

PUBLIC BANK BERHAD

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Public Bank Berhad (“**PBB**” or “**the Company**”) will be held at the Grand Ballroom, Shangri-La Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 6 June 2014 at 10.00 a.m., for the purpose of considering and if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY SHARES OF RM1.00 EACH (“RIGHTS SHARE(S)”) IN PUBLIC BANK BERHAD TO RAISE GROSS PROCEEDS OF UP TO RM5.00 BILLION (“PROPOSED RIGHTS ISSUE”)

“**THAT** subject to the approvals of all relevant regulatory authorities being obtained, approval be and is hereby given to the Board of Directors of PBB (“**Board**”) to provisionally issue and allot by way of a renounceable rights issue, such number of Rights Shares to be determined later, to raise gross proceeds of up to RM5.00 billion, to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board, or their renounee(s), to be credited as fully paid-up upon full payment, on the entitlement basis and at the issue price to be determined later by the Board;

AND THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue in such manner as the Board shall in its absolute discretion deem fit and expedient, and in the best interest of the Company;

AND THAT any Rights Share which is not taken up or validly taken up by the entitled shareholders shall be made available for excess applications by the other entitled shareholders and/or their renounee(s) in a fair and equitable manner on a basis to be determined later by the Board;

AND THAT, the Rights Shares shall, upon allotment and issuance, rank *pari passu* in all aspects with the then existing ordinary shares in the issued and paid up share capital of the Company, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid in respect of which the entitlement date is before the allotment date of the Rights Shares;

AND THAT, the proceeds from the Proposed Rights Issue will be utilised for such purposes as set out in Section 2.7 of the circular to shareholders dated 20 May 2014 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 or expedient, subject to (where applicable) the approval of the relevant authorities;

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AND THAT in order to implement, complete and give full effect to the Proposed Rights Issue, approval be and is hereby given to the Directors of PBB to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents and enter into any arrangements, agreements and/or undertaking with any parties, as they may deem fit, necessary, expedient and/or appropriate to implement, finalise and/or give full effect to the Proposed Rights Issue, with full powers to assent to any term, condition, modification, variation and/or amendment as may be required by any relevant regulatory authority or as a consequence of any such requirements or as the Directors shall in their absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the completion of the Proposed Rights Issue and in the best interest of the Company.”

By Order of the Board

Dato' Chia Lee Kee
MAICSA 7008270
Company Secretary

Kuala Lumpur
20 May 2014

Notes:

1. *In respect of deposited securities, only Members whose names appear in the Record of Depositors on 30 May 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this EGM.*
2. *A Member entitled to attend, speak and vote at this EGM 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 EGM 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 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 EGM.*