

PUBLIC BANK BERHAD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 48th 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, 31 March 2014 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 2013 and the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**

2. To re-elect Tang Wing Chew who retires by rotation pursuant to Article 111 of the Company's Articles of Association. **Ordinary Resolution 2**

3. 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 3**

 - 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 4**

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." | Ordinary Resolution 5 |
| 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." | Ordinary Resolution 6 |
| v. "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." | Ordinary Resolution 7 |
| 4. To approve the payment of Directors' fees of RM2,469,000 for the financial year ended 31 December 2013. | Ordinary Resolution 8 |
| 5. To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 December 2014 and to authorise the Directors to fix the Auditors' remuneration. | Ordinary Resolution 9 |

Cont...3/-

As Special Business

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

6. Proposed Merger of Ordinary Shares of RM1.00 Each in PBB (PBB Shares) Listed and Quoted as “Local” and PBB Shares Listed and Quoted as “Foreign” on the Main Market of Bursa Malaysia Securities Bhd (Bursa Securities) (Proposed Merger of PBB ‘L’ Shares and PBB ‘F’ Shares) **Ordinary Resolution 10**

“THAT subject to the approval of Bursa Securities being obtained, approval be and is hereby given to the Company to merge the PBB ‘F’ Shares with the PBB ‘L’ Shares listed and quoted on the Main Market of Bursa Securities without any form of compensation to shareholders, whether locals or foreigners, holding PBB ‘F’ Shares in their Central Depository System accounts, for the share price differential between the PBB ‘L’ Shares and PBB ‘F’ Shares, if any;

AND THAT the Directors be and are hereby authorised to give effect to the above with full power to assent to any conditions, modifications, variations and/or amendments in any manner as they shall deem fit in their absolute discretion or as may be required by the relevant authorities to deal with all matters relating thereto and to do all steps and to do all things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Merger of PBB ‘L’ Shares and PBB ‘F’ Shares.”

Cont...4/-

7. Proposed Amendments to the Memorandum and Articles of Association of PBB

Special Resolution 1

"THAT subject to the passing of Ordinary Resolution 10 above, the proposed amendments to the Memorandum and Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated 6 March 2014 be and are hereby approved and in consequence thereof, the new set of Memorandum and Articles of Association incorporating the said 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 said amendments."

By Order of the Board

Dato' Chia Lee Kee
MAICSA 7008270
Company Secretary

Kuala Lumpur
6 March 2014

Cont...5/-

Notes:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 24 March 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 48th Annual General Meeting (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 48th AGM.
3. A Member entitled to attend, speak and vote at this 48th 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 48th 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.

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 48th AGM.

Explanatory Notes:

1. Ordinary Resolution 10 - Proposed Merger of PBB Local Shares and PBB Foreign Shares

Detailed information on the proposed merger of PBB Local Shares and PBB Foreign Shares are as set out in the Circular to Shareholders dated 6 March 2014 despatched together with the PBB 2013 Annual Report.

2. Special Resolution 1 - Proposed Amendments to the Memorandum and Articles of Association of PBB

The proposed amendments to the Memorandum and Articles of Association of PBB are arising from the Proposed Merger of PBB Local Shares and PBB Foreign Shares and also to update references to the Banking and Financial Institutions Act, 1989 to the Financial Services Act 2013 which came into force on 30 June 2013 and to update the names of Directors to reflect the names of Board Members as at the date of adoption of the amended Articles of Association.

Detailed information on the proposed amendments to the Memorandum and Articles of Association of PBB are as set out in Appendix I of the Circular to Shareholders dated 6 March 2014 despatched together with the PBB 2013 Annual Report.

3. Dato' Yeoh Chin Kee who retires pursuant to Section 129 of the Companies Act, 1965, will not be seeking re-appointment at the 48th AGM and therefore shall retire at the conclusion of the said AGM.