



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 Ballroom, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 10 December 2013 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION I

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY SHARES OF RM1.00 EACH IN MBSB ("MBSB SHARES") ("RIGHTS SHARES") TO RAISE MAXIMUM GROSS PROCEEDS OF UP TO RM1.47 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 rights issue of such number of new MBSB Shares to raise maximum gross proceeds of up to RM1.47 billion at an issue price and entitlement basis to be determined and announced by the Board, to the shareholders of MBSB whose names appear in the Record of Depositors of MBSB at 5.00 p.m. on an entitlement date to be determined by the Board, and that the Rights Shares shall, upon allotment and issue, rank *pari passu* in all respect with the then existing MBSB Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever shall first be made available for excess applications in such a manner as the Board shall determine at its absolute discretion;

THAT the Rights Shares shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

THAT the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in the Circular to Shareholders of MBSB dated 25 November 2013, 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.

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

- deal with any fractional entitlements that may arise from the Proposed Rights Issue in such manner and on such terms and conditions as the Board in its absolute discretion deems fit or expedient or in the best interest of the Company;
- 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
- 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."

ORDINARY RESOLUTION II

PROPOSED DIVIDEND REINVESTMENT PLAN THAT GIVES SHAREHOLDERS OF MBSB THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN NEW MBSB SHARES ("PROPOSED DRP")

"**THAT** subject to the approvals of all relevant regulatory authorities for the Proposed DRP being obtained (where required) and to the extent permitted by law, the Proposed DRP be and is hereby approved, and that the Board be and is hereby authorised to:-

- establish and implement the Proposed DRP;
- determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any cash dividend(s) (whether interim, final, special or any other cash dividends, declared and/or approved by the Company);
- issue and allot such number of new MBSB Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the next annual general meeting of MBSB, upon such terms and conditions as the Board may, in its sole and absolute discretion deem fit and in the best interest of the Company; and
- 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 DRP with full powers to assent to any condition, modification, variation and/or amendment to the terms of the Proposed DRP 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 DRP;

AND THAT the said new MBSB Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing MBSB Shares in issue, save and except that the new MBSB Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, the entitlement date of which is prior to the date of allotment of the new MBSB Shares issued pursuant to the Proposed DRP."

By Order of the Board
Malaysia Building Society Berhad

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

Kuala Lumpur
25 November 2013

Notes:-

- 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, to issue a General Meeting Record of Depositors as at 3 December 2013. Only a depositor whose name appears on the Record of Depositors as at 3 December 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- 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.
- 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.
- 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.
- 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 authorized.
- Where a member is an authorized 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.
- 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.
- If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney.