



# Maybank

## MALAYAN BANKING BERHAD

(Company No. 3813-K)  
(Incorporated in Malaysia)

### 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 Thursday, 15 May 2008, at 10.00 a.m. for the purpose of the following resolution:

#### ORDINARY RESOLUTION

#### PROPOSED ACQUISITION OF UP TO 100% OF PT BANK INTERNASIONAL INDONESIA TBK ("BII") PURSUANT TO:

- (A) PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN SORAK FINANCIAL HOLDINGS PTE. LTD. ("SORAK") WHICH HOLDS APPROXIMATELY 55.6% EQUITY INTEREST IN BII FOR A TOTAL CASH CONSIDERATION OF APPROXIMATELY INDONESIAN RUPIAH ("RP") 13.9 TRILLION OR THE EQUIVALENT OF APPROXIMATELY RM4.8 BILLION ("PROPOSED ACQUISITION"); AND
- (B) TENDER OFFER BY MAYBANK ARISING FROM THE PROPOSED ACQUISITION FOR THE REMAINING APPROXIMATELY 44.4% EQUITY INTEREST IN BII NOT OWNED BY SORAK AND ANY NEW ORDINARY SHARES IN BII THAT MAY BE ISSUED PURSUANT TO THE EXERCISE OF OPTIONS UNDER BII'S EMPLOYEE SHARE OPTION PLAN ("ESOP") FOR A TOTAL CASH CONSIDERATION OF UP TO APPROXIMATELY RP11.6 TRILLION OR THE EQUIVALENT OF APPROXIMATELY RM4.0 BILLION ("TENDER OFFER")

#### COLLECTIVELY REFERRED TO AS THE "PROPOSAL".

"THAT, subject to the relevant regulatory approvals being obtained, approval be and is hereby given for the Company:

- (a) to acquire the entire equity interest in Sorak which holds approximately 55.6% equity interest in BII for a total cash consideration of approximately Rp13.9 trillion or the equivalent of approximately RM4.8 billion upon the terms and conditions of the Share Sale Agreement dated 26 March 2008 entered into between the Company and Fullerton Financial Holdings Pte. Ltd.; and
- (b) to undertake the Tender Offer to acquire the remaining approximately 44.4% equity interest in BII not owned by Sorak and any new ordinary shares in BII that may be issued pursuant to the exercise of ESOP for a total cash consideration of up to approximately Rp11.6 trillion or the equivalent of approximately RM4.0 billion and any other obligations arising from and/or in connection with the Proposed Acquisition in accordance with the provisions of the Badan Pengawas Pasar Modal and Lembaga Keuangan, Indonesia, the Indonesia Stock Exchange, the securities law of Indonesia and any other relevant laws and regulations.

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to give effect to the Proposal with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposal."

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

Kuala Lumpur  
Date: 30 April 2008

#### Notes:

1. 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.
2. Duly completed Form of Proxy must be deposited at the Company's registered office at 14th Floor, Menara Maybank, 100, Jalan Tun Perak, 50050 Kuala Lumpur, Malaysia by 13 May 2008 at 10.00 a.m.
3. For a Form of Proxy executed outside Malaysia, the signature must be attested by a Solicitor, Notary Public, Consul or Magistrate.
4. Only members registered in the Record of Depositors on or before 12.30 p.m., on 12 May 2008 shall be eligible to attend the EGM.