



**MALAYSIA BUILDING SOCIETY BERHAD**

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

**IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR  
IN THE STATE OF WILAYAH PERSEKUTUAN, MALAYSIA  
(COMMERCIAL DIVISION)  
ORIGINATING SUMMONS NO: WA-24NCC-526-11/2017**

In the matter of **Malaysia Building Society Berhad (Company No.: 9417-K);**

And

In the matter of the Proposed Scheme of Arrangement between **Malaysia Building Society Berhad (Company No.: 9417-K)** with its shareholders involving **Asian Finance Bank Berhad (Company No.: 716122-P);**

And

In the matter of **Section 366** and other sections of the **Companies Act 2016;**

And

In the matter of Order 88 of Rules of Court 2012.

**MALAYSIA BUILDING SOCIETY BERHAD**  
**[Company No.9417-K]**

**...APPLICANT**

**NOTICE OF COURT CONVENED MEETING**

(For shareholders of the Applicant)

**NOTICE IS HEREBY GIVEN THAT** by an Order of the High Court of Malaya ("**High Court**") dated 13 December, 2017 ("**Order**"), the High Court has directed that a court convened meeting of shareholders of Malaysia Building Society Berhad ("**MBSB**" or "**Company**"), be convened 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 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting of the Company to be held at the same venue and on the same day at 10.00 a.m., whichever is the later for the purposes of considering and if thought fit, passing with or without any modification, a proposed scheme of arrangement between MBSB and its shareholders pursuant to Section 366 of the Companies Act, 2017 ("**the Act**") ("**CCM**"). The following resolution is proposed to be voted upon and approved at the CCM:-

**"THAT**, subject to the sanction of the High Court, approval be and is hereby given for the implementation under Section 366 of the Act of a scheme of arrangement between MBSB with the shareholders of MBSB ("**Proposed Scheme of Arrangement**") details of which are set out in Appendix IV of the circular and explanatory statement dated 31 December 2017 ("**Circular/ Explanatory Statement**"), which describes, amongst others, the proposed transfer of identified Shariah-compliant assets and liabilities of MBSB ("**Identified A&L**") to Asian Finance Bank Berhad ("**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 ordinary shares in AFB at an issue price to be determined at a later date ("**Proposed Transfer of Identified A&L**");

**AND THAT** the Board of Directors of MBSB ("**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 Transfer of Identified A&L, 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 Transfer of Identified A&L."

A copy of the Circular/ Explanatory Statement detailing the Proposed Transfer of Identified A&L and containing the Proxy Form required to be furnished pursuant to Section 369 of the Act is enclosed herewith ("**Document**"). Additional copies of the Document can be obtained from the registered office of the Company at 11th Floor, Wisma MBSB, 48, Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia during normal business hours from Monday to Friday (except public holidays) from the date of the Document up to and including the date of the CCM.

The scheme will be subject to the subsequent sanction of the High Court.

Dated : 31 December 2017

Messrs Albar & Partners

Solicitors for Malaysia Building Society Berhad

Level 6, Faber Imperial Court,

Jalan Sultan Ismail,

50250 Kuala Lumpur, Malaysia.

[Tel. No.: 03-2078 5588/ Faks No. 03-2070 0112]

[Ref.No: VRV/RIZ/20170317]

**Notes:-**

1. For the purpose of determining a member who shall be entitled to attend this CCM, 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. A Form of Proxy for the CCM is enclosed in the Document. 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 CCM or at any adjournment thereof.