



MALAYAN BANKING BERHAD

(Company No. 3813-K)

(Incorporated in Malaysia under the Companies Ordinances, 1940 -1946)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Malayan Banking Berhad (“**Maybank**” or “**the Company**”) will be held at Nirwana Ballroom, Lower Lobby, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 14 May 2010 at 9.30 a.m., or at any adjournment thereof, for the purpose of the following resolution:

ORDINARY RESOLUTION

PROPOSED 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 (“PROPOSED DIVIDEND REINVESTMENT PLAN”).

“**THAT** subject to the relevant regulatory approvals being obtained, including but not limited to the approval of the Bank Negara Malaysia in relation to the Proposed Dividend Reinvestment Plan, approval be and is hereby given to the Company to:

- (a) implement the Proposed Dividend Reinvestment Plan, and
- (b) allot and issue such number of new ordinary shares of RM1.00 each in Maybank (“**Maybank Shares**”) for the Proposed Dividend Reinvestment Plan until the conclusion of the next Annual General Meeting (“**AGM**”),

upon such terms and conditions and to or with such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company;

THAT the said new Maybank Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing Maybank Shares in issue, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which precedes the date of allotment of the new Maybank Shares to be issued pursuant to the Proposed Dividend Reinvestment Plan. For the purpose thereof, entitlement date means the date as at the close of business on which shareholders of the Company must be registered in order to participate in any dividends, rights, allotments or other distributions;

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 Proposed 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;

AND THAT no information memorandum/ modified prospectus (as the case may be) pertaining to the Proposed Dividend Reinvestment Plan shall be issued or sent to the shareholders of the Company having registered address outside Malaysia or who have not provided an address in Malaysia at which such documents may be delivered to.”

By Order of the Board
MOHD NAZLAN MOHD GHAZALI
(LS 0008977)
Company Secretary

Kuala Lumpur
Date: 29 April 2010

Notes:

1. *As an information to Shareholders, this is the first authority to allot and issue shares for the Proposed Dividend Reinvestment Plan. A renewal of this authority will be sought at the next AGM.*
2. *A member entitled to attend and vote at the EGM 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.*
3. *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.*
4. *Duly completed Form of Proxy must be deposited at the office of the appointed share registrar for this EGM, Tricor Investor Services Sdn Bhd (formerly known as Tenaga Koperat Sdn Bhd) at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur no later than 12 May 2010 at 9.30 a.m..*
5. *For a Form of Proxy executed outside Malaysia, the signature must be attested by a Solicitor, Notary Public, Consul or Magistrate.*
6. *Only members registered in the Record of Depositors as at 10 May 2010 shall be eligible to attend the EGM or appoint proxy to attend and vote on his/ her behalf.*
7. *If proxy or proxies appointed is/are not a member of Maybank, please ensure that the proof of eligibility 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.*