



MALAYSIA BUILDING SOCIETY BERHAD

(Company no. 9417-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Malaysia Building Society Berhad (“**MBSB**” or the “**Company**”) will be held at Grand Nexus, Level 3A, Connexion Conference & Event Centre @ Nexus, Bangsar South City, No. 7 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Tuesday, 23 January 2018 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without any modification the following resolution:-

ORDINARY RESOLUTION

PROPOSED MERGER OF MBSB AND ASIAN FINANCE BANK BERHAD (“**AFB**”) WHICH ENTAILS THE FOLLOWING:-

- (I) **PROPOSED ACQUISITION BY MBSB OF 532,530,020 ORDINARY SHARES IN AFB (“AFB SHARES”) FROM QATAR ISLAMIC BANK, FINANCIAL ASSETS BAHRAIN W.L.L, RUSD INVESTMENT BANK INC AND TADHAMON INTERNATIONAL ISLAMIC BANK (COLLECTIVELY REFERRED TO AS THE “VENDORS”) FOR AN AGGREGATE PURCHASE CONSIDERATION OF RM644,952,807.66 (“PURCHASE CONSIDERATION”) WHICH WILL BE SATISFIED BY WAY OF CASH AMOUNTING TO RM396,894,036.26 AND THE ISSUANCE OF 225,507,974 ORDINARY SHARES IN MBSB (“CONSIDERATION SHARES”) AT AN ISSUE PRICE OF RM1.10 PER CONSIDERATION SHARE (“PROPOSED ACQUISITION”); AND**
- (II) **PROPOSED TRANSFER OF IDENTIFIED SHARIAH-COMPLIANT ASSETS AND LIABILITIES OF MBSB (“IDENTIFIED A&L”) TO AFB VIA A MEMBERS’ SCHEME OF ARRANGEMENT FOR A CONSIDERATION TO BE DETERMINED LATER BASED ON THE BOOK VALUE OF THE IDENTIFIED A&L AT THE LATEST PRACTICABLE DATE PRIOR TO THE TRANSFER (“PROPOSED TRANSFER OF IDENTIFIED A&L”)**

(COLLECTIVELY REFERRED TO AS THE “PROPOSED MERGER”)

“**THAT**, subject to all approvals and consents being obtained from all relevant authorities and/ or parties (where applicable), approval be and is hereby given to MBSB to acquire AFB from the Vendors for the Purchase Consideration upon the terms and conditions as set out in the conditional sale and purchase agreement dated 6 November 2017 entered into between MBSB and the Vendors (“**SPA**”);

THAT, approval be and is hereby given for the directors of the Company to issue and allot 225,507,974 Consideration Shares subject to and in accordance with the terms of the SPA as set out in Section 2.1.9 of the main letter of the circular and explanatory statement to shareholders of MBSB dated 31 December 2017;

THAT, the Consideration Shares shall be issued free from all encumbrances, and with all rights and benefits attaching thereto, ranking equally in all respects with the existing issued and fully paid-up shares in MBSB, including without limitation all rights, dividends and/or other distributions which may be declared, made or paid in respect thereof, where the date on which the shareholders of the Company must be registered in order to participate in the relevant distribution is on or subsequent to the date of completion of the SPA in accordance with its terms;

THAT, subject to the sanction of the High Court of Malaya and approval of the shareholders for the Proposed Transfer of Identified A&L as set out in the Notice of Court Convened Meeting for shareholders dated 31 December 2017, the approval of Bursa Malaysia Securities Berhad and approval of all other relevant authorities (if any) being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to transfer the Identified A&L to AFB in tranches for a consideration to be determined later based on the book value of the Identified A&L at the latest practicable date prior to the transfer, and satisfied by AFB via the issuance of new AFB Shares to MBSB at an issue price to be determined at a later date;

THAT, the Board be and is hereby authorised to do or to procure to be done all acts, deed and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/ or appropriate to implement, give full effect and to complete the Proposed Merger, with full power to assent to any condition, modification, variation and/ or amendment thereto as the Board may deem fit in connection with the Proposed Merger;

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

By Order of the Board
MALAYSIA BUILDING SOCIETY BERHAD

Koh Ai Hoon (MAICSA 7006997)
Tong Lee Mee (MAICSA 7053445)

Company Secretaries

Kuala Lumpur
31 December 2017

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 15 January 2018. Only a depositor whose name appears on the Record of Depositors as at 15 January 2018 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 Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. 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 not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof.