



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 of Alliance Financial Group Berhad ("AFG" or the "Company") will be held at the Grand Ballroom, Level 2, InterContinental Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur on 12 July 2017 at 12.00 p.m., or immediately following the conclusion or adjournment of the 51st Annual General Meeting of the Company to be held on the same venue and on the same day at 10.30 a.m., whichever is later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

PROPOSED CAPITAL REDUCTION AND REPAYMENT EXERCISE BY AFG PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("NEW ACT") ("PROPOSED AFG CAPITAL REDUCTION AND REPAYMENT") AND PROPOSED ISSUANCE OF TWO (2) NEW SHARES BY AFG TO ALLIANCE BANK MALAYSIA BERHAD ("ABMB")

"**THAT** subject to the passing of the Ordinary Resolution for the Proposed Transfer of Listing Status and subject to approvals being obtained from the relevant authorities and confirmation by the High Court of Malaya being obtained, approval be and is hereby given for the Company to implement and effect a capital reduction and repayment exercise involving the cancellation of the entire issued share capital of AFG and distribution of AFG's entire shareholdings in ABMB to the shareholders of AFG whose names appear in the Record of Depositors of AFG on an entitlement date to be determined and announced later by the Board of Directors of the Company ("**Board**") ("**Entitled Shareholders**"), on the basis of one (1) ordinary share in the issued share capital of ABMB ("**ABMB Share**") for every one (1) ordinary share in the issued share capital of AFG ("**AFG Share**") held by the Entitled Shareholders in accordance with Section 116 of the New Act;

AND THAT, simultaneously, two (2) new AFG Shares be issued at the issue price of RM1.00 each to ABMB ("**Proposed AFG Share Issue**");

FURTHER, in order to implement, complete and give full effect to the Proposed AFG Capital Reduction and Repayment and Proposed AFG Share Issue, the Directors of the Company be and are hereby authorised to do all acts, things and execute all necessary documents with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by any relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement and give full effect to the Proposed AFG Capital Reduction and Repayment and Proposed AFG Share Issue."

ORDINARY RESOLUTION

PROPOSED TRANSFER OF AFG'S LISTING STATUS ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") TO ABMB AND THE WITHDRAWAL OF AFG FROM THE OFFICIAL LIST OF THE MAIN MARKET OF BURSA SECURITIES ("PROPOSED TRANSFER OF LISTING STATUS")

"**THAT** subject to the passing of the Special Resolution for the Proposed AFG Capital Reduction and Repayment and Proposed AFG Share Issue and subject to approvals being obtained from the relevant authorities, approval be and is hereby given for the Company to transfer its listing status on the Main Market of Bursa Securities to ABMB and consequent upon which, ABMB be listed and quoted on the Main Market of Bursa Securities in place of the Company;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, things and execute all necessary documents with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by any relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement and give full effect to the Proposed Transfer of Listing Status."

BY ORDER OF THE BOARD

LEE WEI YEN (MAICSA 7001798)
Group Company Secretary

Kuala Lumpur
19 June 2017

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. A proxy may but need not be a Member of the Company.
2. 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.
3. A Member who is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
4. 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.
5. 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.
6. 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.
7. A Member whose name appears in the General Meeting Record of Depositors as at 3 July 2017 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.
8. By submitting the duly executed Form of Proxy, a Member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purposes of this Extraordinary General Meeting and any adjournment thereof.