



## 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 ("EGM") of Malaysia Building Society Berhad ("MBSB" or the "Company") will be held at Grand Ballroom, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 10 December 2013 at 10.45 a.m. or immediately following the conclusion of the earlier EGM of MBSB which will be held at the same place and on the same day at 9.30 a.m. or at any adjournment thereof, whichever is earlier, for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:-

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION BY MBSB TOWER SDN BHD ("MBSB TOWER") (FORMERLY KNOWN AS AMBANG HARTAMAS SDN BHD), A WHOLLY-OWNED SUBSIDIARY OF MALAYSIA BUILDING SOCIETY BERHAD ("MBSB" OR THE "COMPANY"), OF A PROPOSED BUILDING TO BE DEVELOPED, FROM P.J SENTRAL DEVELOPMENT SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM239,236,750 ("PROPOSED ACQUISITION")**

**THAT** subject to the approvals of the relevant authorities and/or parties being obtained (where required) and the conditions precedent in the conditional sale and purchase agreement dated 12 December 2012 entered into between MBSB Tower and P.J Sentral Development Sdn Bhd ("P.J Sentral") ("SPA") being fulfilled or waived (as the case may be), approval be and is hereby given to the Company (through MBSB Tower) to acquire a purpose built "Grade A" office building to be identified as Tower 3, P.J Sentral Garden City, to be developed on a piece of leasehold land held under Lot No.12, Sekyzen 26 No. Hakmilik 71105, Bandar and Daerah Petaling Jaya, Selangor from P.J Sentral, free from all liens, pledges, charges, encumbrances and with all rights attached thereto for a total cash consideration of RM239,236,750 and upon the terms and conditions as set out in the SPA;

**THAT** the Board of Directors of the Company ("Board") be and is hereby authorised to complete and give effect to the Proposed Acquisition and to do all acts and things for and on behalf of the Company as the Board may consider necessary or expedient with full power to do the following:-

- (a) execute any other agreements in relation to the Proposed Acquisition and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Acquisition; and
- (b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Board in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Acquisition.

**AND THAT** all previous actions taken by the Board for the purpose of or in connection with the Proposed Acquisition be and are hereby adopted, approved and ratified.

By Order of the Board  
**Malaysia Building Society Berhad**

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

Kuala Lumpur  
25 November 2013

#### **Notes:-**

1. For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 58A(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 3 December 2013. Only a depositor whose name appears on the Record of Depositors as at 3 December 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. 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.
3. 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.
4. 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.
5. In the case of a corporate body, the proxy appointed must be in accordance with its Memorandum & Article 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 authorized.
6. Where a member is an authorized 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.
7. 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.
8. If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney.