

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD FOLLOW, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

**IF YOU HAVE SOLD ALL YOUR SHARES IN MALAYAN BANKING BERHAD (3813-K), YOU SHOULD AT ONCE HAND THIS CIRCULAR TOGETHER WITH THE ENCLOSED FORM OF PROXY TO THE AGENT THROUGH WHOM THE SALE WAS EFFECTED FOR ONWARD TRANSMISSION TO THE PURCHASER.**

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Malayan Banking Berhad (3813-K)

## **CIRCULAR TO SHAREHOLDERS**

**in relation to the**

- **Proposed Bonus Issue Of Up To 1,219,071,077 New Ordinary Shares Of RM1.00 Each To The Existing Shareholders Of The Company To Be Credited As Fully Paid-Up On The Basis Of One (1) New Ordinary Share Of RM1.00 Each For Every Two (2) Existing Ordinary Shares Of RM1.00 Each Held**

**And**

**Notice of Extraordinary General Meeting**

**Advised by**



Aseambankers Malaysia Berhad (15938-H)

The Notice convening an Extraordinary General Meeting of MALAYAN BANKING BERHAD to be held at 51<sup>st</sup> Floor, Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur on Thursday, 27 September 2001 immediately after the conclusion of the Company's 41<sup>st</sup> Annual General Meeting scheduled on the same day and at the same venue at 10.30 a.m., for the purpose of considering the abovementioned proposal is enclosed in this Circular. A Proxy Form is enclosed which you are urged to complete and deposit at the Registered Office of the Company not later than forty-eight (48) hours before the time set for holding the meeting. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

**This Circular is dated 12 September 2001**

## DEFINITIONS

In this Circular and the accompanying appendices, the following abbreviations shall have the following meanings unless otherwise stated:

“Act”	:	Companies Act, 1965 as amended from time to time and any re-enactment thereof
“Aseambankers”	:	Aseambankers Malaysia Berhad (15938-H)
“BAFIA”	:	Banking and Financial Institutions Act, 1989
“BNM”	:	Bank Negara Malaysia
“Board”	:	The Board of Directors of Maybank
“Bonus Shares”	:	Up to 1,219,071,077 new ordinary shares of RM1.00 each to be issued pursuant to the Proposed Bonus Issue
“CDS”	:	Central Depository System
“Court”	:	High Court of Malaya
“EGM”	:	Extraordinary General Meeting
“Entitlement Date” or “Book Closure Date”	:	The date on which the Company’s Register of Members or Record of Depositors with MCD will be closed to determine the entitlement of the shareholders of the Company to the Proposed Bonus Issue
“Entitled Shareholders”	:	Shareholders whose names appear on the Register of Members and/or Record of Depositors on the Entitlement Date
“ESOS”	:	Employee Share Option Scheme of Maybank which was launched on 22 June 1998
“KLSE”	:	Kuala Lumpur Stock Exchange (30632-P)
“Market Day”	:	Any day between Monday and Friday (inclusive), which is not a market holiday or public holiday, and on which day the KLSE is open for trading of securities
“Maybank” or “the Company”	:	Malayan Banking Berhad (3813-K), a company incorporated in Malaysia
“Maybank Group”	:	Maybank and its subsidiary companies as defined in Section 5 of the Act
“MCD”	:	Malaysian Central Depository Sdn Bhd (165570-W)
“MFB”	:	Mayban Finance Berhad (3905-T), a wholly-owned subsidiary company of Maybank

## **DEFINITIONS (CONT'D)**

- “MFHB” : Mayban Fortis Holdings Bhd (formerly known as Mayban Assurance Berhad) (33361-W), a 70% subsidiary company of Maybank
- “MLA” : Mayban Life Assurance Berhad (235175-H), a 62% subsidiary company of Maybank
- “NTA” : Net tangible assets
- “Proposed Bonus Issue” : Proposed bonus issue of up to 1,219,071,077 new ordinary shares of RM1.00 each to be credited as fully paid-up shares to the shareholders of the Company on the basis of one (1) new ordinary share for every two (2) existing ordinary shares held on the Entitlement Date
- “RM” and “sen” : Ringgit Malaysia and sen respectively
- “SC” : Securities Commission

In this Circular, unless there is something in the subject or context inconsistent herewith, the singular includes the plural, references to gender include both genders and the neuter.

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