



# ALLIANCE BANK

**Alliance Bank Malaysia Berhad** 198201008390 (88103-W)

## NOTICE OF 42<sup>ND</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 42<sup>nd</sup> Annual General Meeting (“AGM”) of Alliance Bank Malaysia Berhad (“the Bank”) will be held as a virtual meeting through live streaming and online remote voting from the broadcast venue at the Novel Ballroom, Level 1A, Malaysia International Trade and Exhibition Centre (MITEC), Kompleks MITEC, No. 8, Jalan Dutamas 2, 50480 Kuala Lumpur, Malaysia on Wednesday, 31 July 2024 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 2024 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:
  - Ms Susan Yuen Su Min **Ordinary Resolution 1**
  - Ms Cheryl Khor Hui Peng **Ordinary Resolution 2**
- To re-elect the following Directors who retire pursuant to Article 93 of the Bank’s Constitution:
  - Mr Chia Yew Hock Wilson **Ordinary Resolution 3**
  - Dr John Lee Hin Hock **Ordinary Resolution 4**
- To approve the payment of Directors’ fees and Board Committees’ fees to the Non-Executive Directors for the period from the 42<sup>nd</sup> AGM 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 the Non-Executive Directors of up to RM1,800,000 for the period from the 42<sup>nd</sup> 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  
1 July 2024

# NOTICE OF 42<sup>ND</sup> ANNUAL GENERAL MEETING

## Notes:

### 1. Virtual AGM

- 1.1 The 42<sup>nd</sup> AGM of the Bank will be conducted on a virtual basis through live streaming and online remote voting using the Vote2U online platform at <https://web.vote2u.my/#/alliancebank>. Please follow the procedures provided in the **Administrative Details** for the 42<sup>nd</sup> AGM to register, participate and vote remotely via the Vote2U online platform.
- 1.2 The broadcast venue of the 42<sup>nd</sup> 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 will be allowed to attend the 42<sup>nd</sup> AGM in person at the broadcast venue.**

### 2. Proxy

- 2.1 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.
- 2.2 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.
- 2.3 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.
- 2.4 Where a Member is an Exempt Authorised Nominee that 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 that the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- 2.5 If the appointer is a corporation, the Form of Proxy must be executed under its common seal or by at least 2 authorised officers, one of whom shall be a director (or in the case of a sole director, by that director in the presence of a witness who attests the signature) or under the hand of an officer or attorney duly authorised.
- 2.6 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 office of our Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or lodged electronically at <https://web.vote2u.my/#/alliancebank> (applicable to individual Members only) not less than forty-eight (48) hours before the time set for holding the meeting. Please follow the procedures provided in the Administrative Details of the 42<sup>nd</sup> AGM to deposit the Form of Proxy electronically.
- 2.7 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 the 42<sup>nd</sup> AGM and any adjournment thereof.
- 2.8 A Member whose name appears on the General Meeting Record of Depositors as at 23 July 2024 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 42<sup>nd</sup> 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 2024

This Agenda item is laid before the 42<sup>nd</sup> 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 be put forward for voting.

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### 5. Ordinary Resolutions 1, 2, 3 and 4 – Re-election of Directors

Shareholders' approval is sought for the re-election of the following Directors:

- (i) Ms Susan Yuen Su Min (Ordinary Resolution 1)
- (ii) Ms Cheryl Khor Hui Peng (Ordinary Resolution 2)
- (iii) Mr Chia Yew Hock Wilson (Ordinary Resolution 3)
- (iv) Dr John Lee Hin Hock (Ordinary Resolution 4)

Ms Susan Yuen Su Min and Ms Cheryl Khor Hui Peng retire pursuant to Article 87 of the Bank's Constitution and being eligible, have offered themselves for re-election at the 42<sup>nd</sup> AGM.

The Group Nomination and Remuneration Committee, having reviewed the performance and contribution of Ms Susan Yuen Su Min and Ms Cheryl Khor Hui Peng respectively and the result of the Annual Board Effectiveness Assessment for the financial year ended 31 March 2024, was satisfied with the effectiveness of each of them in supporting the Board to carry out its ultimate responsibility for maximisation of shareholders' value and safeguarding the stakeholders' interest.

Mr Chia Yew Hock Wilson and Dr John Lee Hin Hock, who were appointed as Non-Independent Non-Executive Director and Independent Director of the Bank on 3 November 2023 and 1 April 2024 respectively, retire pursuant to Article 93 of the Bank's Constitution and being eligible, have offered themselves for re-election.

The Board recommends members to vote in favour of the Ordinary Resolutions on the re-election of Ms Susan Yuen Su Min, Ms Cheryl Khor Hui Peng, Mr Chia Yew Hock Wilson and Dr John Lee Hin Hock respectively.

