

PUBLIC BANK BERHAD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 52nd Annual General Meeting of Public Bank Berhad (PBB or Company) (6463-H) will be held at the Grand Ballroom, Shangri-La Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Monday, 23 April 2018 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Article 109 of the Company's Articles of Association (Constitution):
 - i. Lai Wan **Ordinary Resolution 1**
 - ii. Tang Wing Chew **Ordinary Resolution 2**
3. To re-elect Cheah Kim Ling who retires by rotation pursuant to Article 111 of the Company's Articles of Association (Constitution). **Ordinary Resolution 3**
4. To approve the payment of Directors' fees, Board Committees Members' fees, and allowances to Directors amounting to RM3,848,460 for the financial year ended 31 December 2017. **Ordinary Resolution 4**
5. To approve the payment of remuneration and benefits-in-kind (excluding Director's fee and Board meeting allowance) to the Founder and Non-Executive Chairman amounting to RM30,703,180 for the financial year ended 31 December 2017. **Ordinary Resolution 5**

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6. To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix the Auditors' remuneration. **Ordinary Resolution 6**

By Order of the Board

DATO' CHIA LEE KEE
MAICSA 7008270
Company Secretary

Kuala Lumpur
22 March 2018

Notes:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 16 April 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 52nd Annual General Meeting (AGM).
2. A Member entitled to attend, speak and vote at this 52nd AGM may appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a Member of the Company.
3. A Member shall not be entitled to appoint more than 2 proxies to attend and vote at this 52nd AGM provided that where a Member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, it may appoint up to 2 proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.

Where a Member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

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 nominees may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the said Act.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
5. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time set for this 52nd AGM or no later than 21 April 2018 at 11.00 a.m.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

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Explanatory Notes on Ordinary Businesses:

1. Audited Financial Statements for the financial year ended 31 December 2017

The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1)(a) of the Companies Act, 2016. Hence, this matter will not be put for voting.

2. Ordinary Resolution 4 - Proposed payment of Directors' fees, Board Committees Members' fees, and allowances to Directors

The breakdown of the proposed payment of Directors' fees, Board Committees Members' fees, and allowances to Directors amounting to RM3,848,460 for the financial year ended 31 December 2017 is as set out below:

	RM per annum
Directors' fees	2,188,400
Board Committees Members' fees	1,347,200
Allowances to Directors	312,860
Total	3,848,460

3. Ordinary Resolution 5 - Proposed payment of remuneration and benefits-in-kind (excluding Director's fee and Board meeting allowance) to the Founder and Non-Executive Chairman

The proposed payment of remuneration and benefits-in-kind (excluding Director's fee and Board meeting allowance) to the Founder and Non-Executive Chairman amounting to RM30,703,180 for the financial year ended 31 December 2017 is in deep appreciation and recognition of the Founder and Chairman's invaluable contributions to Public Bank's and Public Bank Group's continued success.

The benefits-in-kind include company car, medical coverage and other claimable benefits.