



# ALLIANCE FINANCIAL GROUP

Alliance Financial Group Berhad (6627-X)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 49th Annual General Meeting of Alliance Financial Group Berhad will be held at the Imperial Ballroom, Level G, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor on Tuesday, 21 July 2015 at 2.30 p.m. for the following purposes:

### AGENDA

#### As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note (i) |
| 2. To approve the proposed increase of Directors' fees in respect of the financial year ended 31 March 2015.   | Ordinary Resolution 1                |
| 3. To re-elect Mr Lee Ah Boon who retires by rotation pursuant to Article 82 of the Company's Articles of Association.                                     | Ordinary Resolution 2                |
| 4. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration.                           | Ordinary Resolution 3                |

#### As Special Business

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions :

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|---|------------------------|
| <b>5. Re-appointment of Directors pursuant to Section 129 of the Companies Act, 1965</b>  |                        |
| 5.1 "THAT Mr Kung Beng Hong, a Director who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."         | Ordinary Resolution 4  |
| 5.2 "THAT Dato' Thomas Mun Lung Lee, a Director who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." | Ordinary Resolution 5  |
| 5.3 "THAT Datuk Oh Chong Peng, a Director who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."       | Ordinary Resolution 6  |
| <b>6. Retention of Independent Directors</b>  |                        |
| 6.1 "THAT Datuk Oh Chong Peng who has served as an Independent Director of the Company for a cumulative term of more than 9 years be and is hereby retained as an Independent Director of the Company."   | Ordinary Resolution 7  |
| 6.2 "THAT Dato' Thomas Mun Lung Lee who has served as an Independent Director of the Company for a cumulative term of more than 9 years be and is hereby retained as an Independent Director of the Company."   | Ordinary Resolution 8  |
| 6.3 "THAT Tuan Haji Megat Dziauddin bin Megat Mahmud who has served as an Independent Director of the Company for a cumulative term of more than 9 years be and is hereby retained as an Independent Director of the Company."                                    | Ordinary Resolution 9  |
| 6.4 "THAT Mr Stephen Geh Sim Whye who has served as an Independent Director of the Company for a cumulative term of more than 9 years be and is hereby retained as an Independent Director of the Company."   | Ordinary Resolution 10 |
| 7. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act, 1965.   |                        |

#### BY ORDER OF THE BOARD

LEE WEI YEN (MAICSA 7001798)  
Group Company Secretary

Kuala Lumpur  
25 June 2015

#### Notes:

- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead.
- A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- To be valid, the Form of Proxy, duly completed must be deposited at the registered office of the Company at 3rd Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, not less than 48 hours before the time set for holding the meeting.
- A Member who 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.
- A Member other than an Exempt Authorised Nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- A Member whose name appears in the General Meeting Record of Depositors as at 9 July 2015 shall be regarded as a Member entitled to attend, speak and vote at the meeting or appoint a proxy or proxies to attend and/or vote in his stead.

#### EXPLANATORY NOTES

(i) Item 1 on the Agenda is meant for discussion only. The provision of Section 169 (1) of the Companies Act, 1965 requires that the Audited Financial Statements be laid before the Company at its Annual General Meeting and does not require a formal approval of the shareholders. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

#### (ii) Ordinary Resolution 1 – Proposed increase of Directors' fees

It is proposed that the Director's fee for Datuk Oh Chong Peng, the Independent Non-Executive Chairman be increased from RM160,000 to RM176,000 per annum whilst the Director's fee for Stephen Geh Sim Whye, an Independent Non-Executive Director be increased from RM80,000 to RM88,000 per annum. The fees for the remaining Non-Executive Directors of the Company who also sit on the Board of Alliance Bank Malaysia Berhad ("the Bank") and/or its subsidiaries be increased from RM60,000 to RM66,000 per annum.

Amongst the Board members of the Company, only Datuk Oh Chong Peng and Mr Stephen Geh Sim Whye are not holding any other directorship in the Bank and/or its subsidiaries.

The rationale for the proposed higher Directors' Fees to the Directors who are not on the Board of the Bank and/or its subsidiaries is to compensate for the additional efforts required for them to perform their duties.

The proposed increase of Directors' Fees will enhance the Board's ability to attract and retain Directors of the highest calibre to help drive the Group's continued success. The increase will also bring the Company's Directors' Fees into line with current market rates in the financial services industry.

#### (iii) Ordinary Resolutions 4, 5 and 6 - Re-appointment of Directors pursuant to Section 129 of the Companies Act, 1965

Mr Kung Beng Hong, Dato' Thomas Mun Lung Lee and Datuk Oh Chong Peng who are over the age of seventy (70) years, shall retire pursuant to Section 129 of the Companies Act, 1965 at the conclusion of the forthcoming 49th Annual General Meeting.

The proposed re-appointment of Mr Kung Beng Hong, Dato' Thomas Mun Lung Lee and Datuk Oh Chong Peng will require a resolution each passed by a majority of not less than three-fourth (3/4) of the members of the Company who are entitled to vote at the forthcoming 49th Annual General Meeting. The proposed resolutions will enable Mr Kung Beng Hong, Dato' Thomas Mun Lung Lee and Datuk Oh Chong Peng to hold office until the conclusion of the next Annual General Meeting of the Company.

#### (iv) Ordinary Resolutions 7, 8, 9 and 10 – Retention of Independent Directors

Datuk Oh Chong Peng, Dato' Thomas Mun Lung Lee, Tuan Haji Megat Dziauddin bin Megat Mahmud and Mr Stephen Geh Sim Whye, have served the Company as Independent Directors for a cumulative term of more than 9 years.

The Board has conducted an assessment on the independence of each of them as Independent Directors of the Company. Apart from meeting the independence criteria as set out in Paragraph 1.01 of the Main Market Listing Requirements, the Board found that they have been able to demonstrate their independence and exercise of objective judgement during board meetings. The Board is confident that they will continue to bring independent and objective judgement to the Board deliberations and decision making process notwithstanding their length of service.

The proposed resolutions which are in line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, will enable Datuk Oh Chong Peng, Dato' Thomas Mun Lung Lee, Tuan Haji Megat Dziauddin bin Megat Mahmud and Mr Stephen Geh Sim Whye, to hold office as Independent Directors until the conclusion of the next Annual General Meeting of the Company.