



AMMB Holdings Berhad

(Company No. 223035-V)
(Incorporated in Malaysia and deemed registered under the Companies Act, 2016)

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth ("26th") Annual General Meeting ("AGM") of AMMB Holdings Berhad ("AMMB" or "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 Monday, 31 July 2017 at 10.00 a.m. for the following purposes:

Item	Agenda	Resolution
AS ORDINARY BUSINESS		
1.	To receive the Audited Financial Statements for the financial year ended 31 March 2017 and the Reports of the Directors and Auditors thereon.	(Please refer to Note (f) of the Explanatory Notes)
2.	To approve the payment of a final single-tier dividend of 12.6% for the financial year ended 31 March 2017.	Resolution No. 1
3.	To approve the payment of Directors' fees and benefits of RM2,659,151 for the financial year ended 31 March 2017.	Resolution No. 2
4.	To approve the payment of benefits payable to the Directors (excluding Directors' fees) up to an aggregate amount of RM2,626,000 from 1 April 2017 until the next AGM of the Company.	Resolution No. 3
5.	To re-elect the following Directors who retire by rotation pursuant to Article 89 of the Company's Constitution: i. Suzette Margaret Corr ii. Dato' Rohana binti Tan Sri Mahmood iii. Voon Seng Chuan	Resolution No. 4 Resolution No. 5 Resolution No. 6
6.	To re-appoint Tan Sri Azman Hashim as Director of the Company.	Resolution No. 7
7.	To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration.	Resolution No. 8
AS SPECIAL BUSINESS		
To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:		
8.	Proposed Renewal of Authority to Allot and Issue New Ordinary Shares in the Company Pursuant to the Company's Executives' Share Scheme "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 percent (10%) in aggregate of the total number of issued shares of the Company at any point of time throughout the duration of the ESS."	Resolution No. 9
9.	Proposed Renewal of Authority to Allot and Issue New Ordinary Shares in the Company to Dato' Sulaiman bin Mohd Tahir, the Group Chief Executive Officer of the Company Pursuant to the Company's Executives' Share Scheme "THAT subject to the passing of Ordinary Resolution No. 9, the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company to Dato' Sulaiman bin Mohd Tahir, the Group Chief Executive Officer of the Company, from time to time pursuant to the Executives' Share Scheme as approved at the Extraordinary General Meeting of the Company held on 26 September 2008 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."	Resolution No. 10
10.	Proposed Renewal of Authority to Allot and Issue New Ordinary Shares in the Company for the Purpose of the Company's Dividend Reinvestment Plan "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."	Resolution No. 11
11.	Proposed Authority to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 "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 Sections 75 and 76 of the Companies Act, 2016 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 total number of issued shares of the Company for the time being."	Resolution No. 12
12.	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 "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 30 June 2017 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."	Resolution No. 13
13.	Proposed Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Amcorp Group Berhad Group "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 the Circular to Shareholders dated 30 June 2017 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."	Resolution No. 14
14.	Proposed Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Modular Techcorp Holdings Berhad Group "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 Part 2.2.3 of Section 2.2 of the Circular to Shareholders dated 30 June 2017 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."	Resolution No. 15
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 26 th AGM, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. in accordance with the provisions under Articles 66(1), 66(2) and 66(3) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors ("ROD") as at 25 July 2017. Only a depositor whose name appears in the ROD as at 25 July 2017 shall be entitled to attend this 26 th AGM 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 12.6% for the financial year ended 31 March 2017, if approved by the shareholders at the 26th AGM, will be paid on 22 August 2017 to shareholders whose names appear in the Record of Depositors on 8 August 2017.

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 8 August 2017 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
30 June 2017

Notes:

(A) Appointment of Proxy

- A member of the Company entitled to attend and vote at the 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.

(B) Explanatory Notes to the Agenda

- The Audited Financial Statements are laid out in accordance with Section 340 (1)(a) of the Companies Act, 2016 for discussion only. They do not require shareholders' approval and hence, item 1 of the Agenda will not be put forward for voting.
- Directors' Remuneration

Ordinary Resolution No. 2

Pursuant to Section 230(1) of the Companies Act, 2016 which came into force on 31 January 2017, shareholders' approval is now required for Directors' fees and benefits received from the Company.

In view of the new requirements of the Companies Act 2016, the Company is seeking shareholders' approval for the payment of Directors fees totaling RM1,928,356 for the financial year ended 31 March 2017 and benefits due to the directors for the period from 1 February 2017 to 31 March 2017 amounting to RM730,795.

Details of the above are set out on pages from 195 to 196 of the Annual Report 2017.

Ordinary Resolution No. 3

The Company is also seeking shareholders' approval for the payment of benefits up to an aggregate amount of RM2,626,000 from 1 April 2017 until the next AGM of the Company.

The estimated amount payable to the Directors for the benefits is based on the assumption that the Company increase the Board composition from the current nine (9) members to eleven (11) members.

The proposed payment of benefits comprise allowances payable to the Chairman and members of the Board and Board Committees, based on the following structure:-

Board Committee Allowance (per annum)	Chairman	Member
Audit and Examination Committee	RM25,000	RM20,000
Risk Management Committee of Directors	RM25,000	RM20,000
Group Nomination & Remuneration Committee	RM25,000	RM20,000
Group Information Technology Committee	RM15,000	RM10,000
Governance Committee	RM25,000	RM20,000

Other Allowances

Ombudsman Allowance (per annum)	RM25,000 – RM50,000
Chairman Allowance (per annum)	RM1,440,000
Meeting Allowance (including Board and Board Committees meetings and meetings with Management Working Committee Group and Regulatory Authorities)	RM1,000 per meeting

(iii) Ordinary Resolution No. 7 – Re-appointment of Director

Under the new Companies Act, 2016, the requirement to put forth re-appointment of Director of or over the age of 70 years had been abolished. At the 25th AGM held on 18 August 2016, AMMB had obtained a mandate from the shareholders for the re-appointment of Tan Sri Azman Hashim as a Director of the Company and for him to continue in office as a director until the conclusion of the next AGM of the Company.

As the mandate from the shareholders would be expiring at the conclusion of the forthcoming 26th AGM, AMMB is requesting shareholders' approval for the re-appointment of Tan Sri Azman Hashim as a Director of the Company.

Going forward, Tan Sri Azman Hashim's retirement at the AGM will be in accordance with Article 89 of the Company's Constitution.

(iv) Ordinary Resolutions No. 9 and 10 – Proposed Renewal of Authority to Allot and Issue New Ordinary Shares in the Company Pursuant to the Company's Executives' Share Scheme and Proposed Renewal of Authority to Allot and Issue New Ordinary Shares in the Company to Dato' Sulaiman bin Mohd Tahir, the Group Chief Executive Officer of the Company Pursuant to the Company's Executives' Share Scheme

Ordinary Resolutions No. 9 and 10, 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.

(v) Ordinary Resolution No. 11 – Proposed Renewal of Authority to Allot and Issue New Ordinary Shares in the Company for the Purpose of the Company's Dividend Reinvestment Plan

Ordinary Resolution No. 11, 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.

(vi) Ordinary Resolution No. 12 – Proposed Authority to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

Ordinary Resolution No. 12, 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 total number of issued shares of the Company for the time being, as and when the need or business opportunities arise which the Directors consider would be in the interests 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.

(vii) Ordinary Resolutions No. 13 to 15 – Proposed Shareholder Mandates 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.13 to 15, 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 Mandates are 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 Mandates are 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 30 June 2017 which is despatched together with the Company's Annual Report 2017.