



MALAYSIA BUILDING SOCIETY BERHAD

(Company No.: 9417-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Malaysia Building Society Berhad ("MBSB" or "Company") will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 29 April 2010 at 12.00 p.m. or immediately after the conclusion of the 40th Annual General Meeting of the Company (which will be held at the same venue on the same day at 11.00 a.m.), whichever is the earlier or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF THE COMPANY ("PROPOSED ESOS")

"THAT subject to the approvals of the relevant authorities (where applicable, including the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ordinary shares of RM1.00 each in the Company ("MBSB Shares") to be issued upon exercise of the options granted under the Proposed ESOS) being obtained, the Board of Directors of the Company ("Board") be and is hereby authorised and empowered:

- (i) to establish, implement and administer an Employees' Share Option Scheme ("Scheme") for the benefit of the eligible Executive Directors of the Company and the eligible employees of MBSB and its subsidiaries (excluding subsidiaries that are dormant) ("MBSB Group") who fulfil the criteria of eligibility for participation in the Scheme as determined by the committee duly authorised and appointed by the Board to administer the Scheme comprising a Director or Directors of the Company and other persons appointed from time to time by the Board ("Option Committee") ("Eligible Employees") in accordance with the By-Laws governing the Scheme ("By-Laws of the Scheme") set out in Appendix I of the Circular to Shareholders of the Company dated 14 April 2010 ("Circular");
- (ii) to allot and issue from time to time such number of new MBSB Shares as may be required to be issued upon exercise of the options granted under the Scheme (including such additional MBSB Shares to be issued pursuant to the By-Laws of the Scheme), provided that the total number of new MBSB Shares to be allotted and issued shall not exceed 10% in aggregate of the total issued and paid-up share capital (excluding treasury shares) of MBSB at any point of time throughout the duration of the Scheme and that the new MBSB Shares to be allotted and issued upon exercise of the options granted by the Scheme shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up MBSB Shares, save and except that the holders of the new MBSB Shares so allotted and issued shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the new MBSB Shares and will be subject to all the provisions of the Articles of Association of MBSB relating to transfer, transmission or otherwise;
- (iii) to make the necessary application to Bursa Securities for permission to deal in and for the listing of and quotation for the new MBSB Shares that may hereafter from time to time be allotted and issued pursuant to the Scheme (including such additional MBSB Shares to be issued pursuant to the By-Laws of the Scheme);
- (iv) to modify and/or amend the Scheme from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws of the Scheme relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Scheme; and
- (v) to extend the Scheme for a further period of up to five (5) years without having to obtain the further approvals of the shareholders of the Company in a general meeting (unless otherwise required by law or the relevant authorities) or the relevant regulatory authorities and to consent to and to adopt, if the Board so deems fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Scheme.

THAT the Board be and is hereby authorised to give effect to the Scheme with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion;

AND THAT the By-Laws of the Scheme, as set out in Appendix I of the Circular, be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF OPTIONS TO AHMAD ZAINI OTHMAN

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant to Ahmad Zaini Othman, the Chief Executive Officer of the Company, options to subscribe for new MBSB Shares under the Scheme, provided always that:

- (i) the number of new MBSB Shares allocated, in aggregate, to the eligible Executive Directors of the Company and senior management of the MBSB Group does not exceed 50% of the total number of new MBSB Shares to be issued under the Scheme; and
- (ii) the number of new MBSB Shares allocated to any eligible Executive Director of the Company or eligible employee of the MBSB Group who, either singly or collectively through persons connected with him/her/them, holds 20% or more of the issued and paid-up share capital (excluding treasury shares) of the Company, does not exceed 10% of the total number of new MBSB Shares to be issued under the Scheme,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme."

By Order of the Board

Koh Ai Hoon (MAICSA No. 7006997)
Tong Lee Mee (MAICSA No. 7053445)
Company Secretaries

Kuala Lumpur
14 April 2010

Notes:

1. 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.
2. 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.
3. 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.
4. In the case of a corporate body, the proxy appointment 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.
5. 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.
6. 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.
7. If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney.