

PUBLIC BANK BERHAD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 49th 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, 30 March 2015 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 2014 and the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
2. To re-elect Cheah Kim Ling who retires pursuant to Article 109 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 Tang Wing Chew, 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**

- 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.” **Ordinary Resolution 8**

- 4. To approve the payment of Directors' fees of RM2,459,000 for the financial year ended 31 December 2014. **Ordinary Resolution 9**

Cont..3/-

5. To appoint Messrs Ernst & Young as Auditors of the Company in place of the retiring Auditors, Messrs KPMG for the financial year ending 31 December 2015 and to authorise the Directors to fix the Auditors' remuneration.

Ordinary Resolution 10

By Order of the Board

Dato' Chia Lee Kee
MAICSA 7008270
Company Secretary

Kuala Lumpur
5 March 2015

Notes:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 23 March 2015 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 49th Annual General Meeting (AGM).
2. A Member entitled to attend, speak and vote at this 49th 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 49th 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 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 49th AGM.

Explanatory Note:

Ordinary Resolution 10

The Notice of Nomination from a Member pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto, has been received by the Company for the nomination of Messrs Ernst & Young, who have given their consent to act, for appointment as Auditors.