



AMMB Holdings Berhad

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

NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth ("28th") 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 Wednesday, 31 July 2019 at 10.00 a.m. for the following purposes:

AGENDA	RESOLUTION	
AS ORDINARY BUSINESS		By Order of the Board
1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon.	[Please refer to Note B (i)]	Koid Phaik Gunn (MAICSA 7007433) Group Company Secretary
2. To approve the payment of Directors' fees of RM1,410,000 for the financial year ended 31 March 2019.	Ordinary Resolution 1	Kuala Lumpur 28 June 2019
3. To approve the payment of benefits payable to the Directors (excluding Directors' fees) up to an aggregate amount of RM2,500,000 for the period from 1 August 2019 until the next AGM of the Company.	Ordinary Resolution 2	Notes: (A) Appointment of Proxy
4. To re-elect the following Directors who retire by rotation pursuant to Clause 94 of the Company's Constitution:		(1) A member of the Company entitled to attend and vote at the AGM is entitled to appoint more than one (1) proxy to attend and vote on his/her behalf, provided he/she specifies the proportion of his/her shareholdings to be represented by each proxy. All resolutions set out in the Notice of the 28 th AGM will be put to vote by way of poll.
i. Graham Kennedy Hodges	Ordinary Resolution 3	(2) 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.
ii. Tan Sri Azman Hashim	Ordinary Resolution 4	(3) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint more than one (1) proxy 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 is specified in the instrument appointing the proxies.
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration.	Ordinary Resolution 5	(4) 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 is specified in the instrument appointing the proxies.
AS SPECIAL BUSINESS		(5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney of the corporation duly authorised in writing.
To consider and if thought fit, to pass the following resolutions:		(6) If the Form of Proxy is returned without indication as to how the proxy shall vote, the proxy will vote or abstain as he/she thinks fit. If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
6. 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."	Ordinary Resolution 6	(7) The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PUJ 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.
7. 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 of the relevant authorities and pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby authorised to allot and issue new ordinary shares in the Company at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute 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. THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad. AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."	Ordinary Resolution 7	(B) Explanatory Notes to the Agenda (i) 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. (ii) Ordinary Resolution 2 - Directors' Benefits (exclude Directors' Fees) The Company is seeking shareholders' approval for the payment of benefits to the Board of Directors of the Company ("the Board"), all of whom are Non- Executive Directors, up to an aggregate amount of RM2,500,000 for the period from 1 August 2019 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 increases the Board composition from the current seven (7) members to eight (8) members. The Directors' benefits remain unchanged as per the approval obtained at the last AGM held on 31 July 2018.
8. 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 28 June 2019 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company. 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."	Ordinary Resolution 8	(iii) Ordinary Resolution 6 - 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 6, 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 of the Company. The Directors of the Company did not allot, or issue ordinary shares pursuant to the authority given by the shareholders at the previous AGM.
9. 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 Section 2.2 of the Circular to Shareholders dated 28 June 2019 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company. 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."	Ordinary Resolution 9	(iv) Ordinary Resolution 7 - Proposed Authority to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 Ordinary Resolution 7, if passed, will give the Directors of the Company, from the date of the forthcoming AGM, authority to allot and issue new ordinary shares in 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 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 conclusion of the next AGM of the Company. The proposed Ordinary Resolutions 8 to 9, 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.
10. 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 28 th AGM, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. in accordance with the provisions under Clauses 67(1), 67(2) and 67(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 2019. Only a depositor whose name appears in the ROD as at 25 July 2019 shall be entitled to attend this 28 th AGM or appoint a proxy(ies) to attend, speak and vote on his/her behalf.		(v) Ordinary Resolutions 8 to 9 - Proposed Shareholder Mandates for Recurrent Related Party Transactions of a Revenue or Trading Nature with Australia and New Zealand Banking Group Limited Group and Amcorp Group Berhad Group The proposed Ordinary Resolutions 8 to 9, 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 28 June 2019 which is available on the Company's corporate website at ambankgroup.com/ir .