



# ALLIANCE FINANCIAL GROUP

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Alliance Financial Group Berhad (“**AFG**” or “**Company**”) 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 3.30 p.m., or immediately after the conclusion of the Company’s 47<sup>th</sup> Annual General Meeting, whichever is later and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without modifications:

### **ORDINARY RESOLUTION 1**

#### **PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN FOR THE ELIGIBLE EMPLOYEES OF ALLIANCE FINANCIAL GROUP BERHAD AND ITS SUBSIDIARIES**

“**THAT** subject to the approvals being obtained from the relevant authorities for the Proposed Long Term Incentive Plan (“**Proposed LTIP**”), approval be and is hereby given to the Company:

- (i) to establish, implement and administer the Proposed LTIP for the eligible employees of AFG and its subsidiaries (which are not dormant) (“**AFG Group**”) who fulfil the eligibility criteria (“**Eligible Person(s)**”) in accordance with the By-Laws of the Proposed LTIP (“**By-Laws**”) as set out in Appendix I of the circular to shareholders dated 21 June 2013 (“**Circular**”), and to give full effect to the Proposed LTIP;
- (ii) to appoint trustee(s) and authorise the trustee(s) to acquire the existing or subscribe for new ordinary shares of RM1.00 each in the Company (“**AFG Shares**”) for the purpose of the Proposed LTIP as the case may be;
- (iii) to provide and/or authorise and procure any subsidiary of the AFG Group to provide money or other assistance (financial or otherwise) to enable the trustee to acquire the existing AFG Shares in the Company from the open market or to subscribe for new AFG Shares provided that the Company or any subsidiary of the AFG Group shall not provide such money or assistance (financial or otherwise) if it would be in breach of any laws of Malaysia;
- (iv) to make available, and/or issue and allot, from time to time such number of AFG Shares or new AFG Shares, pursuant to the Proposed LTIP, provided always that the total number of AFG Shares which may be made available and issued and allotted under the Proposed LTIP, including AFG Shares which have been/ may be delivered pursuant to the existing employees’ share scheme of AFG or any other employee share plans or schemes which may be implemented from time to time by AFG, shall not cumulatively at any one time exceed fifteen percent (15%) of the total issued and paid-up share capital (excluding treasury shares, if any) of the Company during the duration of the Proposed LTIP;
- (v) to modify and/or amend the Proposed LTIP and/or By-Laws from time to time provided that such modification and/or amendment are effected in accordance with the provisions of the By-Laws relating to modification and/or amendments;
- (vi) to do all such acts, execute all such documents and to enter into all transactions, arrangements, agreements, deeds or undertakings and to make rules or regulations, or impose such terms and conditions or delegate part or all of its powers as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws.

**THAT** the proposed By-Laws, as set out in Appendix I of the Circular, be and is hereby approved;

**THAT**, where necessary, any new AFG Shares to be issued and allotted pursuant to the Proposed LTIP shall upon issue and allotment rank pari passu in all respects with the then existing AFG Shares, save and except that they shall not be entitled to any dividends, voting rights, allotments, and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of issuance and allotment of the new AFG Shares;

**AND THAT** the Directors be and are hereby authorised to give full effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments as may be required and/or imposed by the relevant authorities, if any and to take all steps to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company, all transactions, arrangements, agreements, deeds or undertakings as may be necessary or expedient to give full effect to the Proposed LTIP.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED ALLOCATION OF OPTIONS AND/OR AWARD OF AFG SHARES TO SNG SEOW WAH**

“**THAT**, subject to the passing of the Ordinary Resolution 1 and all other approvals or conditions being obtained or fulfilled, the Directors be and are hereby authorised at any time, and from time to time, cause or procure the Company to offer and to grant option(s) to subscribe for or purchase, and/or to award AFG Shares for up to a maximum of 5,000,000 AFG Shares per annum over the period of the Proposed LTIP, to Sng Seow Wah, who is the Group Chief Executive Officer/Executive Director of Alliance Bank Malaysia Berhad and a Non-Independent Non-Executive Director of the Company, subject always to the provisions of the By-Laws.”

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.