



# ALLIANCE FINANCIAL GROUP

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

26 June 2014

Dear Shareholders,

## **ERRATA TO NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY**

We refer to the Notice of the 48th Annual General Meeting of Alliance Financial Group Berhad dated 23 June 2014 and the Form of Proxy as contained in the Company's 2014 Annual Report.

We wish to inform that the Notice of Annual General Meeting and the Form of Proxy shall be amended as follows:

### **NOTICE OF ANNUAL GENERAL MEETING**

(i) Agenda Item 3(a) be deleted in its entirety and replaced as follows:

3.	To re-elect the following Directors who retire by rotation pursuant to Article 82 of the Company's Articles of Association: (a) Sng Seow Wah	Resolution 2
----	---	--------------

(ii) An additional Resolution 6 be inserted to Agenda Item 5 immediately after Resolution 5 as follows:

5.	"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."	Resolution 6
----	---	--------------

### **FORM OF PROXY**

The following Items be amended/added as below (in bold):

Resolutions		*For	*Against
2.	To re-elect the following Directors who retire by rotation pursuant to Article 82 of the Company's Articles of Association: <b>(a) Sng Seow Wah</b>	Resolution 2	
5.	<b>To re-appoint Datuk Oh Chong Peng, a Director who retires pursuant to Section 129 of the Companies Act, 1965</b>	<b>Resolution 6</b>	

Accordingly, the Notice of 48th Annual General Meeting and Form of Proxy attached to the 2014 Annual Report shall be replaced with an amended Notice of Annual General Meeting and Form of Proxy which is enclosed together with this Errata to all shareholders.

We apologise for the error and any inconvenience this may cause.

Thank you.

**Yours faithfully,**  
**ALLIANCE FINANCIAL GROUP BERHAD**

**LEE WEI YEN (MAICSA 7001798)**  
**Group Company Secretary**

**Kuala Lumpur**



# ALLIANCE FINANCIAL GROUP

**Alliance Financial Group Berhad** (6627-X)

(Incorporated in Malaysia)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the 48th 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 Friday, 18 July 2014 at 3.00 p.m. for the following purposes:

### AGENDA

- |   |                                      |
|---|--------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2014 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 2014.  | 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) Sng Seow Wah  | Resolution 2                         |
| (b) Tan Yuen Fah  | Resolution 3                         |
| 4. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration.  | Resolution 4                         |
| <b>As Special Business to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:</b>  |                                      |
| 5. <b>Re-appointment of Directors pursuant to Section 129 of the Companies Act, 1965</b>  |                                      |
| "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." | Resolution 5                         |
| "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."       | Resolution 6                         |
| 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  
23 June 2014

# Notice of Annual General Meeting (cont'd)

## 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 10 July 2014 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) 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 RM120,000 to RM160,000 per annum whilst the Director's fee for Stephen Geh Sim Whye, an Independent Non-Executive Director be increased from RM60,000 to RM80,000 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") shall remain unchanged at RM60,000 per annum.

Amongst the Board members of the Company, only Datuk Oh and Stephen Geh 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 Directors' Fees were last revised in the financial year ended 31 March 2010.

### (iii) Resolutions No. 3, 5 and 6 - Assessment of Independent Directors

The independence of Tan Yuen Fah, Dato' Thomas Mun Lung Lee and Datuk Oh Chong Peng, who have served as Independent Non-Executive Directors of the Company has been assessed by the Nomination Committee and affirmed by the Board.

### (iv) Resolutions No. 5 and 6 - Re-appointment of Directors 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 48th Annual General Meeting.

Datuk Oh Chong Peng, who will be over the age of seventy (70) years at the forthcoming 48th Annual General Meeting, shall retire pursuant to Section 129 of the Companies Act, 1965.

The proposed re-appointment of 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 48th Annual General Meeting. The proposed resolutions will enable 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.



# ALLIANCE FINANCIAL GROUP

Alliance Financial Group Berhad (6627-X)

(Incorporated in Malaysia)

## FORM OF PROXY

Shareholding represented by Proxy

I/We (full name in block capitals) \_\_\_\_\_

identity card no./company registration no. \_\_\_\_\_

of \_\_\_\_\_

being a Member/Members of ALLIANCE FINANCIAL GROUP BERHAD hereby appoint \_\_\_\_\_

(NRIC No. \_\_\_\_\_)

of \_\_\_\_\_

or failing him \_\_\_\_\_ (NRIC No. \_\_\_\_\_)

of \_\_\_\_\_

as my/our proxy/proxies to vote for me/us on my/our behalf at the 48th Annual General Meeting of the Company to be held at the Ballroom 1, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 18 July 2014 at 3.00 p.m. and at any adjournment thereof.

Resolutions			*For	*Against
1.	To approve the proposed increase of Directors' fees in respect of the financial year ended 31 March 2014	Resolution 1		
2.	To re-elect the following Directors who retire by rotation pursuant to Article 82 the Company's Articles of Association: (a) Sng Seow Wah (b) Tan Yuen Fah	Resolution 2 Resolution 3		
3.	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration	Resolution 4		
4.	To re-appoint Dato' Thomas Mun Lung Lee, a Director who retires pursuant to Section 129 of the Companies Act, 1965	Resolution 5		
5.	To re-appoint Datuk Oh Chong Peng, a Director who retires pursuant to Section 129 of the Companies Act, 1965	Resolution 6		

\* Please indicate with an "X" on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Seal of Corporation

Signature(s) of Member

### 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 10 July 2014 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.

fold this flap for sealing

---

then fold here

---

**Group Company Secretary**  
**Alliance Financial Group Berhad**  
3rd Floor, Menara Multi-Purpose  
Capital Square, No. 8, Jalan Munshi Abdullah  
50100 Kuala Lumpur, Malaysia.

Affix  
Stamp

---

1st fold here