



**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 48th ANNUAL GENERAL MEETING ("AGM") of 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 on Monday, 25 June 2018 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 year ended 31 December 2017 and Reports of the Directors and Auditors thereon.
- To declare a Single-Tier Final Dividend of 5.0 sen per ordinary share for the financial year ended 31 December 2017.
- To approve payment of Directors' Fees amounting to RM1,363,333 for the financial year ended 31 December 2017.
- To approve payment of benefits (excluding Directors' Fees) payable to Non-Executive Directors from the date of this AGM until the next AGM of the Company in 2019.
- To re-elect Datuk Shahril Ridza bin Ridzuan who retire in accordance with Article 86 of the Company's Constitution and who being eligible offer himself for re-election.
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration.

(Please refer to Explanatory Note 1)

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following resolutions:-

**7. Authority to allot and issue shares**

"THAT subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant government/regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Act, to allot and issue shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be also empowered to obtain the approval from the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company".

Ordinary Resolution 6

**8. Allotment and issuance of new Ordinary Shares in MBSB ("MBSB Shares") in relation to the Dividend Reinvestment Plan that allows shareholders of MBSB ("Shareholders") to reinvest their dividend to which the dividend reinvestment plan applies, in new MBSB Shares ("Dividend Reinvestment Plan").**

"THAT pursuant to the Dividend Reinvestment Plan as approved by the Shareholders at the Extraordinary General Meeting held on 10 December 2013, approval be and is hereby given to the Company to allot and issue such number of new MBSB Shares from time to time as may be required to be allotted and issued pursuant to the Dividend Reinvestment Plan until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors, may in their absolute discretion, deem fit and in the interest of the Company PROVIDED:-

- THAT the issue price of the said new MBSB Shares shall be fixed by the Directors at a discount of not more than ten percent (10%) to the five (5)-day volume weighted average price ("VWAP") of MBSB Shares immediately prior to the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price.

AND THAT the Directors of the Company be and are hereby authorized to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give effect to the Dividend Reinvestment Plan with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the Dividend Reinvestment Plan as the Directors may deem fit, necessary and/or expedient in the best interest of the Company or as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all steps as it considers necessary in connection with the Dividend Reinvestment Plan."

- To transact any other ordinary business of which due notice shall have been given.

Ordinary Resolution 7

**BY ORDER OF THE BOARD**

**KOH AI HOON** (MAICSA 7006997)  
**TONG LEE MEE** (MAICSA 7053445)  
Company Secretaries

Kuala Lumpur  
30 April 2018

**Explanatory Notes: -**

**1. Item 1 of the Agenda**

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 3 of the Agenda**

The details of the Directors fees for financial year ended 31 December 2017 are as follows:-

Board members	Total (RM)
YBhg Tan Sri Abdul Halim bin Ali	170,000
Datuk Syed Zaid bin Syed Jaffar Albar	125,000
Encik Aw Hong Boo	165,000
Dato' Jasmy bin Ismail	165,000
Encik Lim Tian Huat	165,000
Datuk Shahril Ridza Ridzuan	125,000
Encik Moslim bin Othman	120,000
Encik Szalaza Zainuddin	100,000
Datuk Johar bin Che Mat	95,000
Puan Lynette Yeow Su-Yin	95,000
Tunku Alina Binti Raja Muhd Alias	38,333

**3. Item 4 of the Agenda**

The details of the benefits payable to Non-Executive Directors ("NEDs") 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
Chairman's Car allowance	RM10,000.00 per month
Other benefits	medical coverage, travel, communication and other claimable benefits

Note:

- The meeting allowances will be paid to the NEDs after the conclusion of each meeting.
- The benefits payable to the NEDs 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 NEDs is estimated up to RM1,926,000 from date of this AGM until the next AGM in 2019 based on the estimated number of 144 meetings.

**4. Item 7 of the Agenda**

The proposed Ordinary Resolution 6, if passed, will give powers to the Directors to allot and issue new ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the paid-up share capital of the Company for the time being without having to convene a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The purpose of the proposed mandate from shareholders is to provide MBSB the flexibility to undertake any share issuance during the financial year that is not material in nature under exceptional circumstances i.e. in the event that any capital management requirement to meet the prudential compliance capital leverage ratio or strategic opportunities involving equity deals which may require the Company to allot and issue new shares on urgent basis and which is only to be undertaken if the Board considers it to be in the best interest of the Company.

**5. Item 8 of the Agenda**

Dividend Reinvestment Plan ("DRP") is a capital management tool that would strengthen the Company's capital position. The reinvestment of dividend entitlements by shareholders for new Company shares will enlarge the Company's share capital and strengthen its capital position for future growth. Under the DRP, the cash that would otherwise be paid out by way of dividend will be preserved to fund the working capital and/or capital funding requirements of the Group and the Company.

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue new ordinary shares pursuant to the terms and conditions of the Company's DRP which are contained in the DRP Statement set out in Appendix I to the Circular to Shareholder dated 25 November 2013 (as may be amended in accordance with the provisions of the said DRP).

The authority conferred by such renewed mandate/authority will be effective from the date of the forthcoming AGM and unless revoked or varied at a general meeting, will expire at the next AGM.

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 Article 58A(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 18 June 2018. Only a depositor whose name appears on the Record of Depositors as at 18 June 2018 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, speak 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 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 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 for holding the meeting or any adjournment thereof.

**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**

- Datuk Shahril Ridza bin Ridzuan is standing for re-election at the 48th Annual General Meeting of the Company to be held Grand Nexus, Level 3A, Connexion Conference & Event Centre @ Nexus, Bangsar South City, No. 7 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Monday, 25 June 2018 at 10.00 a.m.
- The details of Datuk Shahril Ridza bin Ridzuan who is standing for re-election at the 48th Annual General Meeting are disclosed under the Directors' Profile on page 9 of the Annual Report.