The profiles of Directors seeking re-election are set out in the Statement Accompanying the Notice of 42<sup>nd</sup> AGM.

### 6. Ordinary Resolutions 5 & 6 – Directors' Remuneration

#### (i) Ordinary Resolution 5 – Payment of Directors' fees and Board Committees' fees to Non-Executive Directors for the period from the 42<sup>nd</sup> AGM until the next AGM of the Bank

Shareholders' approval is sought for the proposed payment of Directors' fees and Board Committees' fees to the Non-Executive Directors for the period from the 42<sup>nd</sup> AGM until the next AGM of the Bank based on the current fee structure below. If Ordinary Resolution 5 is passed at the 42<sup>nd</sup> AGM, the payment of Directors' fees and Board Committees' fees will be paid to the Non-Executive Directors on a quarterly basis after they have rendered their services to the Bank throughout the relevant period.

<u>Annual Directors' Fees</u>	
- Non-Executive Chairman	RM320,000
- Non-Executive Director	RM150,000
<u>Annual Board Committees' Fees</u>	
- Chairman	RM50,000
- Member	RM35,000

#### (ii) Ordinary Resolution 6 – Payment of Directors' benefits (other than Directors' fees and Board Committees' fees) to Non-Executive Directors up to RM1,800,000 for the period from the 42<sup>nd</sup> AGM until the next AGM of the Bank

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

- (a) Sitting allowance – RM2,500 per meeting.
- (b) Any Non-Executive Director, including the Board Chairman, who retires from the Board upon completion of his/her term of service or resigns from the Board after serving for at least one term of three years shall be entitled to a retirement farewell gift of his/her choice from the Bank for a value of up to RM10,000.
- (c) 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 is estimated based on various factors, including the estimated frequency of meetings for the Board and Board Committees during the period.

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### **7. Ordinary Resolution 7 – Re-appointment of Auditors**

The Group Audit Committee (“Group AC”) had at its meeting held on 24 April 2024 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 (“BNM”) in its Policy Document on External Auditor and was satisfied that PwC had met all the relevant criteria.

Having satisfied itself with PwC’s performance and fulfilment of criteria as set out in BNM’s Policy Document on External Auditor, the Group AC had recommended the re-appointment of PwC as the External Auditors of the Bank.

The Board had at its meeting held on 29 April 2024 approved the proposed re-appointment of PwC as External Auditors of the Bank as recommended by the Group AC for shareholders’ approval at the 42<sup>nd</sup> AGM of the Bank.

Shareholders’ approval is also sought under Ordinary Resolution 7 to authorise the Directors to fix the External Auditors’ remuneration.

# STATEMENT ACCOMPANYING NOTICE OF 42<sup>ND</sup> ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS)

(i) No individual is seeking election as a Director at the 42<sup>nd</sup> AGM of the Bank.

(ii) The profiles of Directors who are standing for re-election at the 42<sup>nd</sup> AGM are set out below:

## (a) Susan Yuen Su Min

Independent Director  
Chairman, Group Nomination &  
Remuneration Committee  
Chairman, Group Sustainability Committee  
64/Malaysian/Female

**Date of Appointment to the Board of Alliance Bank Malaysia Berhad:** 15 October 2018

### Qualification:

- Bachelor of Computer Science (Honours), University of London, United Kingdom

Ms Susan Yuen Su Min has over 30 years of working experience in the banking industry. She has served in a number of banking establishments including Maybank and HSBC Malaysia. She was also previously attached to the National Bank of Abu Dhabi Malaysia Berhad (“NBAD”) where she was the Regional CEO Asia and Country CEO Malaysia from 2014 to 2018. Prior to joining NBAD, she served as CEO of ANZ Banking Group in Hong Kong from 2009 to 2014.

Ms Susan serves as an Independent Director of Batu Kawan Berhad and Press Metal Aluminium Holdings Berhad (both listed on Bursa Malaysia). She is also an Independent Director of Chubb Insurance Malaysia Berhad.

## (b) Cheryl Khor Hui Peng

Independent Director  
Member, Group Audit Committee  
Member, Group Information Technology Committee  
Member, Group Sustainability Committee  
49/Malaysian/Female

**Date of Appointment to the Board of Alliance Bank Malaysia Berhad:** 1 June 2021

### Qualification:

- Bachelor of Mathematics, University Putra Malaysia
- Member, Malaysian Institute of Certified Public Accountants
- Member, Malaysian Institute of Accountants
- Fellow and Faculty Member, Institute of Corporate Directors Malaysia

Ms Cheryl Khor has more than 23 years of experience covering financial, operational and internal audits as well as governance, controls, sustainability, internal audit and risk assessments for clients across a broad range of industries.

