



ALLIANCE FINANCIAL GROUP

Alliance Financial Group Berhad (6627-X)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 47th Annual General Meeting of Alliance Financial Group Berhad will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 16 July 2013 at 2.30 p.m. for the following purposes:

Agenda

1. To receive the Audited Financial Statements for the financial year ended 31 March 2013 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note (i)
2. To approve the payment of Directors' fees in respect of the financial year ended 31 March 2013. Resolution 1
3. To re-elect the following Directors who retire by rotation pursuant to Article 82 of the Company's Articles of Association:
 - a. Stephen Geh Sim Whye Resolution 2
 - b. Megat Dziauddin bin Megat Mahmud Resolution 3
 - c. Ou Shian Waei Resolution 4
4. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration. Resolution 5
As Special Business to consider and, if thought fit, to pass the following resolution:
5. **Ordinary Resolution** Resolution 6
Re-appointment of Director pursuant to Section 129 of the Companies Act, 1965
"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."
6. 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

21 June 2013

Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. A Member whose name appears in the General Meeting Record of Depositors as at 8 July 2013 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) This item on the Agenda is meant for discussion only. The provisions of Section 169(1) of the Companies Act, 1965 require that the Audited Financial Statements be laid before the Company at its Annual General Meeting and do 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) **Resolutions No. 2, 3, 4 and 6 – Assessment of Independence of Independent Directors**
The independence of Stephen Geh Sim Whye, Megat Dziauddin bin Megat Mahmud, Ou Shian Waei and Dato' Thomas Mun Lung Lee who have served as Independent Non-Executive Directors of the Company has been assessed by the Nomination Committee and affirmed by the Board.
- (iii) **Resolution No. 6 – Re-appointment of Director pursuant to Section 129 of the Companies Act, 1965**
Dato' Thomas Mun Lung Lee, a Director over the age of seventy (70) years, shall retire pursuant to Section 129 of the Companies Act, 1965 at the conclusion of the forthcoming 47th Annual General Meeting. The proposed re-appointment of Dato' Thomas Mun Lung Lee will require a resolution 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 Annual General Meeting. The proposed resolution will enable Dato' Thomas Mun Lung Lee to hold office until the conclusion of the next Annual General Meeting of the Company.