



ALLIANCE BANK

Alliance Bank Malaysia Berhad 198201008390 (88103-W)

NOTICE OF 42ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 42nd 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 42nd 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 42nd 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

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Notes:

1. Virtual AGM

- 1.1 The 42nd 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 42nd AGM to register, participate and vote remotely via the Vote2U online platform.
- 1.2 The broadcast venue of the 42nd 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 42nd 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 42nd 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 42nd 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 42nd 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 42nd 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 42nd 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 42nd 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 42nd 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 42nd AGM until the next AGM of the Bank based on the current fee structure below. If Ordinary Resolution 5 is passed at the 42nd 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 42nd 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 42nd AGM of the Bank.

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