



MALAYSIA BUILDING SOCIETY BERHAD  
Registration No. 197001000172 (941740)  
A Subsidiary of the EPF

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 53<sup>RD</sup> ANNUAL GENERAL MEETING (AGM)** of the Company will be conducted as a virtual meeting through live streaming from the broadcast venue at Level 4, Menara MBSB Bank, PJ Sentral, Lot 12, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor (Broadcast Venue) on Tuesday, 27 June 2023 at 10.00 a.m. for the following purposes:

### ORDINARY BUSINESS:

- |  |   |
|--|---|
| 1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2022 and Reports of the Directors and Auditors thereon.              | <b>(Please refer to Explanatory Note 1)</b> |
| 2. To approve the payment of Directors' Fees payable to Directors for the period from the date of this AGM until the next AGM of the Company in 2024.  | <b>Ordinary Resolution 1</b>                |
| 3. To approve payment of benefits (excluding Directors' Fees) payable to Directors from the date of this AGM until the next AGM of the Company in 2024.                                      | <b>Ordinary Resolution 2</b>                |
| 4. To re-elect Encik Mohamad Abdul Halim bin Ahmad, who retires in accordance with Clause 100 of the Company's Constitution, and who being eligible offer himself for re-election.           | <b>Ordinary Resolution 3</b>                |
| 5. To re-elect Dr. Loh Leong Hua, who retires in accordance with Clause 100 of the Company's Constitution, and who being eligible offer himself for re-election.                             | <b>Ordinary Resolution 4</b>                |
| 6. To reappoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to determine their remuneration. | <b>Ordinary Resolution 5</b>                |
| 7. To transact any other ordinary business of which due notice shall have been given.  |   |

### BY ORDER OF THE BOARD

**KOH AI HOON** (MAICSA 7006997)

Practicing Certificate No.: 202308000225

**PAULINE NG PECK KUN** (MAICSA 7029550)

Practicing Certificate No.: 201908002573

Company Secretaries

Petaling Jaya

28 April 2023

## Explanatory Notes:-

### 1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2022

This Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

### 2. Item 2 of the Agenda – Ordinary Resolution 1 – Directors Fees payable to Director

The proposed fees to be paid to Directors for the period from the date of this AGM until the next AGM of the Company in 2024 is based on the following fee structure:-

#### MBSB

Fees per annum	(RM)	
	Chairman	Member
Directors	155,000	115,000
Audit Committee	30,000	20,000
Risk Management Committee	30,000	20,000
Nominating & Remuneration Committee	25,000	15,000
Restructuring Committee	25,000	15,000

#### MBSB Bank

Fees per annum	(RM)	
	Chairman	Member
Directors	155,000	115,000
Board Audit Committee	30,000	20,000
Board Risk Management & Compliance Committee	30,000	20,000
Board Nominating & Remuneration Committee	25,000	15,000
Board Investment & Credit Committee	30,000	20,000
Board Information Technology Oversight Committee	25,000	15,000

### 3. Item 3 of the Agenda – Ordinary Resolution 2 – Benefits payable to Directors

The details of the benefits payable to Directors are as follows:-

Board Meeting Allowance	RM3,000.00 per meeting
General Meeting Allowance	RM3,000.00 per meeting
Board Committee Meeting Allowance	RM2,000.00 per meeting
Any other meeting allowances (where the Directors are invited to attend)	RM2,000.00 per meeting
Other benefits	Company car and personal driver for Chairman, medical coverage, travel, communication and other claimable benefits

Note:

- The benefits payable to the Directors comprise allowances and other emoluments payable to the Chairman and member of the Board, Board of subsidiaries and Board Committees
- The total amount of benefits payable to the Directors is estimated up to RM2,900,000 from date of this AGM until the next AGM in 2024 based on the estimated number of 248 meetings.

## NOTICE OF ANNUAL GENERAL MEETING

### **4. Item 4 and 5 of the Agenda – Ordinary Resolution 3 and 4 – Re-election of Directors**

Pursuant to Clause 100 of the Company's Constitution, Encik Mohamad Abdul Halim bin Ahmad (Encik Halim) and Dr. Loh Leong Hua (Dr. Loh) are due for retirement by rotation at this AGM. Encik Halim and Dr. Loh are eligible to stand for re-election and they have offered themselves for re-election at this AGM.

