

## NOTICE OF 48TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 48th Annual General Meeting of Malayan Banking Berhad (Maybank/the Company) will be held at the Grand Ballroom, Shangri-La Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 25 September 2008 at 11.30 a.m. for the following businesses:-

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2008 together with the Reports of the Directors and Auditors thereon. **(Ordinary Resolution 1)**
2. To approve the payment of a Final Dividend of 20 sen per share less 26% income tax, for the financial year ended 30 June 2008 as recommended by the Board. **(Ordinary Resolution 2)**
3. To re-elect Tan Sri Dato' Megat Zaharuddin bin Megat Mohd Nor who retires by rotation in accordance with Articles 96 and 97 of the Company's Articles of Association. **(Ordinary Resolution 3)**
4. To re-elect the following Directors, each of whom retires in accordance with Article 100 of the Company's Articles of Association:-
  - i) Tan Sri Dato' Sri Chua Hock Chin **(Ordinary Resolution 4)**
  - ii) Datuk Syed Tamim Ansari bin Syed Mohamed **(Ordinary Resolution 5)**
  - iii) Dato' Aminuddin bin Md Desa **(Ordinary Resolution 6)**
  - iv) Dato' Sri Abdul Wahid bin Omar **(Ordinary Resolution 7)**
5. To consider and, if thought fit, to pass the following resolutions in accordance with Section 129(6) of the Companies Act, 1965:-
  - i) "That Tan Sri Mohamed Basir bin Ahmad, retiring pursuant to Section 129(6) of the Companies Act, 1965, be re-appointed a Director of the Company to hold office until the next Annual General Meeting." **(Ordinary Resolution 8)**
  - ii) "That Haji Mohd Hashir bin Haji Abdullah, retiring pursuant to Section 129(6) of the Companies Act, 1965, be re-appointed a Director of the Company to hold office until the next Annual General Meeting." **(Ordinary Resolution 9)**
  - iii) "That Teh Soon Poh, retiring pursuant to Section 129(6) of the Companies Act, 1965, be re-appointed a Director of the Company to hold office until the next Annual General Meeting." **(Ordinary Resolution 10)**
6. To approve the payment of Directors' fees of RM1,117,889.32 for the financial year ended 30 June 2008 (FY2006/2007: RM1,234,410.94). **(Ordinary Resolution 11)**
7. To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 30 June 2009 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 12)**

**AS SPECIAL BUSINESS:**

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

**8. AUTHORITY TO DIRECTORS TO ISSUE SHARES**

"THAT subject always to the Companies Act, 1965, the Company's Articles of Association and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 issued share capital of the Company for the time being."

**(Ordinary Resolution 13)**

9. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

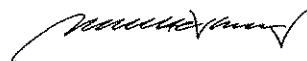
**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT the Final Dividend of 20 sen per share less 26% income tax, for the financial year ended 30 June 2008, if approved by the shareholders, at the 48th Annual General Meeting, will be paid on 21 October 2008 to Depositors whose names appear in the Record of Depositors on 9 October 2008.

A depositor shall qualify for entitlement to the dividends only in respect of:-

- A) Shares deposited into the Depositors' Securities Accounts before 12.30 p.m. on 7 October 2008 (in respect of shares exempted from mandatory deposit);
- B) Shares transferred to the Depositors' Securities Accounts in respect of ordinary transfers before 4.00 p.m. on 9 October 2008; and
- C) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD



**MOHD NAZLAN MOHD GHAZALI**  
LS0008977  
*Company Secretary*

Kuala Lumpur  
3 September 2008

## NOTICE OF 48TH ANNUAL GENERAL MEETING

### NOTES:

1. A member entitled to attend and vote at the 48th Annual General Meeting is entitled to appoint a proxy to attend and on a show of hands or on a poll, to vote in his stead. A proxy shall be a member of the Company, an Advocate, an approved Company Auditor or a person approved by the Companies Commission of Malaysia. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, under its common seal or in some other manner approved by its directors.
2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting provided that where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act 1991, it may appoint at least one proxy but not more than two proxies each in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
3. Duly completed Form of Proxy must be deposited at the Company's registered office at 14th Floor, Menara Maybank, 100, Jalan Tun Perak, by 23 September 2008 at 11.30 a.m.
4. For a Form of Proxy executed outside Malaysia, the signature must be attested by a Solicitor, Notary Public, Consul or Magistrate.
5. Only members registered in the Record of Depositors on or before 12.30 p.m., on 22 September 2008 shall be eligible to attend the AGM.
6. **Explanatory note on Special Business**  
**Ordinary Resolution 13 – Authority to Directors to Issue Shares**  
The proposed Ordinary Resolution 13, if passed, will give powers to the Directors to issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the issued and 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.
7. **Statement Accompanying the Notice of Annual General Meeting**  
Additional information pursuant to Paragraph 8.28(2) of the Listing Requirements of Bursa Malaysia Securities Berhad is set out in Annexure A in Maybank's 2008 Annual Report.

## STATEMENT ACCOMPANYING NOTICE OF 48TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.28(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

### ANNEXURE A

The Profile of the Directors who are standing for re-election and re-appointment (as per Ordinary Resolutions 3 to 10 as stated above) at the 48th Annual General Meeting of Malayan Banking Berhad (Maybank/the Company) which will be held at Grand Ballroom, Shangri-La Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 25 September 2008 at 11.30 a.m. are stated on pages 44 to 47 of the Annual Report 2008.

The details of any interest in the securities of Maybank and its subsidiaries (if any) held by the said Directors are stated on page 137 of the Annual Report 2008.