

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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PUBLIC BANK BERHAD

(Registration No. 196501000672 (6463-H))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED BONUS ISSUE OF UP TO 15,528,553,388 NEW ORDINARY SHARES IN PUBLIC BANK BERHAD (“PBB”) (“PBB SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 4 BONUS SHARES FOR EVERY 1 EXISTING PBB SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



PUBLIC INVESTMENT BANK BERHAD

(Registration No. 197401002880 (20027-W))
A Participating Organisation Of Bursa Malaysia Securities Berhad
(Wholly-owned Subsidiary Of Public Bank Berhad)

The Notice of the Extraordinary General Meeting (“EGM”) together with the Form of Proxy are enclosed with this Circular. The EGM will be held on Tuesday, 12 January 2021 at 11.00 a.m. and will be conducted as a fully virtual EGM at the Broadcast Venue at 29th Floor, Menara Public Bank, 146 Jalan Ampang, 50450 Kuala Lumpur. As a precautionary measure in view of the COVID-19 outbreak, the EGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Details of the EGM in order to register, participate and vote remotely via the RPV facilities.

You are entitled to participate and vote at the EGM. Should you be unable to participate and vote at the EGM, you are entitled to appoint not more than 2 proxies to participate and vote on your behalf. You should complete, sign and deposit the enclosed Form of Proxy at the office of the Share Registrar of PBB, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time stipulated for holding the EGM as indicated below. The proxy appointment may also be submitted electronically via TIIH Online website at <https://tiih.online> or via Tricor’s email address at is.enquiry@my.tricorglobal.com or via Tricor’s facsimile no. 03-2783 9222, not less than 48 hours before the time stipulated for holding the EGM. The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the EGM should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy: Sunday, 10 January 2021 at 11.00 a.m.

This Circular is dated 28 December 2020

DEFINITIONS

For the purpose of this Circular and the accompanying appendices, unless otherwise stated, the following words and abbreviations shall apply throughout this Circular and shall have the following meanings:

Act	:	Companies Act 2016
BNM	:	Bank Negara Malaysia
Board	:	Board of Directors of PBB
Bonus Share(s)	:	Up to 15,528,553,388 new PBB Shares to be issued under the Proposed Bonus Issue
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Circular	:	Circular dated 28 December 2020 to the shareholders of PBB in relation to the Proposed Bonus Issue
Director(s)	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007
EGM	:	Extraordinary General Meeting of PBB
Entitled Shareholder(s)	:	Shareholder(s) of PBB whose name(s) appear in PBB's Record of Depositors on the Entitlement Date and are entitled to participate in the Proposed Bonus Issue
Entitlement Date	:	A date to be determined by the Board and announced later, on which the names of PBB's shareholders must appear in PBB's Record of Depositors as at 5.00 p.m. on that date in order to be entitled to participate in the Proposed Bonus Issue
EPS	:	Earnings per PBB Share
FPE	:	Financial period ended
FYE	:	Financial year ended/ending, as the case may be
Group	:	PBB and its subsidiaries, collectively
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	30 November 2020, being the latest practicable date prior to the issuance of this Circular
Major Shareholder	:	A person who has an interest or interests in 1 or more voting shares in PBB and the number or aggregate number of those shares in PBB, is: (a) 10% or more of the total number of voting shares in PBB; or (b) 5% or more of the total number of voting shares in PBB where such person is the largest shareholder of PBB;

For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act

DEFINITIONS (Cont'd)

Market Day(s)	:	Any day(s) between Monday and Friday (inclusive of both days) on which Bursa Securities is open for trading of securities
NA	:	Net assets attributable to the shareholders of PBB
PBB or Company	:	Public Bank Berhad (196501000672 (6463-H))
PBB Share(s)	:	Ordinary share(s) in PBB
PIVB or Principal Adviser	:	Public Investment Bank Berhad (197401002880 (20027-W)), a wholly-owned subsidiary of PBB
Proposed Bonus Issue	:	Proposed bonus issue of up to 15,528,553,388 Bonus Shares on the basis of 4 Bonus Shares for every 1 existing PBB Share held on the Entitlement Date
Record of Depositors	:	Record of securities holders established by Bursa Depository pursuant to the Rules of Bursa Depository
RM and sen	:	Ringgit Malaysia and sen, respectively
Rules of Bursa Depository	:	Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act 1991
Substantial Shareholders	:	Shall have the meaning given in Section 136 of the Act
VWAP	:	Volume weighted average market price

