



NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Malayan Banking Berhad (“**Maybank**” or “**Company**”) will be held at MySpace2@Ballroom, Level 3, The Malaysia International Trade and Exhibition Centre (MITEC), Kompleks MITEC, No. 8, Jalan Dutamas 2, 50480 Kuala Lumpur, Malaysia on Thursday, 12 April 2018 at 12.00 noon or immediately following the conclusion or adjournment (as the case may be) of the 58th Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED SUBSCRIPTION BY PERMODALAN NASIONAL BERHAD (“PNB”) OF 8,336,404 NEW ORDINARY SHARES IN MAYBANK ASSET MANAGEMENT GROUP BERHAD (“MAMG”) (“MAMG SHARES”), A WHOLLY-OWNED SUBSIDIARY OF MALAYAN BANKING BERHAD (“COMPANY”), REPRESENTING 20% OF THE ENLARGED NUMBER OF MAMG SHARES IN ISSUE, FOR A CASH CONSIDERATION OF RM50,000,000 (“PROPOSED SUBSCRIPTION”)

“**THAT** subject to and conditional upon the relevant approvals of all relevant authorities being obtained, the Proposed Subscription, based on the terms of the conditional share subscription agreement dated 13 December 2017 between MAMG and PNB (a person connected to Amanah Saham Bumiputera, who is in turn a major shareholder of the Company, as well as to the following directors whom are nominated by PNB to the Board of Directors of the Company: (i) Datuk Mohaiyani binti Shamsudin, a Non-Independent Non-Executive Director and Chairman of the Company; and (ii) Cheng Kee Check, a Non-Independent Non-Executive Director of the Company (“**Interested Directors**”)), be and is hereby approved;

THAT the Board of Directors of the Company (with the exception of the Interested Directors) be and is hereby empowered and authorised:

- (a) to do all acts, deeds, and such things, to take all necessary steps, and to execute, enter into, sign and deliver on behalf of the Company all such documents, as it may deem necessary, expedient and/or appropriate, to implement, give full effect to and complete the Proposed Subscription; and
- (b) to empower and authorise MAMG to allot and issue 8,336,404 new MAMG Shares (“**Subscription Shares**”) to PNB and to do all acts, deeds, and such things, to take all necessary steps, and to execute, enter into, sign and deliver all such documents, as it may deem necessary, expedient and/or appropriate, to implement, give full effect to and complete the Proposed Subscription,

with full powers to adopt, assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments in any manner as may be required or imposed by any relevant authorities and/or parties in connection with the Proposed Subscription or as the Board of Directors of the Company (with the exception of the Interested Directors) may in its absolute discretion deem necessary, expedient and/or appropriate in the best interest of the Company;

THAT the use of proceeds to be derived from the Proposed Subscription in the manner set out in Section 2.9 of the circular to the shareholders of the Company dated 28 March 2018, be and is hereby approved, and the Board of Directors of the Company (with the exception of the Interested Directors) be and is hereby empowered and authorised with full powers to vary the manner and/or purpose of use of the proceeds in such manner as it shall in its absolute discretion deem necessary, expedient and/or appropriate in the best interest of the Company, subject to the approval of the relevant authorities, where required;

THAT the Subscription Shares shall, upon allotment and issuance, rank equally with the existing MAMG Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Subscription Shares;

AND THAT all previous acts made and/or done by the Board of Directors (with the exception of the Interested Directors) of the Company in connection with the Proposed Subscription be and are hereby confirmed and ratified.”

BY ORDER OF THE BOARD**WAN MARZIMIN BIN WAN MUHAMMAD (LS0009924)****FARIZ BIN ABDUL AZIZ (LS0007997)**

Company Secretaries

28 March 2018

Notes:

1. A member entitled to attend, speak and vote at the EGM is entitled to appoint proxy(ies) to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of a proxy.
2. (i) A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**Authorised Nominee**”) may appoint at least one proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
(ii) Notwithstanding the above, for 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.
3. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, under its common seal or in some other manner approved by its directors.
5. The duly completed instrument appointing a proxy must be deposited at the office of the appointed share registrar for the EGM, 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than Wednesday, 11 April 2018 at 12.00 noon.
6. For an instrument appointing a proxy executed outside Malaysia, the signature must be attested by a Solicitor, Notary Public, Consul or Magistrate.
7. For the purpose of determining a member who shall be entitled to attend the EGM in accordance with Article 55(1) of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 30 March 2018. Only a member whose name appears on the Record of Depositors as at 30 March 2018 shall be eligible to attend the EGM or appoint proxy(ies) to attend and vote on his/her behalf.