



ALLIANCE BANK

Alliance Bank Malaysia Berhad (88103-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 36th Annual General Meeting of Alliance Bank Malaysia Berhad will be held at the Grand Ballroom, Level 2, InterContinental Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur on Wednesday, 11 July 2018 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note (i) |
| 2. To approve the payment of Directors' fees and Board Committees' fees amounting to RM1,530,165 in respect of the financial year ended 31 March 2018. | Ordinary Resolution 1 |
| 3. To approve Directors' benefits (other than Directors' fees and Board Committees' fees) up to an amount of RM1,100,000 from 12 July 2018 to the next Annual General Meeting of the Bank. | Ordinary Resolution 2 |
| 4. To re-elect Mr. Ou Shian Waei who retires by rotation pursuant to Article 87 of the Bank's Constitution. | Ordinary Resolution 3 |
| 5. To re-elect Mr. Ho Hon Cheong who retires by rotation pursuant to Article 87 of the Bank's Constitution. | Ordinary Resolution 4 |
| 6. To re-elect Mr. Thayaparan S. Sangarapillai who retires by rotation pursuant to Article 87 of the Bank's Constitution. | Ordinary Resolution 5 |
| 7. To re-elect Mr. Tan Chian Khong who retires pursuant to Article 93 of the Bank's Constitution. | Ordinary Resolution 6 |
| 8. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Bank and authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |
| 9. To transact any other business for which due notice shall have been given in accordance with the Bank's Constitution and/or the Companies Act 2016. | |

BY ORDER OF THE BOARD

LEE WEI YEN (MAICSA 7001798)
Group Company Secretary

Kuala Lumpur
18 June 2018

Notes:

- A Member entitled to attend, participate, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a Member of the Bank.
- To be valid, the duly completed Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Bank at 3rd Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding the meeting.
- A Member who is an Exempt Authorised Nominee which holds ordinary shares in the Bank 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.
- A Member other than an Exempt Authorised Nominee shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 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.
- A Member whose name appears in the General Meeting Record of Depositors as at 5 July 2018 shall be regarded as a Member entitled to attend, participate, speak and vote at the meeting or appoint a proxy or proxies to attend, participate, speak and vote in his/her stead.
- By submitting the duly executed Form of Proxy, the Member and his/her proxy consent to the Bank (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 Annual General Meeting and any adjournment thereof.

EXPLANATORY NOTES

(i) Item 1 on the Agenda – Audited Financial Statements for the financial year ended 31 March 2018

This Agenda item is laid before the Annual General Meeting pursuant to Section 340(1) of the Companies Act 2016, and does not require a formal approval of the shareholders. As such, it is meant for discussion only and not put forward for voting.

(ii) Ordinary Resolution 1 - Directors' fees and Board Committees' fees

The Non-Executive Chairman and Non-Executive Directors are entitled to annual Directors' fees and annual Board Committees' fees (if applicable).

The current policy on the Directors' fee and Board Committees' fee is set out as below:

Description	Financial Year Ended 31 March 2018 (RM)	Financial Year Ended 31 March 2017 (RM)
Annual Directors' Fees		
- Non-Executive Chairman	200,000	200,000
- Non-Executive Director	92,000	92,000
Annual Board Committees' Fees		
- Chairman	40,000	40,000
- Member	25,000	25,000

(iii) Ordinary Resolution 2 – Directors' benefits (other than Directors' fees and Board Committees' fees)

The Directors' benefits (other than Directors' fees and Board Committees' fees) comprise attendance allowances and other benefits for Non-Executive Directors, as set out below:

- Attendance allowance – RM1,100 per meeting
- Other benefits include company car and driver allowance (for Chairman only), insurance coverage based on premium paid/payable, and other claimable benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors including the potential increase in Board size and the estimated number of meetings for the Board and Board Committees from this Annual General Meeting up to the next Annual General Meeting in 2019.