



MALAYSIA BUILDING SOCIETY BERHAD

(Incorporated in Malaysia)
Registration No. 197001000172 (9417-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 52ND 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, Lot 12, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor ("Broadcast Venue") on Thursday, 9 June 2022 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESS:

- To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2021 and Reports of the Directors and Auditors thereon.
- 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 2023.
- 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 2023.
- To re-elect Datin Hoi Lai Ping, who retire in accordance with Clause 90 of the Company's Constitution, and who being eligible offer herself for re-election.
- To re-elect Puan Lynette Yeow Su-Yin, who retire in accordance with Clause 100 of the Company's Constitution, and who being eligible offer herself for re-election.
- To reappoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to determine their remuneration.
- To transact any other ordinary business of which due notice shall have been given.

(Please refer to Explanatory Note 1)

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

BY ORDER OF THE BOARD

KOH AI HOON (MAICSA 7006997)

Practising Certificate No.: 201908003748

TONG LEE MEE (MAICSA 7053445)

Practising Certificate No.: 201908001316

Company Secretaries

Petaling Jaya
29 April 2022

Explanatory Notes: -

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2021

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 2023 is based on the following fee structure:-

MBSB

Fees per annum	(RM)	
	Chairman	Member
Directors	140,000	100,000
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	140,000	100,000
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 2023 based on the estimated number of 248 meetings.

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

Datin Hoi Lai Ping ("Datin Hoi") was appointed as Independent Non-Executive Director of the Company on 1 March 2022. Datin Hoi shall hold office until this AGM and is eligible to stand for re-election in accordance with Clause 90 of the Company's Constitution. Datin Hoi has offered herself for re-election at this AGM.

Pursuant to Clause 100 of the Company's Constitution, Puan Lynette Yeow Su-Yin ("Puan Lynette") and Encik Lim Tian Huat are due for retirement at this AGM and both Directors are eligible to stand for re-election. Puan Lynette has offered herself for re-election at this AGM. Encik Lim Tian Huat did not seek for re-election at this AGM after having served on the Board of the Company for more than 11 years since his appointment as Director on 4 April 2011. Hence, he will retain office until the conclusion of this AGM, and retires in accordance with Clause 100 of the Company's Constitution.

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 are satisfied that both Directors are not disqualified under the Companies Act, 2016 and Section 68(1) of the Islamic Financial Services Act 2013 ("IFSA"). The Directors also complied with the Fit and Proper Requirements as prescribed in the Fit and Proper Policy. The retiring 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 is 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 director's 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 Puan Lynette and her meeting attendance at the Board and Board Committees in 2021. The Board and NRC are satisfied with the performance and the contribution by Puan Lynette to the Board. Puan Lynette

participates actively in the deliberations during the Board and Board Committee meetings and was able to provide independent and diverse viewpoints. Puan Lynette also received high score in the peer evaluation which was part of the Board Effectiveness Assessment in 2021. Puan Lynette attended more than 95% of the Board and Board Committee meetings in 2021.

The Board and NRC are of the view that Datin Hoi will be able to contribute in giving opinion and provide valuable insight particularly in relation to reorganisation/ reengineering of business/ structure etc based on her vast experience specialising in change management and financial services industry.

The Board and NRC supported the re-election of Puan Lynette and Datin Hoi 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 2021.

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

The Audit Committee ("AC"), at its meeting on 18 March 2022 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 2022. The Board, at its meeting on 29 March 2022, approved the recommendation for shareholders' approval to be sought at the 52nd AGM of the Company on the re-appointment of PwC as the external auditors of the Company for the financial year ending 31 December 2022, 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 52nd 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://tjh.online>. Please follow the procedures in the Administrative Guide in order to participate remotely via RPV.

Notes: -

- 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, to issue a General Meeting Record of Depositors as at 1 June 2022. Only a depositor whose name appears on the Record of Depositors as at 1 June 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- 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, communicate and vote at the meeting.
- 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.
- 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.
- 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. An exempt authorized 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 be valid, 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 TIH Online at <https://tjh.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.
- As no shareholders should be physically present at the Broadcast Venue, we urge all shareholders to attend the 52nd AGM remotely using the Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd ("Tricor")'s TIH Online website at <https://tjh.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

- The details of the Directors who are standing for re-election at the 52nd Annual General Meeting of the Company are disclosed under the Directors' Profile of the Integrated Annual Report 2021. The details of their interest in securities of MBSB are set out in page 329 of the Integrated Annual Report 2021.