All references to “you” in this Circular are references to the shareholders of PBB. Words referring to the singular shall, where applicable, include the plural and *vice versa*, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any legislation is a reference to that legislation as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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EXECUTIVE SUMMARY

ALL DEFINITIONS USED IN THIS EXECUTIVE SUMMARY SHALL HAVE THE SAME MEANING AS THE WORDS AND EXPRESSIONS PROVIDED IN THE “DEFINITIONS” SECTION AND CONTEXT OF THE CIRCULAR.

THIS EXECUTIVE SUMMARY HIGHLIGHTS ONLY THE PERTINENT INFORMATION OF THE PROPOSED BONUS ISSUE. SHAREHOLDERS OF PBB ARE ADVISED TO READ THIS CIRCULAR IN ITS ENTIRETY FOR FURTHER DETAILS AND CAREFULLY CONSIDER THE INFORMATION AND RECOMMENDATION CONTAINED IN THE LETTER FROM THE BOARD TO THE SHAREHOLDERS OF PBB BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM.

Key information	Description
Basis and number of Bonus Shares to be issued	<ul style="list-style-type: none">• The Proposed Bonus Issue will entail the issuance of up to 15,528,553,388 Bonus Shares on the basis of 4 Bonus Shares for every 1 existing PBB Share held by the Entitled Shareholders.• The Proposed Bonus Issue will not be implemented on a staggered basis. <p>Further details of the Proposed Bonus Issue are set out in Section 2 of this Circular.</p>
Rationale for the Proposed Bonus Issue	<ul style="list-style-type: none">• The Proposed Bonus Issue aims to reward the existing shareholders of PBB for their loyalty and continuous support by enabling them to have greater participation in the equity of the Company in terms of the number of PBB Shares held while maintaining their percentage of equity interest in PBB.• Further, the Proposed Bonus Issue will result in PBB Shares being more affordable in order to appeal to a wider group of public shareholders and investors. This is expected to enhance the trading liquidity of PBB Shares on the Main Market of Bursa Securities. <p>Further details on the rationale for the Proposed Bonus Issue are set out in Section 3 of this Circular.</p>
Approvals required	<p>The Proposed Bonus Issue is subject to approvals being obtained from the following:</p> <ul style="list-style-type: none">(i) Bursa Securities for the listing of and quotation for up to 15,528,553,388 Bonus Shares to be issued pursuant to the Proposed Bonus Issue, on the Main Market of Bursa Securities, which was obtained on 18 December 2020;(ii) BNM for the Proposed Bonus Issue, which was obtained on 18 December 2020;(iii) the shareholders of PBB at the EGM to be convened on 12 January 2021; and(iv) any other relevant authorities, if required. <p>Further details on the approvals required are set out in Section 6 of this Circular.</p>
Directors’ recommendation	<p>The Board, having considered all aspects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of PBB.</p> <p>Accordingly, the Board recommends that shareholders vote in favour of the resolution pertaining to the Proposed Bonus Issue to be tabled at the EGM to be convened.</p>



PUBLIC BANK BERHAD

(Registration No. 196501000672 (6463-H))
(Incorporated in Malaysia)

Registered Office:

27th Floor, Menara Public Bank
146 Jalan Ampang
50450 Kuala Lumpur

28 December 2020

Board of Directors:

