



MALAYSIA BUILDING SOCIETY BERHAD

(Incorporated in Malaysia under the Companies Act, 1965)
(Company No. 9417-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 42ND ANNUAL GENERAL MEETING of the Company will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 5 April 2012 at 11.00 a.m. for the following purposes:

- To receive and adopt the Audited Financial Statements of the Company and of the Group for the year ended 31 December 2011 and Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- To declare a final dividend of 7% less 25% income tax for the financial year ended 31 December 2011. **Ordinary Resolution 2**
- To approve payment of Directors' Fees amounting to RM673,333 for the financial year ended 31 December 2011. **Ordinary Resolution 3**
- To re-elect the following Director who retire in accordance with Article 86 of the Company's Articles of Association and who being eligible offer himself for re-election:-
(i) Encik Aw Hong Boo **Ordinary Resolution 4**
- To re-elect the following Directors who retire in accordance with Article 78 of the Company's Articles of Association and who being eligible offer themselves for re-election:-
(i) Encik Lim Tian Huat **Ordinary Resolution 5**
(ii) Dato' Shahril Ridza bin Ridzuan **Ordinary Resolution 6**
(iii) Dato' Zuraidah binti Atan **Ordinary Resolution 7**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 8**
- To transact any other ordinary business of which due notice shall have been given.
Special Business:
- To consider and if thought fit, to pass the following resolution as Special Resolution:

SPECIAL RESOLUTION 1 Proposed Amendment to the Articles of Association

Special Resolution 1

"That the Company's Articles of Association be hereby amended by deleting the existing Article 4 (b) in its entirety and substituting the following new article 4 (b):-

The existing Article 4 (b)

No Directors shall participate in an issue of shares to employees unless shareholders in a general meeting have approved of the specific allotment to be made to such Directors and unless he holds office in an executive capacity;

New Article 4 (b)

No director shall participate in a Share Issuance Scheme unless shareholders in a general meeting have approved the specific allotment to be made to such director and unless he holds office in an executive capacity;"

- To consider and if thought fit, to pass the following resolution as Special Resolution:

SPECIAL RESOLUTION 2 Proposed Amendment to the Articles of Association

Special Resolution 2

"That the Company's Articles of Association be hereby amended by deleting the existing Article 73A in its entirety and substituting with the following new articles 73A (1) and (2):-

The existing Article 73A

Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

New Article 73A

(1) 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 authorized nominee may appoint in respect of each omnibus account it holds.

(2) An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- To consider and if thought fit, to pass the following resolution as Special Resolution:

SPECIAL RESOLUTION 3 Proposed Amendment to the Articles of Association

Special Resolution 3

"That the Company's Articles of Association be hereby amended by inserting the following new article:-

75 A Qualification and rights of proxy to speak

(1) A member of a company entitled to attend and vote at a meeting of a company or at a meeting of any class of members of the company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy.

(2) A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting."

BY ORDER OF THE BOARD

KOH AI HOON (MAICSA 7006997)
TONG LEE MEE (MAICSA 7053445)
COMPANY SECRETARIES

Kuala Lumpur
14 March 2012

Explanatory Notes to Special Business:-

- Proposed Amendments to the Article 4 (b), Articles 73 A (1) and (2) and Article 75 A of the Articles of Association of the Company
The proposed adoption of the Special Resolutions will bring the Company's Articles of Association to be in line with the amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Notes:-

- Only members whose names appear in the Record of Depositors on 29 March 2012 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the 42nd Annual General Meeting or appoint proxy/proxies to attend and/or vote on his behalf.
- A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- To be valid, this form duly completed must be deposited at the Company's registered office at 11th Floor, Wisma MBSB, 48 Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting.
- A member entitled to attend and vote at the abovementioned meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company.
- In the case of a corporate body, the proxy appointed must be in accordance with its Memorandum & Articles of Association 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.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney.