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Maybank

MALAYAN BANKING BERHAD

(Company No. 3813-K)

**INFORMATION CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

Proposed Acquisition Of Entire Issued And Paid-Up Share Capital Of Phileo Allied Bank (Malaysia) Berhad, Phileo Allied Securities Sdn Bhd And Their Respective Subsidiaries Except For Phileo Allied Options And Financial Futures Sdn Bhd, Phileo Allied Unit Trust Management Sdn Bhd And Phileo Asset Management Sdn Bhd For Net Cash Consideration Of RM1,280 Million;

And

Proposed Acquisition Of The Pacific Bank Berhad's Entire Banking Business And Entire Issued And Paid-Up Share Capital Of P.B. Holdings Sdn Bhd, Pacific Nominees (Tempatan) Sdn Bhd And Pacific Nominees (Asing) Sdn Bhd For Cash Consideration Of RM1,250 Million.

Advised By



Aseambankers

Aseambankers Malaysia Berhad (15938-H)

DEFINITIONS

“Aseambankers”	:	Aseambankers Malaysia Berhad (Company No.:15938-H)
“Agreement with Phileo”	:	Sale and purchase agreement dated 30 August 2000 signed between Maybank, PAB and PAFMB for the Proposed Acquisition of Phileo
“Agreement with Pacific”	:	Sale and purchase agreement dated 24 August 2000 signed between Maybank and PBB for the Proposed Acquisition of Pacific
“BNM”	:	Bank Negara Malaysia
“Board”	:	Board of Directors of Maybank
“Director(s)”	:	Director(s) of Maybank
“EGM”	:	Extraordinary General Meeting
“Excluded Subsidiaries”	:	Phileo Allied Options and Financial Futures Sdn Bhd, Phileo Allied Unit Trust Management Sdn Bhd and Phileo Asset Management Sdn Bhd
“FIC”	:	Foreign Investment Committee
“ICULS Holders”	:	Holders of ICULS 1996/2001 and ICULS 1999/2004 collectively
“ICULS 1996/2001”	:	The RM227,903,708 nominal value of 5 year 4% Irredeemable Convertible Unsecured Loan Stocks 1996/2001 in PAB issued on 12 September 1996
“ICULS 1999/2004”	:	The RM150,000,000 nominal value of 5 year 8% Irredeemable Convertible Unsecured Loan Stocks 1999/2004 in PAB issued on 26 November 1999
“KLSE”	:	Kuala Lumpur Stock Exchange (Company No.: 30632-H)
“Maybank Group” or “the Group”	:	Maybank and its subsidiary and associated companies
“Maybank” or “the Bank”	:	Malayan Banking Berhad (Company No.: 3813-K)
“Minister”	:	the Minister of Finance
“MS(H)SB”	:	Mayban Securities (Holdings) Sdn Bhd (Company No.: 165483-H)
“MS(H)SB Group”	:	Mayban Securities (Holdings) Sdn Bhd and its subsidiary companies
“MSSB”	:	Mayban Securities Sdn Bhd (Company No.: 65630-M)
“NTA”	:	Net tangible asset
“PAB”	:	PhileoAllied Berhad (Company No.: 491-K)
“PAB Group”	:	PhileoAllied Berhad and its subsidiary and associated companies

“PABB”	:	Phileo Allied Bank (Malaysia) Berhad (Company No.: 306350-K)
“PABB Group”	:	Phileo Allied Bank (Malaysia) Berhad and its subsidiary and associated companies
“PAFMB”	:	Phileo Allied Finance (Malaysia) Berhad (Company No.: 78991-H)
“PASSB”	:	Phileo Allied Securities Sdn Bhd (Company No.: 25397-M)
“PASSB Group”	:	Phileo Allied Securities Sdn Bhd and its subsidiary and associated companies
“PBB”	:	The Pacific Bank Berhad (Company No.: 5024-T)
“PBB Group”	:	The Pacific Bank Berhad and its subsidiary companies
“PBB Subsidiaries”	:	P.B. Holdings Sdn Bhd (Company No.: 99235-V), Pacific Nominees (Tempatan) Sdn Bhd (Company No.: 73534-T) and Pacific Nominees (Asing) Sdn Bhd (Company No.: 265741-T)
“Proposed Acquisition of Pacific”	:	Proposed acquisition of PBB’s entire banking business and entire issued and paid-up share capital of P.B. Holdings Sdn Bhd, Pacific Nominees (Tempatan) Sdn Bhd and Pacific Nominees (Asing) Sdn Bhd for cash consideration of RM1,250 million
“Proposed Acquisition of PASSB Group by MS(H)SB Group”	:	Proposed acquisition of the stockbroking business of PASSB and two (2) of its subsidiaries namely Phileo Allied Nominees (Tempatan) Sdn Bhd and Phileo Allied Nominees (Asing) Sdn Bhd by MSSB and also Phileo Allied Securities (Jersey) Limited and its subsidiaries will be transferred to MS(H)SB
“Proposed Acquisition of Phileo”	:	Proposed acquisition of entire issued and paid-up share capital of PABB, PASSB and their respective subsidiaries except for Phileo Allied Options and Financial Futures Sdn Bhd, Phileo Allied Unit Trust Management Sdn Bhd and Phileo Asset Management Sdn Bhd for net cash consideration of RM1,280 million
“Proposals” or “Proposed Acquisitions”	:	Proposed Acquisition of Phileo and Proposed Acquisition of Pacific
“RM”	:	Ringgit Malaysia
“SC”	:	Securities Commission
“Subject Companies”	:	PABB, PASSB and their respective subsidiaries excluding the Excluded Subsidiaries

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