Tan Sri Dato' Sri Dr. Teh Hong Piow (*Founder, Chairman Emeritus, Director and Adviser*)
Mr. Lai Wan (*Independent Non-Executive Chairman*)
Tan Sri Dato' Sri Tay Ah Lek (*Managing Director/Chief Executive Officer*)
Mr. Tang Wing Chew (*Non-Independent Non-Executive Director*)
Ms. Lai Wai Keen (*Independent Non-Executive Director*)
Ms. Cheah Kim Ling (*Independent Non-Executive Director*)
Mr. Lee Chin Guan (*Non-Independent Non-Executive Director*)
Dato' Mohd Hanif Bin Sher Mohamed (*Independent Non-Executive Director*)
Ms. Tham Chai Phong (*Independent Non-Executive Director*)

To: The Shareholders of PBB

Dear Sir/Madam,

PROPOSED BONUS ISSUE

1. INTRODUCTION

On 8 December 2020, PIVB on behalf of the Board, had announced that the Company is proposing to undertake the Proposed Bonus Issue.

On 18 December 2020, PIVB on behalf of PBB, had announced that Bursa Securities, via its letter dated 18 December 2020, had given its approval for the listing of and quotation for up to 15,528,553,388 Bonus Shares to be issued pursuant to the Proposed Bonus Issue, on the Main Market of Bursa Securities, subject to the conditions as disclosed in Section 6 of this Circular.

On the same day, PIVB on behalf of PBB, had announced that BNM, via its letter dated 18 December 2020, had granted its approval for the Proposed Bonus Issue.

The purpose of this Circular is to provide you with information on the Proposed Bonus Issue and to seek your approval for the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM. The Notice of the EGM and the Form of Proxy are enclosed in this Circular.

You are advised to read and carefully consider the contents of this Circular, together with the appendix contained herein, before voting on the resolution to give effect to the Proposed Bonus Issue at the forthcoming EGM.

2. DETAILS OF THE PROPOSED BONUS ISSUE

2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue will entail the issuance of up to 15,528,553,388 Bonus Shares on the basis of 4 Bonus Shares for every 1 existing PBB Share held by the Entitled Shareholders.

The aforesaid basis of 4 Bonus Shares for every 1 existing PBB Share was arrived at after taking into consideration the potential adjustments to the share price of PBB Shares arising from the Proposed Bonus Issue.

As at the LPD, the share capital of PBB was RM9,417,653,714 comprising 3,882,138,347 PBB Shares. Upon completion of the Proposed Bonus Issue, the share capital of PBB would be RM9,417,653,714 comprising 19,410,691,735 PBB Shares.

The actual number of the Bonus Shares to be issued pursuant to the Proposed Bonus Issue will depend on the total number of issued shares of PBB on the Entitlement Date.

Fractional entitlements arising from the Proposed Bonus Issue, if any, will be dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of PBB and its shareholders.

The Entitlement Date will be determined and announced at a later date upon receipt of all relevant approvals for the Proposed Bonus Issue. The Proposed Bonus Issue will not be implemented on a staggered basis.

2.2 No capitalisation of reserves

The Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves. For the avoidance of doubt, the Proposed Bonus Issue will increase the number of PBB Shares but will not increase the value of share capital of PBB.

2.3 Theoretical adjusted reference price of PBB Shares

The Proposed Bonus Issue will result in an adjustment to the reference price of PBB Shares, as quoted on the Main Market of Bursa Securities, but will not have any impact on the total market value of PBB Shares held by the shareholders of PBB.

For illustration purposes, based on the last transacted market price of PBB Shares as at the LPD, the theoretical adjusted reference price of PBB Shares upon the completion of the Proposed Bonus Issue will be as follows:

	Illustrative no. of PBB Shares	Closing market price / theoretical adjusted reference price per PBB Share	^(c)Total value
As at the LPD	1,000	^(a) RM17.40	RM17,400
After the completion of the Proposed Bonus Issue	5,000	^(b) RM3.48	RM17,400

Notes:

(a) Based on the last transacted market price of PBB Shares as at the LPD.