She began her career in 1998 as a financial auditor and chartered accountant at Ernst & Young. Ms Cheryl diversified her skill sets and breadth of experience when she joined Deloitte in 2013 where she led the Risk Advisory practice, complementing her chartered accountant experience with sustainability, governance and risk expertise. She was appointed as its Managing Director in 2014 and held the position until 2021. Whilst in Deloitte, she held numerous leadership positions culminating her career as the Asia Pacific Accounting and Internal Control Leader and was also elected onto the Deloitte South East Asia Board of Directors.

Ms Cheryl serves as an Independent Director of several public listed companies namely, Kuala Lumpur Kepong Berhad, Hong Leong Industries Berhad and Malaysia Airports Holdings Berhad. She is also an Independent Director of Chubb Insurance Malaysia Berhad, Leader Energy Holding Berhad and RAM Holdings Berhad respectively.

## (c) Chia Yew Hock Wilson

Non-Independent Non-Executive Director  
Member, Executive Committee  
Member, Group Risk Management Committee  
Member, Group Sustainability Committee  
Member, Group Information Technology Committee  
70/Singaporean/Male

**Date of Appointment to the Board of Alliance Bank Malaysia Berhad:** 3 November 2023

### Qualification:

- Master of Business Administration, National University of Singapore, Singapore
- Chartered Management Accountant, Chartered Institute of Management Accountants, United Kingdom
- Associate Chartered Secretary, Institute of Chartered Secretaries and Administrators, United Kingdom
- Bachelor of Accountancy, University of Singapore, Singapore

# STATEMENT ACCOMPANYING NOTICE OF 42<sup>ND</sup> ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS)

Mr Chia is a highly seasoned banker with 35 years of experience in the financial services industry.

He is a Banking Consultant/Advisor since April 2016 on Strategy, Customer Segmentation, Risk Management, Wealth Management, SME Banking, Product Pricing, Governance, Distribution Network Optimisation, Organisation Restructuring/Transformation and Cost Re-Engineering, Training and Incentive Plans, Financial Planning/Budgeting/Forecasting and Digital Banking.

Most recently, Mr Chia was Banking Advisor/CEO Designate to a Consortium Group applying for Digital Bank licence in Singapore from February 2020 to December 2020.

Over the course of his career, Mr Chia has been with Fullerton Financial Holdings (“FFH”), during which he was Head of SME and Commercial Banking, overseeing portfolios across emerging markets including Indonesia, Malaysia, India, Pakistan, and China.

Before joining FFH, Mr Chia served 23 years in Standard Chartered Bank, his last position held was as Country Head, Consumer and SME Banking, China. Prior to his banking career, he has performed financial controller roles in multinational companies.

## **(d) Dr John Lee Hin Hock**

Independent Director  
Chairman, Group Risk Management Committee  
Member, Group Nomination & Remuneration Committee  
58/Malaysian/Male

**Date of Appointment to the Board of Alliance Bank Malaysia Berhad:** 1 April 2024

### **Qualification:**

- Chartered Banker, Asian Institute of Chartered Bankers, Malaysia
- Fellow Certified Practising Accountant, Australia Society of Certified Practising Accountants, Australia
- Doctor of Philosophy (Economics), Monash University, Australia
- Bachelor of Economics, Monash University, Australia

Dr John Lee Hin Hock is a highly seasoned banker with extensive experience in the financial services industry.

Prior to joining the Bank, Dr John was the Country CEO and CEO of Maybank Singapore from December 2017 until his retirement in December 2023, where he held single-captainship responsibility for the entire spectrum of operations in Maybank Singapore. Before this, Dr John was the Group Chief Risk Officer of Maybank Group from 2011 to November 2017.

Over the course of his career, Dr John had been a Partner of KPMG Advisory from 1997 to 2010 where he was KPMG Global Islamic Finance Group Leader, Asia Pacific Financial Risk Management Practice Head and Malaysia Financial Services Practice Head; and the General Manager of the Kuala Lumpur Options & Financial Futures Exchange (now known as Malaysia Derivatives Exchange) from 1994 to 1997 where he was responsible for the overall operations of the Exchange.

Dr John is a leading expert in Islamic Finance and was a member in several working groups of the Islamic Financial Services Board. He has published extensive thought leadership articles in the areas of shareholder value creation, performance management, Islamic Finance, risk management and Basel II.

Dr John is also an Independent Director of Alliance Islamic Bank Berhad, a wholly-owned subsidiary of Alliance Bank.

### **The retiring Directors:**

- **Do not hold any shares in Alliance Bank;**
- **Do not have any family relationship with the other Directors and/or major shareholders of Alliance Bank;**
- **Do not have any conflict of interest or potential conflict of interest, including interest in any competing business with Alliance Bank or its subsidiaries;**
- **Have not been convicted of any offences within the past five (5) years (other than traffic offences) as at 31 March 2024; and**
- **Have not been imposed any public sanction or penalty by the relevant regulatory bodies during FY2024.**