



# ALLIANCE BANK

Alliance Bank Malaysia Berhad 198201008390 (88103-W)

## Notice of 43<sup>rd</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the 43<sup>rd</sup> Annual General Meeting (“AGM”) of Alliance Bank Malaysia Berhad (“Alliance Bank” or “the Bank”) will be held at the Sabah Ballroom, Basement II, Shangri-La Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Wednesday, 30 July 2025 at 10.00 a.m. to transact the following businesses:

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2025 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Mr. Wong Yuen Weng Ernest who retires by rotation pursuant to Article 87 of the Bank’s Constitution. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 93 of the Bank’s Constitution:
  - (i) Mr. Oong Kee Leong **Ordinary Resolution 2**
  - (ii) Tan Sri Amirsham bin A Aziz **Ordinary Resolution 3**
  - (iii) Puan Lily Rozita Binti Mohamad Khairi **Ordinary Resolution 4**
4. To approve the payment of Directors’ fees and Board Committees’ fees to Non-Executive Directors for the period commencing 1 April 2025 until the next AGM of the Bank. **Ordinary Resolution 5**
5. To approve the payment of Directors’ benefits (other than Directors’ fees and Board Committees’ fees) of up to RM1,800,000 to Non-Executive Directors for the period from the 43<sup>rd</sup> AGM until the next AGM of the Bank. **Ordinary Resolution 6**
6. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Bank and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**
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 2025

# Notice of 43<sup>rd</sup> Annual General Meeting

## Notes:

### 1. Proxy

- 1.1 A member whose name appears on the General Meeting Record of Depositors as at 21 July 2025 shall be regarded as a member entitled to attend, participate, speak and vote at the meeting and 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.
- 1.2 A member other than an Exempt Authorised Nominee shall be entitled to appoint not more than two proxies to attend, participate, speak and vote at the same meeting.
- 1.3 Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 1.4 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.
- 1.5 If the appointer is a corporation, the Form of Proxy must be executed under its common seal or by at least two 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.
- 1.6 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 with 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> (applicable to individual members only) not less than 48 hours before the time set for holding the AGM, or any adjournment thereof. Please follow the procedures provided in the Administrative Guide of the AGM to lodge the Form of Proxy electronically.
- 1.7 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 43<sup>rd</sup> AGM and any adjournment thereof.

### 2. 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 43<sup>rd</sup> AGM of the Bank shall be put to the vote by way of a poll.

### 3. Audited Financial Statements for the financial year ended 31 March 2025

This Agenda item is laid before the 43<sup>rd</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.

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

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

- (i) Mr. Wong Yuen Weng Ernest (Ordinary Resolution 1)
- (ii) Mr. Oong Kee Leong (Ordinary Resolution 2)
- (iii) Tan Sri Amirsham bin A Aziz (Ordinary Resolution 3)
- (iv) Puan Lily Rozita Binti Mohamad Khairi (Ordinary Resolution 4)

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Mr. Wong Yuen Weng Ernest retires pursuant to Article 87 of the Bank's Constitution and being eligible, has offered himself for re-election at the 43<sup>rd</sup> AGM.

Mr. Oong Kee Leong, Tan Sri Amirsham bin A Aziz and Puan Lily Rozita Binti Mohamad Khairi, who were appointed as Independent Directors of the Bank on 1 September 2024, 1 October 2024 and 15 November 2024 respectively, retire pursuant to Article 93 of the Bank's Constitution and being eligible, have offered themselves for re-election at the 43<sup>rd</sup> AGM.

The Group Nomination & Remuneration Committee, having assessed the performance and contribution of each of the aforesaid Directors, was satisfied with the effectiveness of each of them in supporting the Board in carrying out its ultimate responsibility of maximisation of shareholder value and safeguarding stakeholder interest.

Accordingly, the Board recommends that members vote in favour of the Ordinary Resolutions on the re-election of Mr. Wong Yuen Weng Ernest, Mr. Oong Kee Leong, Tan Sri Amirsham bin A Aziz and Puan Lily Rozita Binti Mohamad Khairi respectively.

The profiles of Directors seeking re-election are set out in the Statement Accompanying the Notice of 43<sup>rd</sup> AGM.