(b) *The theoretical adjusted reference price is computed as follows:*

Closing market price of PBB Shares x (Number of PBB Shares before the Proposed Bonus Issue / Number of PBB Shares after the Proposed Bonus Issue)

(c) *The total value is computed by multiplying the number of PBB Shares held with the closing market price or theoretical adjusted reference price per PBB Share.*

In view of the illustration above, based on the 5-day VWAP of PBB Shares up to the LPD of RM17.9650 per PBB Share, the theoretical ex-bonus share price of PBB Shares is approximately RM3.593.

Pursuant to Paragraph 6.30(1A) of the Listing Requirements, a listed issuer must ensure that its share price adjusted for a bonus issue is not less than RM0.50 based on the daily VWAP during the 3-month period before the application date.

For illustrative purposes only, the theoretical ex-bonus price of PBB Shares pursuant to the Proposed Bonus Issue amounts to approximately RM3.3517 per PBB Share, calculated based on the 3-months VWAP of PBB Shares up to and including LPD of approximately RM16.7583 per PBB Share, which is in compliance with Paragraph 6.30(1A) of the Listing Requirements.

2.4 Ranking of the Bonus Shares

The Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing PBB Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid in respect of which the entitlement date is before the allotment date of the Bonus Shares.

2.5 Listing of and quotation for the Bonus Shares

Bursa Securities had, vide its letter dated 18 December 2020, approved the listing of and quotation for up to 15,528,553,388 Bonus Shares to be issued pursuant to the Proposed Bonus Issue, on the Main Market of Bursa Securities, subject to the conditions as disclosed in Section 6 of this Circular.

3. RATIONALE FOR THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue aims to reward the existing shareholders of PBB for their loyalty and continuous support.

After taking into consideration other options available, the Board is of the view that the Proposed Bonus Issue is an appropriate avenue for the Company to reward its existing shareholders as the Proposed Bonus Issue:

- (i) will enable existing shareholders to have greater participation in the equity of the Company in terms of the number of PBB Shares held, while maintaining their percentage of equity interest in PBB;
- (ii) will result in PBB Shares being more affordable in order to appeal to a wider group of public shareholders and investors; and
- (iii) is expected to enhance the trading liquidity of PBB Shares on the Main Market of Bursa Securities.

4. EFFECTS OF THE PROPOSED BONUS ISSUE

4.1 Share capital

For illustration purposes, the pro forma effects of the Proposed Bonus Issue on the share capital of PBB are as follows:

	No. of PBB Shares	RM
Share capital:		
As at the LPD	3,882,138,347	9,417,653,714
To be issued pursuant to the Proposed Bonus Issue	15,528,553,388	-
Total enlarged share capital	19,410,691,735	9,417,653,714

4.2 NA and NA per PBB Share

For illustration purposes, based on the latest consolidated statement of financial position of PBB as at 31 December 2019 and the assumption that the Proposed Bonus Issue has been completed on 31 December 2019, the pro forma effects of the Proposed Bonus Issue on the consolidated NA and NA per PBB Share are as follows:

	Audited as at 31 December 2019 RM million	After the Proposed Bonus Issue RM million
Share capital	9,417.65	9,417.65
Regulatory reserves	2,017.35	2,017.35
Other reserves	1,606.36	1,606.36
Retained profits	30,552.97	30,552.97
Equity attributable to equity holders of PBB	43,594.33	43,594.33
Non-controlling interests	1,151.87	1,151.87
Total equity	44,746.20	44,746.20
Number of PBB Shares in issue (million)	3,882.14	19,410.69
NA per PBB Share (RM)*	11.23	2.25

Note:

* Computed based on the equity attributable to equity holders of PBB divided by the number of PBB Shares in issue as at the LPD.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of PBB Shares traded on the Main Market of Bursa Securities for the past 12 months up to October 2020 (being the last full trading month prior to the LPD), are as follows:

	PBB Shares	
	Low	High
	RM	RM
<u>2019</u>		
November	19.50	20.28
December	18.80	20.14
<u>2020</u>		
January	18.50	20.14
February	17.00	18.88
March	12.58	18.04
April	15.54	16.70
May	14.66	16.20
June	14.50	17.86
July	16.38	18.78
August	16.40	17.96
September	15.40	16.70
October	15.06	16.22
Last transacted market price as at 7 December 2020, being the last trading date prior to the date of the announcement of the Proposed Bonus Issue	18.60	
Last transacted market price as at the LPD	17.40	

(Source: Bloomberg)

6. APPROVALS REQUIRED

The Proposed Bonus Issue is subject to approvals being obtained from the following:

- (i) Bursa Securities for the listing of and quotation for up to 15,528,553,388 Bonus Shares to be issued pursuant to the Proposed Bonus Issue, on the Main Market of Bursa Securities, which was obtained on 18 December 2020, subject to the following conditions:
 - (a) PBB and PIVB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;
 - (b) PBB and PIVB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;
 - (c) PBB/PIVB to furnish Bursa Securities with a certified true copy of the resolution passed by shareholders at the forthcoming general meeting for the Proposed Bonus Issue;

- (d) PBB and PIVB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed; and
- (e) PBB and PIVB are required to make the relevant announcements pursuant to Paragraphs 6.35(2)(a)&(b) and 6.35(4) of the Listing Requirements;
- (ii) BNM for the Proposed Bonus Issue, which was obtained on 18 December 2020;
- (iii) the shareholders of PBB at the EGM to be convened on 12 January 2021; and
- (iv) any other relevant authorities, if required.

The Proposed Bonus Issue is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED TO THEM

None of the Directors, Major Shareholders, chief executive of the Company and/or persons connected to them has any interest, either direct or indirect, in the Proposed Bonus Issue beyond their respective entitlements to the Bonus Shares as shareholders of PBB for which all existing shareholders of PBB are similarly entitled.

8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of PBB.

Accordingly, the Board recommends that shareholders vote in favour of the resolution pertaining to the Proposed Bonus Issue to be tabled at the EGM to be convened.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to the approval of the shareholders of PBB being obtained at the EGM to be held on 12 January 2021, the tentative timeline for the implementation of the Proposed Bonus Issue is set out below:

Key milestones	Tentative timeline
EGM	12 January 2021
Announcement of the Entitlement Date	Mid January 2021
Entitlement Date	End January 2021
Listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities	End January 2021

10. OTHER CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue, there is no other outstanding corporate exercise which has been announced by the Company but pending completion prior to the printing of this Circular.

11. EGM

The forthcoming EGM will be held on Tuesday, 12 January 2021 at 11.00 a.m. and will be conducted as a fully virtual EGM at the Broadcast Venue at 29th Floor, Menara Public Bank, 146 Jalan Ampang, 50450 Kuala Lumpur.

If you are unable to participate and vote at the forthcoming EGM, you may complete, sign and deposit the enclosed Form of Proxy in accordance with the instruction therein as soon as possible so as to arrive at the office of the Share Registrar of PBB, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time stipulated for holding the EGM. The proxy appointment may also be submitted electronically via TIIH Online website at <https://tiah.online> or via Tricor's email address at is.enquiry@my.tricorglobal.com or via Tricor's facsimile no. 03-2783 9222, not less than 48 hours before the time stipulated for holding the EGM. Kindly refer to the Administrative Details of the EGM for further information on electronic submission of the Form of Proxy.

12. FURTHER INFORMATION

Please refer to the attached appendix for further information.

Yours faithfully
for and on behalf of the Board of Directors of
PUBLIC BANK BERHAD

Lai Wan
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular. The Board confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. CONSENT

PIVB, being the Principal Adviser for the Proposed Bonus Issue, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name in the form and context in which they appear in this Circular.

3. CONFLICT OF INTEREST

PIVB is a wholly-owned subsidiary of PBB. Tan Sri Dato' Sri Dr. Teh Hong Piow and Tan Sri Dato' Sri Tay Ah Lek are Directors of both PBB and PIVB. Other than the aforementioned, PIVB is not aware of any circumstances that would give rise to a conflict of interest situation in their capacity as the Principal Adviser for the Proposed Bonus Issue.

