



# AMMB Holdings Berhad

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

## NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of AMMB Holdings Berhad (the "Company") will be held at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Thursday, 18 August 2016 at 10.00 a.m. for the following purposes:

Item Agenda	Resolution
<b>AS ORDINARY BUSINESS</b>	
1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 and the Reports of the Directors and Auditors thereon.	
2. To approve the payment of a final single tier dividend of 10.5% for the financial year ended 31 March 2016.	<b>Resolution No. 1</b>
3. To approve the payment of Directors' fees of RM1,829,699.00 for the financial year ended 31 March 2016.	<b>Resolution No. 2</b>
4. To re-elect the following Directors who retire by rotation pursuant to Article 89 of the Company's Articles of Association:	
i. Soo Kim Wai	<b>Resolution No. 3</b>
ii. Dato' Seri Ahmad Johan bin Mohammad Raslan	<b>Resolution No. 4</b>
5. To re-elect the following Directors who retire pursuant to Article 97 of the Company's Articles of Association:	
i. Graham Kennedy Hodges	<b>Resolution No. 5</b>
ii. Wasim Akhtar Saifi	<b>Resolution No. 6</b>
iii. Datuk Shireen Ann Zaharah binti Muhiudeen	<b>Resolution No. 7</b>
iv. Seow Yoo Lin	<b>Resolution No. 8</b>
6. To consider and if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:	
6.1 "THAT Tan Sri Azman Hashim, who retires in accordance with Section 129(2) 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."	<b>Resolution No. 9</b>
6.2 "THAT Tun Mohammed Hanif bin Omar, who retires in accordance with Section 129(2) 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."	<b>Resolution No. 10</b>
7. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration.	<b>Resolution No. 11</b>
<b>AS SPECIAL BUSINESS</b>	
To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:	
8. <b>Proposed Renewal of Authority to Allot and Issue New Ordinary Shares in the Company Pursuant to the Company's Executives' Share Scheme</b>	<b>Resolution No. 12</b>
"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 per cent (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."	
9. <b>Proposed Allocation of Shares and Options to Dato' Sulaiman Mohd Tahir, the Group Chief Executive Officer of the Company Pursuant to the Company's Executives' Share Scheme</b>	<b>Resolution No. 13</b>
"THAT subject to the passing of Ordinary Resolution No. 12, 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 Dato' Sulaiman Mohd Tahir, the Group Chief Executive Officer 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."	
10. <b>Proposed Renewal of Authority to Allot and Issue New Ordinary Shares in the Company for the Purpose of the Company's Dividend Reinvestment Plan</b>	<b>Resolution No. 14</b>
"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."	
11. <b>Proposed Authority to Allot and Issue New Ordinary Shares Pursuant to Section 132D of the Companies Act, 1965</b>	<b>Resolution No. 15</b>
"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 allot and issue new ordinary shares in 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 and paid-up share capital of the Company for the time being."	
12. <b>Proposed Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Australia and New Zealand Banking Group Limited Group</b>	<b>Resolution No. 16</b>
"THAT the shareholder mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Australia and New Zealand Banking Group Limited and any of its subsidiaries and/or associated companies ("ANZ Group") which are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business on terms not more favourable to ANZ Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.1 of Section 2.2 of the Circular to Shareholders dated 27 July 2016 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted during the financial year pursuant to the shareholder mandate granted herein and THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution."	
13. <b>Proposed Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Amcorp Group Berhad Group</b>	<b>Resolution No. 17</b>
"THAT the shareholder mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Amcorp Group Berhad and any of its subsidiaries and/or associated companies ("Amcorp Group") which are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business on terms not more favourable to Amcorp Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.2 of Section 2.2 of the Circular to Shareholders dated 27 July 2016 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted during the financial year pursuant to the shareholder mandate granted herein and THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution."	
14. <b>Proposed Renewal of Existing Shareholder Mandate and Proposed New Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Modular Techcorp Holdings Berhad Group</b>	<b>Resolution No. 18</b>
"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Modular Techcorp Holdings Berhad and any of its subsidiaries and/or associated companies ("Modular Group") which are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business on terms not more favourable to Modular Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Parts 2.2.3 and 2.2.4 of Section 2.2 of the Circular to Shareholders dated 27 July 2016 be hereby renewed and approved and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted during the financial year pursuant to the shareholder mandate granted herein and THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution."	
15. To transact any other business of which due notice shall have been received.	

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Twenty-Fifth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with the provisions under Articles 66(1), 66(2) and 66(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors ("ROD") as at 11 August 2016. Only a depositor whose name appears in the ROD as at 11 August 2016 shall be entitled to attend this Twenty-Fifth Annual General Meeting or appoint a proxy(ies) to attend, speak and vote on his/her behalf.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT the final single tier dividend of 10.5% for the financial year ended 31 March 2016, if approved by the shareholders at the Twenty-Fifth Annual General Meeting, will be paid on 9 September 2016 to shareholders whose names appear in the Record of Depositors on 26 August 2016.

A depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 26 August 2016 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  
27 July 2016

### Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings 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 AGM shall have the same rights as the member to speak at the AGM.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy are specified in the instrument appointing the proxies.
- 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 ("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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy are specified in the instrument appointing the proxies.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointor or of 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 forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

### Explanatory Notes on Special Business:

- 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 mandate 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.
- Resolution No. 13 – Proposed Allocation of Shares and Options to Dato' Sulaiman Mohd Tahir, the Group Chief Executive Officer of the Company Pursuant to the Company's Executives' Share Scheme**  
(a) Due to the appointment of Dato' Sulaiman Mohd Tahir as the new Group Chief Executive Officer of the Company on 23 November 2015, 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, Dato' Sulaiman Mohd Tahir 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.
- 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 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.
- Resolution No. 15 - Proposed Authority to Allot and Issue New Ordinary 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.
- Resolutions No. 16 to 18 - Proposed Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Australia and New Zealand Banking Group Limited Group, Amcorp Group Berhad Group and Modular Techcorp Holdings Berhad Group**  
The proposed Ordinary Resolutions No.16 to 18, if passed, will enable the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions, which are in the ordinary course of business and necessary for the Group's day-to-day operation, subject to the transactions being on terms not more favourable to a related party than those generally available to and/or from the public and are not detrimental to the interests of minority shareholders.  
The Proposed Shareholder Mandate is intended to enhance the Group's ability to pursue business opportunities, especially those which are time-sensitive in nature, and will eliminate the need for the Company to convene a separate general meeting on each occasion to seek shareholders' prior approval for such recurrent related party transactions. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising corporate objectives of the Group or affecting the business opportunities available to the Group. The Proposed Shareholder Mandate is subject to renewal on an annual basis.  
Further information on the Recurrent Related Party Transactions are set out in the Circular to Shareholders of the Company dated 27 July 2016 which is despatched together with the Company's Annual Report 2016.