



AMMB Holdings Berhad

(Company No. 223035-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth (28th) Extraordinary General Meeting of AMMB Holdings Berhad (the "Company") will be held at Manhattan II, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur, Malaysia on Thursday, 22 August 2013 at 10.30 a.m., or immediately following the conclusion of the Twenty-Second (22nd) Annual General Meeting of the Company which will be held at the same venue on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:-

ORDINARY RESOLUTION NO. 1:

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH AMCORP GROUP BERHAD GROUP

"**THAT** the shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Amcorp Group Berhad and any of its subsidiaries and/or associated companies ("**Amcorp Group**") which are necessary for the day-to-day operations of the Company and/or of its subsidiaries in the ordinary course of business on terms not more favourable to Amcorp Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.1 of Section 2.2 of the Circular to Shareholders dated 31 July 2013 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted pursuant to the shareholders' mandate granted herein during the financial year and **THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution."

ORDINARY RESOLUTION NO. 2:

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED GROUP

"**THAT** the shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Australia and New Zealand Banking Group Limited and any of its subsidiaries and/or associated companies ("**ANZ Group**") which are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business on terms not more favourable to ANZ Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.2 of Section 2.2 of the Circular to Shareholders dated 31 July 2013 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted pursuant to the shareholders' mandate granted herein during the financial year and **THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution."

ORDINARY RESOLUTION NO. 3:

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH MODULAR CORP (M) SDN BHD GROUP

"**THAT** the shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Modular Corp (M) Sdn Bhd and any of its subsidiaries and/or associated companies ("**Modular Group**") which are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business on terms not more favourable to Modular Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.3 of Section 2.2 of the Circular to Shareholders dated 31 July 2013 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted pursuant to the shareholders' mandate granted herein during the financial year and **THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution."

ORDINARY RESOLUTION NO. 4:

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH CUSCAPI BERHAD GROUP

"**THAT** the shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Cuscapi Berhad and any of its subsidiaries and/or associated companies ("**Cuscapi Group**") which are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business on terms not more favourable to Cuscapi Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.4 of Section 2.2 of the Circular to Shareholders dated 31 July 2013 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted pursuant to the shareholders' mandate granted herein during the financial year and **THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution."

ORDINARY RESOLUTION NO. 5:

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH YAKIMBI SDN BHD GROUP

"**THAT** the shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Yakimbi Sdn Bhd and any of its subsidiaries and/or associated companies ("**Yakimbi Group**") which are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business on terms not more favourable to Yakimbi Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.5 of Section 2.2 of the Circular to Shareholders dated 31 July 2013 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted pursuant to the shareholders' mandate granted herein during the financial year and **THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"**THAT** the amendments to the Articles of Association of the Company as set out below be and are hereby approved **AND THAT** the Directors of the Company be and are hereby authorised to carry out all the necessary steps to give effect to the amendments –

- 1) Deletion in its entirety the existing Article 83(2) of the Articles of Association of the Company and substitute with a new Article 83(2) to read as follows -
A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the general meeting shall have the same rights as the member to speak at the general meeting. A member may appoint not more than two (2) proxies to attend the same general meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- 2) Deletion in its entirety the existing Article 83(3) of the Articles of Association of the Company and substitute with a new Article 83(3) to read as follows -
Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy are specified in the instrument appointing the proxies.
- 3) Insertion of the following new Article 83(4) in the Articles of Association of the Company -
Where a member of the Company is an exempt authorised nominee, as defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act, of 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. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy are specified in the instrument appointing the proxies.

By Order of the Board

Koid Phaik Gunn (MAICSA 7007433)
Group Company Secretary

Kuala Lumpur
31 July 2013

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting ("EGM") is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
2. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
3. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy are specified in the instrument appointing the proxies.
4. 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy are specified in the instrument appointing the proxies.
5. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or of his attorney duly authorised in writing or, in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PUJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
7. Only Members whose names appear on the general meeting Record of Depositors of the Company as at 15 August 2013 shall be eligible to attend the EGM.