Nonetheless, PIVB is of the view that the relationship as mentioned above would not give rise to a situation of conflict of interest in PIVB's role as the Principal Adviser for the Proposed Bonus Issue based on the following:

- (i) PIVB is a licensed investment bank and its appointment as the Principal Adviser is in its ordinary course of business;
- (ii) the role of PIVB will be governed by agreement, which shall clearly set out the rights, duties and responsibilities of PIVB in its capacity as the Principal Adviser for the Proposed Bonus Issue;
- (iii) save for the professional fees to be charged in relation to its role as the Principal Adviser for the Proposed Bonus Issue, PIVB will not be deriving any other monetary benefit from the Proposed Bonus Issue; and
- (iv) there is no direct interest to be derived from PIVB's appointment as the Principal Adviser for the Proposed Bonus Issue and neither is PIVB interested nor affected by the outcome of the Proposed Bonus Issue.

FURTHER INFORMATION (Cont'd)

4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither PBB nor any of its subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may have a material and adverse effect on the financial position or business of PBB and/or its subsidiaries. The Board is not aware of any proceedings pending or threatened against PBB and/or its subsidiaries or of any fact likely to give rise to any proceedings which might materially affect the financial position or business of PBB and/or its subsidiaries.

5. MATERIAL COMMITMENTS

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by PBB, which upon becoming enforceable may have a material impact on the financial position and the business of PBB, save as those disclosed in PBB's audited financial statements for the FYE 31 December 2019 and the latest unaudited quarterly results for the FPE 30 September 2020.

6. MATERIAL CONTINGENT LIABILITIES

As at the LPD, the Board is not aware of any material contingent liabilities incurred or known to be incurred by PBB, which upon becoming enforceable may have a material impact on the financial position and the business of PBB, save as those disclosed in PBB's audited financial statements for the FYE 31 December 2019 and the latest unaudited quarterly results for the FPE 30 September 2020.

7. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Company's registered office at 27th Floor, Menara Public Bank, 146 Jalan Ampang, 50450 Kuala Lumpur, during normal office hours on any business day from the date of this Circular up to the time set for convening the EGM:

- (i) the Constitution of PBB;
- (ii) the letter of consent referred to in Section 2 of this Appendix; and
- (iii) the audited financial statements of PBB for the FYE 31 December 2018, FYE 31 December 2019 and the latest unaudited quarterly results of PBB for the FPE 30 September 2020.



PUBLIC BANK BERHAD

(Registration No. 196501000672 (6463-H))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Public Bank Berhad (“PBB” or “the Company”) will be held on Tuesday, 12 January 2021 at 11.00 a.m. and will be conducted as a fully virtual EGM at the Broadcast Venue at 29th Floor, Menara Public Bank, 146 Jalan Ampang, 50450 Kuala Lumpur, for the purpose of considering and if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 15,528,553,388 NEW ORDINARY SHARES IN PBB (“PBB SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 4 BONUS SHARES FOR EVERY 1 EXISTING PBB SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“**THAT**, subject to the approvals of all relevant regulatory authorities being obtained for the Proposed Bonus Issue, approval be and is hereby given to the Board of Directors of PBB (“**Board**”) to allot and issue up to 15,528,553,388 Bonus Shares, to be credited as fully paid-up, on the basis of 4 Bonus Shares for every 1 existing PBB Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date;

AND THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Bonus Issue in such manner as the Board shall in its absolute discretion deem fit and expedient, and in the best interest of the Company and its shareholders;

AND THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing PBB Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid in respect of which the entitlement date is before the allotment date of the Bonus Shares;

AND THAT in order to implement, complete and give full effect to the Proposed Bonus Issue, approval be and is hereby given to the Directors of PBB to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents and enter into any arrangements, agreements and/or undertaking with any parties, as they may deem fit, necessary, expedient and/or appropriate to implement, finalise and/or give full effect to the Proposed Bonus Issue, with full powers to assent to any term, condition, modification, variation and/or amendment as may be required by any relevant regulatory authority or as a consequence of any such requirements or as the Directors shall in their absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the completion of the Proposed Bonus Issue and in the best interest of the Company.”

