receive and adopt the Audited Financial Statements of the Company and of the Group for the year ended 31 December 2013 and Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
2. To declare a Single-Tier Final Dividend of 5% for the financial year ended 31 December 2013. **Ordinary Resolution 2**
3. To approve payment of Directors' Fees amounting to RM586,667.00 for the financial year ended 31 December 2013. **Ordinary Resolution 3**
4. To re-elect the following Director who retire in accordance with Article 86 of the Company's Articles of Association and who being eligible offer himself for re-election:- **Ordinary Resolution 4**
  - (i) Encik Lim Tian Huat
5. To re-elect the following Director who retire in accordance with Article 78 of the Company's Articles of Association and who being eligible offer herself for re-election:- **Ordinary Resolution 5**
  - (i) Cik Ravinder Kaur a/p Mahan Singh
6. To consider and if thought fit, to pass the following resolution in accordance with Section 129 (6) of the Companies Act, 1965:- **Ordinary Resolution 6**

"That YBhg Tan Sri Abdul Halim bin Ali, retiring pursuant to Section 129 (6) of the Companies Act, 1965, be re-appointed a Director of the Company to hold office until the next Annual General Meeting."
7. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 7**

**Special Business:**

To consider and if thought fit, to pass the following resolutions:-

8. **Authority to Directors to issue shares** **Ordinary Resolution 8**

"THAT subject always to the Companies Act, 1965, the Company's Articles and Association and approval of the relevant government / regulatory authorities, the Directors be and are hereby authorized pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being.
9. **Allotment and issuance of new Ordinary Shares of RM1.00 each in MBSB ("MBSB Shares") in relation to the dividend reinvestment plan that allows shareholders of MBSB ("Shareholders") to reinvest their dividend to which the dividend reinvestment plan applies, in new Ordinary Shares of RM1.00 each in MBSB ("Dividend Reinvestment Plan").** **Ordinary Resolution 9**

"THAT pursuant to the Dividend Reinvestment Plan as approved by the Shareholders at the Extraordinary General Meeting held on 10 December 2013, approval be and is hereby given to the Company to allot and issue such number of new MBSB Shares from time to time as may be required to be allotted and issued pursuant to the Dividend Reinvestment Plan until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors, may in their absolute discretion, deem fit and in the best interest of the Company PROVIDED:-

  - i. THAT the issue price of the said new MBSB Shares shall be fixed by the Directors at a discount of not more than ten percent (10%) to the five (5)-day volume weighted average price ("VWAP") of MBSB Shares immediately prior to the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price; and the issue price shall not be less than the par value of MBSB Shares of RM1.00 each at the material time.
  - ii. AND THAT the Directors of the Company be and are hereby authorized to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give effect to the Dividend Reinvestment Plan with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the Dividend Reinvestment Plan as the Directors may deem fit, necessary and/or expedient in the best interest of the Company or as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all steps as it considers necessary in connection with the Dividend Reinvestment Plan.
10. To transact any other ordinary business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

KOH AI HOON (MAICSA 7006997)  
TONG LEE MEE (MAICSA 7053445)  
**COMPANY SECRETARIES**

Kuala Lumpur

31 March 2014

**Explanatory Notes to Special Business:-**

1. Item 8 of the Agenda  
The proposed Ordinary Resolution 8, if passed, will give powers to the Directors to issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the issued and paid-up share capital of the Company for the time being without having to convene a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.  
The purpose of the proposed mandate from shareholders is to provide MBSB the flexibility to undertake any share issuance during the financial year that is not material in nature under exceptional circumstances i.e. in the event of any strategic opportunities involving equity deals which may require MBSB to allot and issue new shares on urgent basis and which is only to be undertaken if the Board considers it to be in the best interest of the Company.
2. Item 9 of the Agenda  
The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to issue new ordinary shares pursuant to the terms and conditions of the Company's Dividend Reinvestment Plan ("DRP") which are contained in the DRP Statement set out in Appendix I to the Circular to Shareholder dated 25 November 2013 (as may be amended in accordance with the provisions of the said DRP).  
The authority conferred by such renewed mandate/authority will be effective from the date of the forthcoming AGM and unless revoked or varied at a general meeting, will expire at the next AGM.

**Notes:-**

1. For the purpose of determining a member who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 58A(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 15 April 2014. Only a depositor whose name appears on the Record of Depositors as at 15 April 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. To be valid, this form duly completed must be deposited at the Company's registered office at 11th Floor, Wisma MBSB, 48 Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting.
4. A member entitled to attend and vote at the abovementioned meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company.
5. In the case of a corporate body, the proxy appointed must be in accordance with its Memorandum & Articles of Association and the instrument appointing a proxy shall be given under the company's common seal or under the hand of an officer or attorney duly authorised.
6. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
8. If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney.