



**MALAYAN BANKING BERHAD**  
(Company No.: 196001000142)  
(Incorporated in Malaysia)

**NOTIFICATION TO SHAREHOLDERS  
ADJOURNED 61<sup>ST</sup> ANNUAL GENERAL MEETING**

**Adjourned Meeting**

1. On 15 April 2021, Malayan Banking Berhad (“Maybank” or the “Company”) had announced the need to reschedule the 61<sup>st</sup> Annual General Meeting (“61<sup>st</sup> AGM”) to a later date as a result of a technical issue in respect of the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”).
2. Pursuant to the above, the Board of Directors has decided that the 61<sup>st</sup> AGM shall stand adjourned and the adjourned 61<sup>st</sup> AGM (“Adjourned AGM”) shall be convened and held virtually through live streaming to transact the businesses set out in the Notice of the 61<sup>st</sup> AGM dated 17 March 2021 on the date, time and venue as set out below:-

<b>ADJOURNED 61<sup>ST</sup> ANNUAL GENERAL MEETING</b>			
<b>Date:</b> Thursday, 6 May 2021	<b>Time:</b> 10.00 a.m.	<b>Broadcast Venue:</b> Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur, Malaysia	<b>Poll Administrator:</b> Boardroom Share Registrars Sdn. Bhd. (“Boardroom”)  <b>Virtual Meeting Platform:</b> <a href="https://web.lumiagm.com">https://web.lumiagm.com</a>

3. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Article 59(4) of the Company’s Constitution which require the Chairman of the Meeting to be present at the main venue of the Meeting. **Shareholders/proxies are not allowed to be physically present at the Broadcast Venue.**

**Ordinary and Special Businesses To Be Transacted At The Adjourned AGM**

All the businesses stated in the Notice of the 61<sup>st</sup> AGM of the Company dated 17 March 2021 shall remain unchanged, and are reproduced as follows:

**AS ORDINARY BUSINESSES:**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of a final single-tier dividend of 38.5 sen per ordinary share in respect of the financial year ended 31 December 2020.

**(Ordinary Resolution 1)**

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3. To re-elect the following Directors, each of whom retires by rotation in accordance with Articles 103 and 104 of the Company's Constitution and being eligible, offers herself/himself for re-election:
- (i) Datuk Abdul Farid Alias (Ordinary Resolution 2)
  - (ii) Datuk R. Karunakaran (Ordinary Resolution 3)
  - (iii) Mr Edwin Gerungan (Ordinary Resolution 4)
  - (iv) Ms Che Zakiah Che Din (Ordinary Resolution 5)
4. To re-elect Tan Sri Dato' Sri Zamzamzairani Mohd Isa who retires in accordance with Article 107 of the Company's Constitution and being eligible, offers himself for re-election. (Ordinary Resolution 6)
5. To approve the payment of the following fees to Non-Executive Directors for the period from the 61<sup>st</sup> AGM to the 62<sup>nd</sup> AGM of the Company:
- (i) Chairman's fee of RM610,000 per annum;
  - (ii) Vice Chairman's fee of RM440,000 per annum;
  - (iii) Director's fee of RM295,000 per annum for each Non-Executive Director;
  - (iv) Board Committee Chairman's fee of RM75,000 per annum for the Chairman of each Board Committee; and
  - (v) Board Committee Member's fee of RM45,000 per annum for each member of a Board Committee. (Ordinary Resolution 7)
6. To approve the payment of benefits to eligible Non-Executive Directors of an amount up to RM3,104,400 for the period from the 61<sup>st</sup> AGM to the 62<sup>nd</sup> AGM of the Company. (Ordinary Resolution 8)
7. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 9)
- AS SPECIAL BUSINESSES:**
- To consider, and if thought fit, to pass the following Ordinary Resolutions:
8. **AUTHORITY TO DIRECTORS TO ALLOT NEW ORDINARY SHARES IN MAYBANK ("MAYBANK SHARES")**
- "THAT subject always to the Companies Act, 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act, to allot Maybank Shares at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of Maybank Shares to be allotted pursuant to the said allotment does not exceed ten percent (10%) of the total number of issued shares of the Company as at the date of such allotment and that the Directors be and are hereby authorised to obtain all necessary approvals from the relevant authorities for the allotment, listing and quotation of the additional shares so allotted on Bursa Malaysia and that such authority to allot Maybank Shares shall continue to be in force until the conclusion of the next AGM of the Company." (Ordinary Resolution 10)

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### **- Notification to Shareholders on Adjourned 61<sup>st</sup> Annual General Meeting**

9. ALLOTMENT AND ISSUANCE OF NEW ORDINARY SHARES IN MAYBANK ("MAYBANK SHARES") IN RELATION TO THE RECURRENT AND OPTIONAL DIVIDEND REINVESTMENT PLAN THAT ALLOWS SHAREHOLDERS OF MAYBANK ("SHAREHOLDERS") TO REINVEST THEIR DIVIDEND TO WHICH THE DIVIDEND REINVESTMENT PLAN APPLIES, IN NEW MAYBANK SHARES ("DIVIDEND REINVESTMENT PLAN")

"THAT pursuant to the Dividend Reinvestment Plan as approved by the Shareholders at the Extraordinary General Meeting held on 14 May 2010, approval be and is hereby given to the Company to allot and issue such number of new Maybank Shares for the Dividend Reinvestment Plan upon such terms and conditions and to such persons as the Directors may in their absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new Maybank Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price ("VWAMP") of Maybank Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price and that such authority to allot and issue Maybank Shares shall continue to be in force until the conclusion of the next AGM of the Company;

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments or at the discretion of the Directors in the best interest of the Company."

**(Ordinary Resolution 11)**

10. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 2016 and the Company's Constitution.

### **Entitlement to Participate and Vote**

Only shareholders whose names appear on the General Meeting Record of Depositors as at **31 March 2021** shall be eligible to participate and/or vote or appoint proxy(ies) to participate and/or vote at the Adjourned AGM.

### **Proxy Form**

1. Proxy Forms which had been deposited at the office of Tricor prior to the 61<sup>st</sup> AGM on 15 April 2021 shall remain valid unless a **new** Proxy Form appointing different proxy(ies) is deposited with Boardroom, in which case the appointment of proxy(ies) stated in the previous Proxy Form deposited with Tricor prior to the 61<sup>st</sup> AGM on 15 April 2021 shall be revoked accordingly.
2. All new Proxy Forms must be deposited at the office of **Boardroom at G Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**. The Proxy Form may also be submitted to Boardroom electronically via "Boardroom Smart Investor Portal" at <https://boardroomlimited.my>. All instruments appointing a proxy must be deposited with Boardroom **no later than 10.00 a.m. on Wednesday, 5 May 2021**.

### **Administrative Notes for Shareholders on the Adjourned 61<sup>st</sup> AGM**

Shareholders are advised to refer to the procedures provided in the Administrative Notes for the Adjourned AGM in order to register, participate and vote remotely. The Administrative Notes is published on Maybank's corporate website at [www.maybank.com/ar](http://www.maybank.com/ar).