Mr. Tan Chian Khong, who is subject to retirement pursuant to Article 87 of the Bank's Constitution, will not be seeking re-election at the 43<sup>rd</sup> AGM in view that he would have served the Alliance Bank Group for the maximum of nine years as an Independent Director. Mr. Tan will retire as a Director of the Bank upon the conclusion of the 43<sup>rd</sup> AGM.

### 5. Ordinary Resolutions 5 & 6 – Non-Executive Directors' Remuneration

The remuneration of the Non-Executive Directors was last revised and approved by the shareholders at the 40<sup>th</sup> AGM on 4 August 2022.

During the financial year ended 31 March 2025, the Board has engaged an external consultant, Willis Towers Watson to undertake a review on the remuneration of the Non-Executive Directors to determine if the remuneration of the Non-Executive Directors of the Bank reflects the expected role of the Board in supporting the business plan for the next 3 years and commensurate with time, effort and complexity, as well as to align to the market, especially peer banks.

#### (i) Ordinary Resolution 5 – Payment of Directors' fees and Board Committees' fees to Non-Executive Directors for the period commencing 1 April 2025 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 commencing 1 April 2025 until the next AGM of the Bank based on the revised fee structure as set out below:

| Description                          | As approved at the 40 <sup>th</sup> AGM | New approval to be sought at the 43 <sup>rd</sup> AGM |
|--------------------------------------|---|---|
| <u>Annual Directors' Fees</u>        |   |   |
| - Chairman                           | RM320,000                               | RM400,000   |
| - Member                             | RM150,000                               | RM180,000   |
| <u>Annual Board Committees' Fees</u> |   |   |
| - Chairman                           | RM50,000                                | RM65,000  |
| - Member                             | RM35,000                                | RM45,000  |

If Ordinary Resolution 5 is passed, the revised fee structure will take retrospective effect from 1 April 2025 and 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.

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**(ii) Ordinary Resolution 6 – Payment of Directors’ benefits (other than Directors’ fees and Board Committees’ fees) of up to RM1,800,000 to Non-Executive Directors for the period from the 43<sup>rd</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 remain unchanged, the details 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.

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

The Group Audit Committee (“Group AC”) had at its meeting held on 23 April 2025 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 24 April 2025 approved the proposed re-appointment of PwC as External Auditors of the Bank as recommended by the Group AC for shareholders’ approval at the 43<sup>rd</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 43<sup>rd</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 43<sup>rd</sup> AGM of the Bank.

(ii) The profiles of the Directors who are standing for re-election at the 43<sup>rd</sup> AGM are set out below:

**(a) Wong Yuen Weng Ernest**

Deputy Chairman  
Non-Independent Non-Executive Director  
Chairman of the Group Executive Committee  
Member of the Group Nomination & Remuneration Committee  
80/Singaporean/Male

**Date of Appointment to the Board of Alliance Bank:**  
1 September 2021

**Qualification:**

- Bachelor of Science (First Class Honours) in Chemical Engineering, and Honorary Doctorate of University of Surrey, United Kingdom

Mr Wong started his career in 1967 with the Singapore Economic Development Board and later with the Ministry of Finance. In 1972 Mr Wong joined the United Overseas Bank (“UOB”) Group in Singapore. During his 30 years with the UOB Group, Mr Wong held several key appointments, including 10 years as Group President and as a Member of the UOB Board & its Executive Committee before leaving UOB to join Mediacorp Pte Ltd as its Group CEO and later as Chairman. While at Mediacorp, he remained as a Board Member of the UOB Group, and Chairman of its Audit Committee.

Over the course of his career, he was a Member of the Temasek Advisory Panel for 10 years and served as Board Trustee & Chairman, Investment/Endowment Fund Committee of Nanyang Technological University for 17 years, Board Member of Singapore Health Services (Singapore General Hospital) for 9 years, Board Member of the Economic Development Board of Singapore (“EDB”) and President-Commissioner of Bank Internasional Indonesia (“BII”) TBK.

Currently Mr Wong serves as Senior Advisor of Temasek, Chairman of Fullerton Financial Holdings Pte Ltd, Matt Capital Pte Ltd and A. Menarini Asia-Pacific Holdings Pte Ltd.

