NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Malayan Banking Berhad (“Company”), a company incorporated in Malaysia and whose shares are listed on Bursa Malaysia Securities Berhada (Bursa Malaysia), will be held on 12 April 2018 at 10.00 a.m., at the MIB Pavilion, MySpace2Ballroom, Level 1, The Mala, Malaysian International Trade and Exhibition Centre (MITEC), Complexes MITEK, No. 8, Jalan Dutamas 2, 50480 Kuala Lumpur, Malaysia on Thursday, 12 April 2018 at 12.00 noon or immediately thereafter, or at any earlier time at which the Board of Directors of the Company (the “Board”) may from time to time determine, for the purpose of considering and if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED SUBSCRIPTION BY PERMODALAN NASIONAL BERHAD (“PNB”) OF 8,336,404 NEW ORDINARY SHARES IN MAYBANK ASSET MANAGEMENT GROUP BERHAD (“MAMG”) (“Subscription Shares”), A WHOLLY-OWNED SUBSIDIARY OF MALAYAN BANKING BERHAD (“COMPANY”), FOR THE PURPOSE OF COMPLIANCE WITH THE PROPOSED SUBSCRIPTION OF 8,336,404 NEW ORDINARY SHARES (“Subscription Shares”), A WHOLLY-OWNED SUBSIDIARY OF MALAYAN BANKING BERHAD (“COMPANY”), FOR THE PURPOSE OF COMPLIANCE WITH THE PROPOSED SUBSCRIPTION OF 8,336,404 NEW ORDINARY SHARES (“Subscription Shares”), A WHOLLY-OWNED SUBSIDIARY OF MALAYAN BANKING BERHAD (“COMPANY”), awholly-owned subsidiary of Malayan Banking Berhad (a person connected to Amanah Saham Bumiputera, who is in turn a major shareholder of the Company, as well as to the Interested Directors) be and is hereby approved, and the Board of Directors of the Company (with the exception of the Interested Directors) be and is hereby empowered and authorised with full powers to vary the use of proceeds to be derived from the Proposed Subscription in the manner set out in Section 2.9 of the circular to the shareholders of the Company dated 28 March 2018, be and is hereby approved, and the Board of Directors of the Company (with the exception of the Interested Directors) be and is hereby empowered and authorised with full powers to vary the manner and/or purpose of use of the proceeds in such manner as it shall in its absolute discretion deem necessary, expedient and/or appropriate in the best interest of the Company, the Interested Directors) of the Company in connection with the Proposed Subscription be and is hereby empowered and authorised with full powers to adopt, assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments in any manner as may be required or imposed by any relevant authority and/or party in connection with the Proposed Subscription or as the Board of Directors of the Company (with the exception of the Interested Directors) may in its absolute discretion deem necessary, expedient and/or appropriate in the best interest of the Company; and

THAT the Board of Directors of the Company (with the exception of the Interested Directors) be and is hereby approved, and the Board of Directors of the Company (with the exception of the Interested Directors) be and is hereby empowered and authorised with full powers to adopt, assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments in any manner as may be required or imposed by any relevant authority and/or party in connection with the Proposed Subscription or as the Board of Directors of the Company (with the exception of the Interested Directors) may in its absolute discretion deem necessary, expedient and/or appropriate in the best interest of the Company; and

THAT the Subscription Shares shall, upon allotment and issuance, rank equally with the existing MAMG Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Subscription Shares; and

AND THAT all previous acts made and/or done by the Board of Directors (with the exception of the Interested Directors) of the Company in connection with the Proposed Subscription be and are hereby confirmed and ratified.”

BY ORDER OF THE BOARD

WAN MARZIMIN BIN WAN MUHAMMAD (LS0009924)
TARIQ ABRAHAM (LS000799) Company Secretaries
28 March 2018

Notes:

1. A member entitled to attend, speak and vote at the EGM is entitled to appoint proxy(ies) to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of a proxy.
2. (i) A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“Authorised Nominee”) may appoint at least one proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
   (ii) Notwithstanding the above, for 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 Nominee may appoint in respect of each Omnibus Account.
3. Where a member appoints more than one proxy, the appointment of any proxy shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing executed by the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, under its common seal or in some other manner approved by its directors.
5. The duly completed instrument appointing a proxy must be deposited at the office of the appointed share registrar for the EGM, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than Wednesday, 11 April 2018 at 12.00 noon.
6. For an instrument appointing a proxy executed outside Malaysia, the signature must be attested by a Solicitor, Notary Public, Consul or Magistrate.
7. For the purpose of determining a member who will be entitled to be present at the EGM in accordance with the provisions of Section 5(5)(a) of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 30 March 2018. Only a member whose name appears on the Record of Depositors as at 30 March 2018 shall be eligible to attend the EGM or appoint proxy(ies) to attend and vote on his/her behalf.

Malayan Banking Berhad (1013-K) 100, Jalan Tunk Perak, 50050 Kuala Lumpur