By Order of the Board

Dato’ Chia Lee Kee

MAICSA 7008270 / SSM Practising Certificate No. 202008000979
Company Secretary

Kuala Lumpur
28 December 2020

Notes:

1. *As a precautionary measure in view of the COVID-19 outbreak, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Details of PBB EGM in order to register, participate and vote remotely via the RPV facilities.*
2. *The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be at the main venue of the meeting. Members/proxies are not allowed to attend the EGM in person at the Broadcast Venue on the day of the EGM.*
3. *Members may submit questions to the Board of Directors prior to the EGM via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than 10 January 2021 at 11.00 a.m., or may use the query box to transmit questions to the Board of Directors via RPV facilities during the live streaming of the EGM.*
4. *In respect of deposited securities, only Members whose names appear in the Record of Depositors on 6 January 2021 (General Meeting Record of Depositors) shall be entitled to participate and vote at the EGM.*
5. *Since the EGM will be conducted as a fully virtual meeting, a Member entitled to participate and vote at the meeting may appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the form of proxy.*
6. *A Member shall not be entitled to appoint more than 2 proxies to participate and vote at the EGM provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, it may appoint up to 2 proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.*

Where a Member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the said Act.

7. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorised.*
8. *The appointment of a proxy may be made in the following manner and must be received by the Company via its Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd not less than 48 hours before the time set for the EGM or no later than 10 January 2021 at 11.00 a.m.:*

- *By electronic means via online*

The proxy appointment must be made via Tricor’s TIIH Online website at <https://tiih.online>.

- *By electronic means via email*

The form of proxy must be received via email at Tricor’s email address at is.enquiry@my.tricorglobal.com

- *By electronic means via facsimile*

The form of proxy must be received via facsimile at Tricor’s fax no. 03-2783 9222.

- *In hard copy form*

The form of proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

9. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by poll.*



PUBLIC BANK BERHAD

(Registration No. 196501000672 (6463-H))
(Incorporated in Malaysia)

FORM OF PROXY

Number of shares held	CDS Account No.										
						-					

I/We _____
(FULL NAME IN BLOCK LETTERS AS PER NRIC/CERTIFICATE OF INCORPORATION)

NRIC/Co. No. _____ of _____
(FULL ADDRESS)

_____ Tel No. _____ being a Member of PUBLIC BANK BERHAD, hereby appoint

_____ NRIC No. _____
(FULL NAME IN BLOCK LETTERS AS PER NRIC)

of _____
(FULL ADDRESS)

and/or failing him, _____ NRIC No. _____
(FULL NAME IN BLOCK LETTERS AS PER NRIC)

of _____
(FULL ADDRESS)

or failing him, the CHAIRMAN OF THE MEETING as my/our* proxy to participate and vote for me/us on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held on Tuesday, 12 January 2021 at 11.00 a.m. and to be conducted as a fully virtual EGM at the Broadcast Venue at 29th Floor, Menara Public Bank, 146 Jalan Ampang, 50450 Kuala Lumpur, or any adjournment thereof.

The proportions of my/our holding to be represented by my/our proxy are as follows:

First Proxy	%
Second Proxy	%
	100%



My/our proxy shall vote as follows:

(Please indicate with an "X" in the space provided below how you wish your votes to be cast on the resolution specified in the notice of meeting. If you do not do so, the proxy will vote, or abstain from voting on the resolution as he/she may think fit.)

NO.	ORDINARY RESOLUTION	FIRST PROXY		SECOND PROXY	
		FOR	AGAINST	FOR	AGAINST
1.	Proposed Bonus Issue				

Signed this _____ day of _____ 20_____.

Signature of Member/Common Seal

* Delete if inapplicable.

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Fold this flap for sealing

Then fold here

AFFIX
STAMP

To: Share Registrar
Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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