



MALAYSIA BUILDING SOCIETY BERHAD

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

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 conducted as a virtual meeting through live streaming from the broadcast venue at Level 4, Menara MBSB Bank, PJ Sentral, Lot 12, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor (“Broadcast Venue”) on Thursday, 27 July 2023 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 ACQUISITION BY MALAYSIA BUILDING SOCIETY BERHAD (“MBSB” OR THE “COMPANY”) OF 100% EQUITY INTEREST IN MALAYSIAN INDUSTRIAL DEVELOPMENT FINANCE BERHAD (“MIDF”) FROM PERMODALAN NASIONAL BERHAD (“PNB” OR “VENDOR”) FOR A FINAL PURCHASE CONSIDERATION OF RM1,014,295,048.55 TO BE SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF 1,050,828,629 NEW ORDINARY SHARES IN MBSB (“FINAL CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM0.9652 (ROUNDED TO 4 DECIMAL POINTS FOR DISCLOSURE PURPOSES) PER FINAL CONSIDERATION SHARE (“PROPOSED ACQUISITION”)

“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 the entire 100% equity interest in MIDF from PNB for a purchase consideration of RM1,014,295,048.55 to be satisfied through the issuance and allotment of 1,050,828,629 new ordinary shares in MBSB being the Final Consideration Share(s) at the issue price of RM0.9652 per Final Consideration Share, as determined based on the principles and terms in the conditional share purchase agreement dated 9 June 2023 entered into between MBSB and the PNB (“SPA”), without such Final Consideration Shares being required to be offered to the members of MBSB in proportion, as nearly as may be, to the number of shares held by them in MBSB or at all and effectively resulting in the members of MBSB waiving their pre-emptive rights under Clause 47 of MBSB’s Constitution (read together with Section 85(1) of the Companies Act 2016) to be offered all or any part of the Final Consideration Shares to be issued;

THAT, approval be and is hereby given for the directors of the Company to issue and allot 1,050,828,629 Final Consideration Shares as determined based on the principles and terms of the SPA as set out in Section 2.4 of the circular to shareholders of MBSB dated 12 July 2023;

THAT, the Final Consideration Shares shall be issued free from all encumbrances, and with all rights and benefits attached thereto, ranking equally in all respects with the existing issued and fully paid-up ordinary 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, the Board be and is hereby authorised to do or to procure to be done all acts, deeds 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 Acquisition, 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 Acquisition;

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

BY ORDER OF THE BOARD

Koh Ai Hoon (MAICSA 7006997)
Practicing Certificate No.: 202308000225
Pauline Ng Peck Kun (MAICSA 7029550)
Practicing Certificate No.: 201908002573

Company Secretaries

Petaling Jaya
12 July 2023

Notes:-

- 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 Clause 61(2) of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), to issue a General Meeting Record of Depositors as at 18 July 2023. Only a depositor whose name appears on the Record of Depositors as at 18 July 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her/its behalf.
- A member shall be entitled to appoint another person as his/her/its 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 the member specifies the proportion of the member’s 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 authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the 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 TIIH Online at <https://tiah.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 EGM remotely using the Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”)’s TIIH Online website at <https://tiah.online>. Please follow the procedures provided in the Administrative Guide.