



AMMB Holdings Berhad

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

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual 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 on Wednesday, 15 August 2012 at 10.00 a.m. for the following purposes:

Item Agenda Resolution

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2012 and the Reports of the Directors and Auditors thereon.
- To approve a final single tier dividend of 13.5% for the financial year ended 31 March 2012. Resolution No. 1
- To approve the payment of Directors' fees of RM72,000.00 per annum for each Director for the financial year ended 31 March 2012. Resolution No. 2
- To re-elect the following Directors who retire by rotation pursuant to Article 89 of the Company's Articles of Association:
 - Mr Soo Kim Wai
 - Mr Mark David Whelan
 Resolution No. 3
Resolution No. 4
- To re-elect the following Directors who retire pursuant to Article 97 of the Company's Articles of Association:
 - Y Bhg Dato' Gan Nyap Liou @ Gan Nyap Liow
 - Mr Ashok Ramamurthy
 Resolution No. 5
Resolution No. 6
- To consider and if thought fit, to pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:
 - "THAT Y Bhg Tan Sri Azman Hashim, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." Resolution No. 7
 - "THAT Y Bhg Dato' Azlan Hashim, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." Resolution No. 8
 - "THAT Y A Bhg Tun Mohammed Hanif Omar, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." Resolution No. 9
 - "THAT Y Bhg Tan Sri Datuk Clifford Francis Herbert, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." Resolution No. 10
- To re-appoint Messrs Ernst & Young, the retiring Auditors, and to authorise the Directors to determine their remuneration. Resolution No. 11

AS SPECIAL BUSINESS

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

- Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, Pursuant to the Company's Executives' Share Scheme**
"THAT pursuant to the Company's Executives' Share Scheme ("ESS") as approved at the Extraordinary General Meeting of the Company held on 26 September 2008, the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company from time to time as may be required for the purpose of the ESS, provided that the total number of new and existing ordinary shares in the Company to be allotted and issued and/or transferred, as the case may be, under the ESS, shall not exceed ten percent (10%) in aggregate of the total issued and paid-up ordinary share capital of the Company at any point of time throughout the duration of the ESS." Resolution No. 12
- Proposed Allocation of Shares and Options to Mr Ashok Ramamurthy, the Group Managing Director of the Company, Pursuant to the Company's Executives' Share Scheme**
"THAT subject to the passing of the Ordinary Resolution No. 12 above, the Directors of the Company be and are hereby authorised to, from time to time and at any time procure the offering and the allocation to Mr Ashok Ramamurthy, the Group Managing Director of the Company, of such number of new or existing ordinary shares in the Company ("Shares") which will be vested in him at a specified future date as well as options which, upon exercise, will entitle him to obtain Shares at a specified future date and at a pre-determined price and to allot and issue and/or transfer such number of Shares to him from time to time, all in accordance with the By-Law as set out in Appendix I to the Circular to Shareholders dated 4 September 2008 and as amended on 28 June 2011." Resolution No. 13
- Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, for the Purpose of the Company's Dividend Reinvestment Plan**
"THAT the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company from time to time as may be required for the purpose of the Company's Dividend Reinvestment Plan as approved at the Extraordinary General Meeting of the Company held on 2 September 2010, which gives the shareholders of the Company the option to elect to reinvest their cash dividend entitlements in new ordinary shares of the Company." Resolution No. 14
- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**
"THAT subject to the approvals from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Board of Directors pursuant to Section 132D of the Companies Act, 1965 to issue shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors, may, in their discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being." Resolution No. 15
- To transact any other business of which due notice shall have been received.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the final single tier dividend of 13.5% for the financial year ended 31 March 2012, if approved by the shareholders at the Twenty-First Annual General Meeting, will be paid on 10 September 2012 to shareholders whose names appear in the Record of Depositors on 24 August 2012.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 24 August 2012 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Koid Phaik Gunn (MAICSA 7007433)
Group Company Secretary

Kuala Lumpur
24 July 2012

Notes:

- A member of the Company entitled to attend and vote is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy.
- 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 Annual General Meeting ("AGM") shall have the same rights as the member to speak at the AGM.
- 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, 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 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointor or 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.
- 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, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

The last day and time for lodging the Form of Proxy is Monday, 13 August 2012 at 10.00 a.m.

- Only Members whose names appear on the general meeting Record of Depositors of the Company as at 8 August 2012 shall be eligible to attend the AGM.
- Note to Resolution No. 12 – Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, Pursuant to the Company's Executives' Share Scheme**

Ordinary Resolution No. 12, if passed, will empower the Directors of the Company to allot and issue new ordinary shares in the Company pursuant to the Company's Executives' Share Scheme and in accordance with the By-Laws as set out in Appendix I to the Circular to Shareholders dated 4 September 2008 and as amended on 28 June 2011.

The authority conferred by such renewed mandates/approvals will be effective from the date of the forthcoming AGM and unless revoked or varied at a general meeting, will expire at the next AGM.

- Note to Resolution No. 13 - Proposed Allocation of Shares and Options to Mr Ashok Ramamurthy, the Group Managing Director of the Company, Pursuant to the Company's Executives' Share Scheme**

(a) Due to the appointment of Mr Ashok Ramamurthy as the new Group Managing Director of the Company on 2 April 2012, the Company seeks fresh approval for the allocation of shares and options to him in accordance with the By-Laws of the Company's Executives' Share Scheme as set out in Appendix I to the Circular to Shareholders dated 4 September 2008 and as amended on 28 June 2011.

(b) Pursuant to Paragraph 6.06(2) of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, Mr Ashok Ramamurthy and persons connected with him shall not be entitled to vote on this resolution. He shall ensure that persons connected to him abstain from voting on this resolution.

(c) The authority conferred by such approval will be effective from the date of the forthcoming AGM and unless revoked or varied at a general meeting, will expire at the next AGM.

- Note to Resolution No. 14 - Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, for the Purpose of the Company's Dividend Reinvestment Plan**

Ordinary Resolution No. 14, if passed, will empower the Directors of the Company to issue new ordinary shares pursuant to the terms and conditions of the Company's Dividend Reinvestment Plan ("DRP") which are contained in the DRP Statement set out in Appendix I to the Circular to Shareholders dated 11 August 2010 (as may be amended in accordance with the provisions of the said DRP).

The authority conferred by such renewed mandate/authority will be effective from the date of the forthcoming AGM and unless revoked or varied at a general meeting, will expire at the next AGM.

The Directors of the Company did not allot, or issue ordinary shares pursuant to the authority given by the shareholders at the previous AGM.

- Note to Resolution No. 15 - Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

Ordinary Resolution No. 15, if passed, will give the Directors of the Company, from the date of the forthcoming AGM, authority to allot and issue ordinary shares from the unissued share capital of the Company up to an aggregate amount not exceeding ten percent (10%) of the issued share capital of the Company for the time being, as and when the need or business opportunities arise which the Directors consider would be in the interest of the Company and/or in connection with proposals previously approved by the shareholders for issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The Directors of the Company did not allot, or issue ordinary shares pursuant to the authority given by the shareholders at the previous AGM.