**(b) Oong Kee Leong**

Independent Director  
Independent Director of Alliance Islamic Bank Berhad  
Member of the Group Executive Committee  
Member of the Group Audit Committee  
Age 69/Malaysian/Male

**Date of Appointment to the Board of Alliance Bank:**  
1 September 2024

**Qualification:**

- Bachelor of Accounting, University of Malaya
- Member of the Malaysian Institute of Certified Public Accountants
- Member of the Malaysian Institute of Accountants
- Member of Certified Practising Accountants, Australia

Mr. Oong has more than 40 years of experience in the audit industry. He was the Audit Technical Partner of Ernst & Young, Malaysia from 2002 until his retirement in June 2016. Following his retirement, Mr. Oong continued as the Senior Technical Advisor for Ernst & Young, East Malaysia for 6 years until 2022.

Over the course of his career, Mr. Oong has performed audits of financial statements of listed and non-listed entities in Malaysia, Singapore and Hong Kong in diverse industries including banking, finance, insurance, manufacturing, trading, property development, hotels, plantations and construction.

He was also involved in various corporate capital market exercises undertaken by companies in Malaysia such as initial public offerings, corporate restructurings, rights issues and special purpose acquisition corporations. He was also very actively involved in financial reporting and accounting standards activities in Malaysia.

Mr. Oong is currently the External Technical consultant to an accounting firm, Moore Stephens Associates PLT. He is also an Independent Director of Alliance Islamic Bank Berhad.

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(Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

## (c) Tan Sri Amirsham Bin A Aziz

Chairman of the Board  
Independent Director  
Member of the Group Executive Committee  
Age 74/Malaysian/Male

**Date of Appointment to the Board of Alliance Bank:**  
1 October 2024

### **Qualification:**

- Bachelor of Economics (Hons), University of Malaya
- Member of the Malaysian Institute of Certified Public Accountants

Tan Sri Amirsham brings with him over 30 years of working experience in the financial services industry, having served Maybank Group for 31 years holding various senior positions including Maybank's President and Chief Executive Officer for 14 years. He was a Minister in the Prime Minister's Department in charge of the Economic Planning Unit and Department of Statistics from 18 March 2008 to 9 April 2009. He was also Chairman of the National Economic Advisory Council (NEAC) from 1 June 2009 to 31 May 2011.

Currently he is the Chairman of Sunway REIT Management Sdn Bhd (Manager of Sunway Real Estate Investment Trust, a real estate investment trust listed on Bursa Malaysia) and sits on the Board of Hap Seng Plantations Holdings Berhad.

Tan Sri Amirsham was formerly the Chairman of Bursa Malaysia Berhad and a member of the Boards of CapitaLand Limited, Singapore; Petroliaam Nasional Berhad (PETRONAS) and RAM Holdings Berhad.

## (d) Lily Rozita Binti Mohamad Khairi

Independent Director  
Member of the Group Risk Management Committee  
Member of the Group Audit Committee  
Age 54/Malaysian/Female

**Date of Appointment to the Board of Alliance Bank:**  
15 November 2024

### **Qualification:**

- Bachelor of Laws (LLB Honours), University of Wales, College of Cardiff, United Kingdom
- Diploma in Human Resource Management, Management Institute of Personnel Management

Puan Lily Rozita has 30 years of experience within Shell organisation holding a variety of roles, primarily in Legal, Ethics & Compliance and Human Resources management.

Prior to her retirement in October 2024, Puan Lily Rozita was the Ethics & Compliance Officer in Shell for Projects & Technology and Global Functions overseeing Europe, UK, US, Canada, South America, Africa, Middle East, and Asia Pacific ethical interests. Her earlier roles involved leading Shell's in-country legal team, change management, corporate governance, board management, talent development, litigation management, policy formulation and crisis and risk management.

Throughout her career, Puan Lily Rozita has successfully managed a diverse range of stakeholders organisationally and culturally, including corporate, government and academics during her tenure as a Board of Governor of Kolej Tuanku Jaafar representing Shell, secondment to Government agencies and stints as Board of Directors on Shell Malaysia's subsidiary companies.

Currently, Puan Lily Rozita sits on the Boards of Wasco Berhad, which is listed on Bursa Malaysia, and SumiSaujana Group Berhad.

### **The Directors who are standing for re-election:**

- 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 2025; and
- Have not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 March 2025.