

## **PUBLIC BANK BERHAD**

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 47th 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, 18 March 2013 at 11.00 a.m. for the following purposes:

#### **As Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
  
2. To re-elect Dato' Haji Abdul Aziz bin Dato' Dr. Omar who retires by rotation pursuant to Article 111 of the Company's Articles of Association. **Ordinary Resolution 2**
  
3. To re-elect Lai Wai Keen who retires pursuant to Article 109 of the Company's Articles of Association. **Ordinary Resolution 3**
  
4. To consider and if thought fit, to pass the following Ordinary Resolutions in accordance with Section 129 of the Companies Act, 1965:
  - i. "THAT Tan Sri Dato' Sri Dr. Teh Hong Piow, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting." **Ordinary Resolution 4**
  
  - ii. "THAT Tan Sri Datuk Seri Utama Thong Yaw Hong, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting." **Ordinary Resolution 5**

Cont...2/-

- |  |                               |
|--|-------------------------------|
| iii. "THAT Tan Sri Dato' Sri Tay Ah Lek, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting."   | <b>Ordinary Resolution 6</b>  |
| iv. "THAT Dato' Sri Lee Kong Lam, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting."          | <b>Ordinary Resolution 7</b>  |
| v. "THAT Dato' Yeoh Chin Kee, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting."              | <b>Ordinary Resolution 8</b>  |
| vi. "THAT Lai Wan, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting."                         | <b>Ordinary Resolution 9</b>  |
| 5. To approve the payment of Directors' fees of RM2,174,600 for the financial year ended 31 December 2012.   | <b>Ordinary Resolution 10</b> |
| 6. To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 December 2013, subject to approval of Bank Negara Malaysia, and to authorise the Directors to fix the Auditors' remuneration. | <b>Ordinary Resolution 11</b> |

Cont...3/-

**As Special Business**

To consider and if thought fit, to pass the following Special Resolution:

**7. Proposed Amendments to the Articles of Association of PBB** **Special Resolution**

“THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix 1 attached to this Annual Report be and are hereby approved and in consequence thereof, the new set of Articles of Association incorporating the amendments be adopted AND THAT the Directors and Secretary be and are hereby authorised to carry out all the necessary steps to give effect to the amendments.”

By Order of the Board

Dato' Chia Lee Kee  
MAICSA 7008270  
*Company Secretary*

Kuala Lumpur  
21 February 2013

Cont...4/-

Notes:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 11 March 2013 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 47th AGM.
2. The right of Foreigners to vote in respect of deposited securities is subject to Section 41(1)(e) and Section 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 and the Articles of Association of the Company. Where a Foreigner, based on the General Meeting Record of Depositors, holds deposited securities in a Securities Account and such securities raise the ownership of shares in the Company by Foreigners beyond the Company's foreign shareholding limit of 30%, such Foreigner or the proxy appointed by him, in respect of such securities, shall not be entitled to exercise in any manner whatsoever any voting rights in respect of the aforesaid securities at this 47th AGM.
3. A Member entitled to attend, speak and vote at this 47th AGM may appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a Member of the Company.
4. A Member shall not be entitled to appoint more than 2 proxies to attend and vote at this 47th 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.

5. 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.
6. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before this 47th AGM.

Explanatory Note on Special Business:

The proposed Special Resolution, if passed, will enable the Company to comply with the amendment to Paragraph 7.21 of the Main Market Listing Requirements dated 22 September 2011 and to reflect the names of current members of the Board of the Company.