



MALAYSIA BUILDING SOCIETY BERHAD

(Company No. 9417-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Malaysia Building Society Berhad (“MBSB” or the “Company”) will be held at Grand Nexus, Level 3A, Connexion@Nexus, No. 7 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Thursday, 5 May 2016 at 12.00 p.m. or immediately following the conclusion of the 46th Annual General Meeting of the Company, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modification:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE TWO-CALL RIGHTS ISSUE OF NEW ORDINARY SHARES OF RM1.00 EACH IN MBSB (“MBSB SHARES”) (“RIGHTS SHARES”) TO RAISE GROSS PROCEEDS OF UP TO RM2.00 BILLION (“PROPOSED RIGHTS ISSUE”)

“**THAT** subject to the approvals of all relevant regulatory authorities being obtained (if required), the Board of Directors of MBSB (“Board”) be and is hereby authorised to provisionally allot by way of a renounceable two-call rights issue of such number of new MBSB Shares to raise gross proceeds of up to RM2.00 billion, of which the first call will be payable in cash on application and the second call will be capitalised from the Company’s share premium and/or retained earnings account, at an issue price and entitlement basis to be determined and announced by the Board, to the shareholders of MBSB (“Shareholders”) whose names appear in the Record of Depositors of MBSB at 5.00 p.m. on an entitlement date to be determined and announced later by the Board (“Entitled Shareholders”);

THAT fractional entitlements of the Rights Shares, if any, arising from the Proposed Rights Issue shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient and in the best interest of the Company;

THAT any Rights Shares which are not taken up or are not validly taken up or which are not allotted for any reason whatsoever shall first be made available for excess applications by the other Entitled Shareholders and/or their renouncee(s) in a fair and equitable manner on a basis to be determined by the Board;

THAT the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in Section 2.8 of the Circular to the Shareholders dated 20 April 2016, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

THAT the Rights Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing MBSB Shares, save and except that the Rights Shares will not be entitled to any dividend, right, allotment and/or other distribution, the entitlement date of which is prior to the date of allotment of the Rights Shares;

AND THAT the Board be and is hereby authorised to:-

- (a) capitalise from the Company’s share premium and/or retained earnings towards paying in full the second call of the Rights Shares pursuant to the Proposed Rights Issue;
- (b) enter into any underwriting agreement(s) for the underwriting of any part of the open portion of the Rights Shares and all other documents, agreements and/or arrangements in connection with the underwriting of the Rights Shares with such parties and upon such terms and conditions as the Board may deem fit; and
- (c) do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of MBSB all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Rights Issue with full powers to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority 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 Proposed Rights Issue.”

By Order of the Board
Malaysia Building Society Berhad

Koh Ai Hoon (MAICSA 7006997)
Tong Lee Mee (MAICSA 7053445)
Company Secretaries

Kuala Lumpur
20 April 2016

Notes:-

1. For the purpose of determining a member who shall be entitled to attend this EGM, 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 (“SICDA”), to issue a General Meeting Record of Depositors as at 25 April 2016. Only a depositor whose name appears on the Record of Depositors as at 25 April 2016 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. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.
3. 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.
4. 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.
5. Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. To be valid, the duly completed instrument appointing a proxy 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 and date fixed for holding the meeting or any adjournment thereof.