The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Nominating and Remuneration Committee (NRC) meeting. The Board and NRC had considered the performance and contribution of each of the retiring Directors and also assessed the independence of the Independent Non-Executive Directors seeking re-election.

The Board and NRC were satisfied that both Directors were not disqualified under the Companies Act, 2016 and Section 68(1) of the Islamic Financial Services Act 2013 (IFSA). The Directors complied with the Fit and Proper Requirements as prescribed in the Fit and Proper Policy. The Directors also fulfilled the independence criteria set out in the BNM Corporate Governance Policy and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Background screening was conducted on the retiring Directors and there was no adverse finding or any interest, position or relationship that might influence, or reasonably be perceived to influence in the background screening that could materially affect the Directors' capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of MBSB.

The Board and NRC had reviewed the performance of Encik Halim and Dr. Loh and their meeting attendance at the Board and Board Committees in 2021 and 2022. Encik Halim and Dr. Loh attended more than 95% of the Board and Board Committee meetings in 2021 and 2022. The Board and NRC were satisfied with the performance and the contribution by Encik Halim and Dr. Loh to the Board and the Board Committees. Encik Halim and Dr. Loh participate actively in the deliberations during the Board and Board Committee meetings and able to provide independent and diverse viewpoints. Encik Halim and Dr. Loh also received high score in the peer evaluation which was part of the Board Effectiveness Evaluation in 2021 and 2022.

The Board and NRC supported the re-election of Encik Halim and Dr. Loh as Directors of MBSB at this AGM.

The details of the Directors who are standing for the re-election at this AGM are disclosed under the Directors' Profile of the Integrated Annual Report 2022.

### **5. Item 6 of the Agenda – Ordinary Resolution 5 – Re-appointment of Auditor**

The Audit Committee (AC), at its meeting on 24 February 2023 conducted its annual assessment on the external auditors of the Company, Messrs PricewaterhouseCoopers PLT (PwC) in accordance with BNM's Guidelines on External Auditors. The assessment covered a wide spectrum of matters such as performance, suitability, independence and objectivity of the external auditors, based on qualifying criteria for the appointment of auditors and terms of audit engagements.

Having satisfied itself with PwC's performance and fulfillment of criteria as set out in BNM's Guidelines on External Auditors, the AC recommended the re-appointment of PwC as the external auditors of the Company for the financial year ending 31 December 2023. The Board, at its meeting on 28 February 2023, approved the recommendation for shareholders' approval to be sought at the 53<sup>rd</sup> AGM of the Company on the re-appointment of PwC as the external auditors of the Company for the financial year ending 31 December 2023, subject always to the approval from the regulators and shareholders.

## **IMPORTANT NOTICE**

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.

Shareholders are to attend, communicate (including posing questions to the Board via real time submission of typed texts) and vote (collectively, participate) remotely at the 53<sup>rd</sup> AGM via the Remote Participation and Voting facilities (RPV) provided by Tricor Investor & Issuing House Services Sdn Bhd (Tricor) via its TIH Online website at <https://tiih.online>. Please follow the procedures in the Administrative Guide in order to participate remotely via RPV.

**Notes:-**

1. For the purpose of determining a member who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 61(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 (SICDA), to issue a General Meeting Record of Depositors as at 19 June 2023. Only a depositor whose name appears on the Record of Depositors as at 19 June 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. A member shall be entitled to appoint another person as his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to attend, participate, speak and vote at the meeting.
3. In the case of a corporate body, the proxy appointed must be in accordance with its constitution, if any, and the instrument appointing a proxy shall be given under the company's common seal or under the hand of an officer or attorney duly authorised.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
5. 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 nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. The duly completed instrument appointing a proxy must be deposited at the Share Registrar's office 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 or alternatively, to submit your electronic Proxy Form via TIIH Online at <https://tiih.online> not less than 48 hours before the time fixed for holding the meeting. Please refer to the procedure for lodgement of Proxy Form in the Administrative Guide for submission of electronic Proxy Form.
7. As no shareholders should be physically present at the Broadcast Venue, we urge all shareholders to attend the AGM remotely using the Remote Participation and Voting (RPV) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd (Tricor)'s TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide.

**STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

1. The details of the Directors who are standing for re-election at the 53<sup>rd</sup> Annual General Meeting of the Company are disclosed under the Directors' Profile of the Integrated Annual Report 2022. The details of their interest in securities of the Company are set out in page 351 of the Integrated Annual Report 2022.