



NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting (“AGM”) of Alliance Bank Malaysia Berhad (“the Bank”) will be held as a fully virtual meeting through live streaming and online remote voting from the broadcast venue at the Agate and Sapphire Room, 20th Floor, Menara Multi-Purpose, Capital Square, 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur on Wednesday, 19 August 2020 at 10.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation pursuant to Article 87 of the Bank’s Constitution:
 - Datuk Wan Azhar bin Wan Ahmad **Ordinary Resolution 1**
 - Mr Lee Boon Huat **Ordinary Resolution 2**
- To re-elect Mr Lum Piew who retires pursuant to Article 93 of the Bank’s Constitution. **Ordinary Resolution 3**
- To approve the payment of Directors’ fees and Board Committees’ fees amounting to RM1,828,115 to the Non-Executive Directors for the financial year ended 31 March 2020. **Ordinary Resolution 4**
- To approve the payment of Directors’ fees and Board Committees’ fees to the Non-Executive Directors from 1 April 2020 until the next AGM of the Bank. **Ordinary Resolution 5**
- To approve the payment of Directors’ benefits (other than Directors’ fees and Board Committees’ fees) to eligible Non-Executive Directors up to an amount of RM1,200,000 from the 38th AGM until the next AGM of the Bank. **Ordinary Resolution 6**
- To re-appoint PricewaterhouseCoopers PLT as Auditors of the Bank and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**
- 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) (SSM PC No. 202008002080)
Group Company Secretary

Kuala Lumpur
20 July 2020

Notes:

1. Virtual AGM

- As part of the measures of the Bank to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of our shareholders, the 38th AGM of the Bank will be conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) facilities **via Vote2U at <https://alliancebank.vote2u.app/>**. Please follow the procedures provided in the **Administrative Details** for the 38th AGM to register, participate and vote remotely via the RPV facilities.
- The broadcast venue of the 38th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Article 66 of the Bank’s Constitution which require the Chairman of the meeting to be present at the main venue of the meeting. **No shareholders and proxies from the public shall be physically present at the broadcast venue.**

2. Proxy

- 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.
- 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 appointer 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.
- 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 notariated certified copy of that power or authority must be deposited at the office of our Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or lodged electronically via Vote2U at <https://alliancebank.vote2u.app/> (applicable to individual members only) not less than forty-eight (48) hours before the time set for holding the meeting.
- By submitting the duly executed Form of Proxy, the member and his/her proxy(ies) 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 38th AGM and any adjournment thereof.
- A member whose name appears on the Record of Depositors as at 12 August 2020 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.

3. Voting by Poll

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 38th AGM of the Bank shall be put to the vote by way of a poll.

4. Audited Financial Statements for the financial year ended 31 March 2020

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

5. Ordinary Resolutions 1, 2 and 3 - Re-election of Directors

Pursuant to Article 87 of the Bank’s Constitution, Datuk Wan Azhar bin Wan Ahmad and Mr Lee Boon Huat retire by rotation and are eligible for re-election at the 38th AGM.

Both Datuk Wan Azhar bin Wan Ahmad and Mr Lee Boon Huat have offered themselves for re-election at the 38th AGM. Shareholders’ approval is sought for the re-election of Datuk Wan Azhar bin Wan Ahmad and Mr Lee Boon Huat under Ordinary Resolution 1 and Ordinary Resolution 2 respectively.

Mr Thayaparan S. Sangarapillai who retires by rotation pursuant to Article 87 has expressed his intention not to seek re-election. Hence, he will retire as a Director of the Bank at the conclusion of the 38th AGM.

Mr Lum Piew who was appointed as a Director of the Bank on 1 July 2020, retires pursuant to Article 93 of the Bank’s Constitution and being eligible, has offered himself for re-election. Shareholders’ approval is sought for the re-election of Mr Lum Piew under Ordinary Resolution 3.

The profiles of Directors seeking re-election are set out in the Statement Accompanying the Notice of 38th AGM.

6. Ordinary Resolutions 4, 5 and 6 – Non-Executive Directors’ Fees and Benefits

- Ordinary Resolution 4 – Payment of Directors’ fees and Board Committees’ fees for financial year ended 31 March 2020**
The proposed payment of Directors’ fees and Board Committees’ fees amounting to RM1,828,115 to Non-Executive Directors of the Bank for the financial year ended 31 March 2020 is based on the following current fee structure :

Annual Directors’ Fees	
- Non-Executive Chairman	RM250,000
- Non-Executive Director	RM120,000
Annual Board Committees’ Fees	
- Chairman	RM50,000
- Member	RM35,000

- Ordinary Resolution 5 – Payment of Directors’ fees and Board Committees’ fees from 1 April 2020 until the next AGM**

Shareholders’ approval is sought for the proposed payment of Directors’ and Board Committees’ fees to Non-Executive Directors of the Bank from 1 April 2020 until the next AGM based on the current fee structure. If the proposed Ordinary Resolution 5 is passed at the 38th AGM, the payment of Directors’ and Board Committees’ fees will be made to the Non-Executive Directors on a quarterly basis after they have rendered their services to the Bank throughout the relevant period.

- Ordinary Resolution 6 – Payment of Directors’ benefits (other than Directors’ fees and Board Committees’ fees)**

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

- Sitting allowance – RM1,500 per meeting.
- Other benefits include company car and driver allowance (for Chairman only), insurance coverage and other claimable benefits.

The total amount of Directors’ benefits (other than Directors’ fees and Board Committees’ fees) payable to the Non-Executive Directors from the 38th AGM to the next AGM of the Bank is estimated based on various factors, including the estimated number of meetings for the Board and Board Committees.

7. Ordinary Resolution 7 – Re-appointment of Auditors

Group Audit Committee (“GAC”) had, at its meeting held on 23 April 2020 assessed the performance and quality of audit services provided by PricewaterhouseCoopers PLT (“PwC”) as well as its independence and objectivity taking into account Management’s assessment on the criteria as prescribed by Bank Negara Malaysia Policy Document on External Auditor and was satisfied that PwC had met all the relevant criteria. Accordingly, the GAC had recommended the re-appointment of PwC as the external auditors of the Bank for the financial year ending 31 March 2021 for the Board’s approval.

The Board of Directors had, at its meeting held on 29 April 2020 approved the GAC’s recommendation for the re-appointment of PwC as external auditors of the Bank.

Shareholders’ approval is sought under Ordinary Resolution 7 for the re-appointment of PwC and authorise the Directors’ to fix their remuneration.