



NOTICE IS HEREBY GIVEN THAT the 52nd Annual General Meeting of Malayan Banking Berhad (Maybank/the Company) will be held at the Nirwana Ballroom, Lower Lobby, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 29 March 2012 at 10.00 a.m. for the following businesses:-

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial period ended 31 December 2011 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
2. To approve the payment of a Final Dividend of 36 sen per share less 25% income tax, for the six-month financial period ended 31 December 2011 as recommended by the Board. (Ordinary Resolution 2)
3. To re-elect the following Directors, each of whom retires by rotation in accordance with Articles 96 and 97 of the Company's Articles of Association:-
 - i) Dato' Johan Ariffin (Ordinary Resolution 3)
 - ii) Dato' Sri Abdul Wahid Omar (Ordinary Resolution 4)
 - iii) Tan Sri Datuk Dr Hadenan A. Jalil (Ordinary Resolution 5)
4. To consider, and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:-
"That Mr Alister Maitland, 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 6)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 31 December 2012 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)

AS SPECIAL BUSINESS:

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

6. **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 8)
7. **ALLOTMENT AND ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN MAYBANK ("MAYBANK SHARES") IN RELATION TO THE RECURRENT AND OPTIONAL DIVIDEND REINVESTMENT PLAN THAT ALLOWS SHAREHOLDERS OF MAYBANK ("SHAREHOLDERS") TO REINVEST THEIR DIVIDEND TO WHICH THE DIVIDEND REINVESTMENT PLAN APPLIES, IN NEW ORDINARY SHARES OF RM1.00 EACH IN MAYBANK ("DIVIDEND REINVESTMENT PLAN")**
"THAT pursuant to the Dividend Reinvestment Plan as approved by the Shareholders at the Extraordinary General Meeting held on 14 May 2010, approval be and is hereby given to the Company to allot and issue such number of new Maybank Shares for 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 Maybank Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price ("VWAMP") of Maybank Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;
AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan with full power to assent to any conditions, modifications, variations and/or amendments (if any) 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 or at the discretion of the Directors in the best interest of the Company." (Ordinary Resolution 9)
8. **PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**
"That subject to the relevant approvals being obtained, the proposed amendments to Memorandum and Articles of Association ("M&A") of the Company in the manner as set out in Appendix 1 to this Annual Report ("Proposed Amendments") be and are hereby approved and in consequence thereof, the new set of M&A incorporating all appropriate amendments be adopted AND THAT the Directors and Secretary be and are hereby authorised to sign, do and execute all relevant documents, acts and things as may be required for or in connection with and to give effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities." (Special Resolution)
9. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

MOHD NAZLAN MOHD GHAZALI
LS0008977

Company Secretary

Kuala Lumpur

7 March 2012

Notes:

1. A member entitled to attend and vote at the 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 office of the appointed share registrar for this Annual General Meeting, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur no later than 27 March 2012 at 10.00 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 as at 23 March 2012 shall be eligible to attend the Annual General Meeting or appoint proxy to attend and vote on his/her behalf.
6. If the proxy or proxies appointed is/are not a member of Maybank, please ensure that the proof of eligibility (referred to in Note 1 above) of the proxy or proxies is/are enclosed with the Form of Proxy submitted and the original counterpart of such proof of eligibility is/are presented by your proxy or proxies for verification purposes during the registration process.
7. **Payment of Final Dividend**
The proposed gross dividend as per Resolution 2 consists of an electable portion of 32 sen (24 sen net per ordinary share) which can be elected to be reinvested in new ordinary shares in accordance with the Dividend Reinvestment Plan as disclosed in Note 29(b) of the financial statements. Pursuant to Paragraph 8.26 of the Main Market Listing Requirements, the final dividend, if approved, will be paid/implemented no later than three (3) months from the date of shareholders' approval. The Book Closure Date will be announced by the Company after the Annual General Meeting.

8. Explanatory notes on Special Businesses:-

Ordinary Resolution 8 - Authority to Directors to Issue Shares

The Company has not issued any new shares under the general mandate for issuance and allotment of shares up to 10% of the issued and paid-up capital of the Company, which was approved at the 51st Annual General Meeting held on 29 September 2011 and which will lapse at the conclusion of the 52nd Annual General Meeting to be held on 29 March 2012. A renewal of this mandate is sought at the 52nd Annual General Meeting under proposed Ordinary Resolution 8.

The proposed Ordinary Resolution 8, 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 Annual General Meeting.

The purpose of the proposed mandate from shareholders is to provide the Bank flexibility to undertake any share issuance during the financial year that is not material in nature under exceptional circumstances i.e. in the event of any strategic opportunities involving equity deals which may require the Bank 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.

Special Resolution - Proposed Amendments to Memorandum and Articles of Association of the Company

This Special Resolution, if passed, will bring the Company's Memorandum and Articles of Association in line with the recent amendments prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as to reflect the scope of business and present practice concerning designation of key positions in the Bank.

9. Statement Accompanying the Notice of Annual General Meeting

Additional information pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is set out in Annexure A in Maybank's Annual Report 2011 (for the 6-month financial period ended 31 December 2011).