



# ALLIANCE BANK

Alliance Bank Malaysia Berhad 198201008390 (88103-W)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Alliance Bank Malaysia Berhad (“ABMB” or the “Company”) will be held on 30 July 2025 at 12.30 PM or immediately following the conclusion or adjournment, as the case may be, of the 43<sup>rd</sup> Annual General Meeting of the Company scheduled for the same day at 10.00 AM, whichever is later, at Sabah Ballroom, Basement II, Shangri-La Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, for the purpose of considering and if thought fit, passing the following ordinary resolutions with or without any modifications:

### ORDINARY RESOLUTION 1

#### **PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN IN THE FORM OF A SHARE ISSUANCE SCHEME AND A SHARE GRANT SCHEME (“PROPOSED LTIP”)**

**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, the board of directors of ABMB (“Board”) be and is hereby authorised to:

- (i) establish and implement the Proposed LTIP, where the aggregate number of ordinary shares in ABMB (“ABMB Shares”) made available under the share issuance scheme and share grant scheme shall be a maximum of 3.0% of the total number of issued ABMB Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP (which will be valid for 10 years) for the employees and Executive Directors, if any, of the Company and its subsidiaries (“ABMB Group”) who fulfil the eligibility criteria which will be stipulated in the by-laws governing the Proposed LTIP (“By-Laws”) (“Eligible Employees”) and who are selected to be offered a grant (“Selected Employees”). The Proposed LTIP will be administered by a sub-committee of the Group Nomination & Remuneration Committee of ABMB (“GNRC”) which will comprise all members of the GNRC (“LTIP Committee”). The LTIP Committee will have the sole and absolute discretion in administering the Proposed LTIP in accordance with the proposed By-Laws set out in Appendix I of the circular to shareholders of the Company in relation to the Proposed LTIP dated 15 July 2025 (“Circular”), and the terms of reference of the LTIP Committee;
- (ii) allot and issue such number of new ABMB Shares to the Trustee (which will in turn be transferred to the Selected Employees who have accepted the grants (“Grantees”)) and/or make cash payment to the Grantees in lieu of ABMB Shares, from time to time and at any time during the duration of the Proposed LTIP, pursuant to the vesting of the grants under the Proposed LTIP, in accordance with the By-Laws:
  - (a) provided that the total number of ABMB Shares which may be made available under the Proposed LTIP shall not exceed 3.0% of the total number of issued ABMB Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP; and
  - (b) that such new ABMB Shares shall upon allotment and issuance, rank *pari-passu* in all respects with the then existing ABMB Shares in issue, save and except that such new ABMB Shares shall not be entitled to any voting rights, dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid, for which the record date precedes the date of allotment of the new ABMB Shares pursuant to the Proposed LTIP;

- (iii) establish a trust ("**Trust**") to be administered by the trustee consisting of such trustee or its authorised nominee to be appointed by the Company from time to time for the administration of the Trust ("**Trustee**"), in accordance with the terms and conditions of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation and administration of the Proposed LTIP and the Trustee will be entitled from time to time to the extent permitted by law and as set out under the By-Laws, to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties, to enable the Trustee to subscribe for new ABMB Shares and/or acquire existing ABMB Shares for the purpose of the Proposed LTIP and to pay expenses in relation to the administration of the Trust, if required;
- (iv) add, delete, modify and/or amend all or any part of the terms and conditions as set out in the By-Laws from time to time as may be permitted or deemed necessary by the Board or the LTIP Committee, provided that such additions, deletions, modifications, and/or amendments are effected in accordance with the provisions of the By-Laws; and
- (v) do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or to impose all such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient to give full effect to the Proposed LTIP and the terms of the By-Laws;

**THAT** the proposed By-Laws, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved and adopted;

**AND THAT** the Board be and is hereby empowered and authorised to take such steps and to do all such acts, deeds and things, and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the Proposed LTIP and the terms of the By-Laws, with full powers to approve, agree and/or assent to any term, condition, variation, modification and/or amendment in any manner as may be required by the relevant authorities and/or parties or as may be deemed necessary and/or expedient by the Board in the best interests of the Company, and to deal with all matters incidental to, ancillary to and/or relating to the Proposed LTIP.

## **ORDINARY RESOLUTION 2**

### **PROPOSED ALLOCATION TO KELLEE KAM CHEE KHIONG, THE GROUP CHIEF EXECUTIVE OFFICER OF ABMB ("PROPOSED ALLOCATION TO KELLEE")**

**THAT** subject to the passing of Ordinary Resolution 1, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to cause or procure the offering and the allocation to Kellee Kam Chee Khiong, being the Group Chief Executive Officer of ABMB, of up to a maximum of 3,600,000 ABMB Shares under the share issuance scheme of the Proposed LTIP as the Board may deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws and provided that not more than 10.0% of the total number of ABMB Shares to be made available under the Proposed LTIP shall be allocated to any individual Selected Employee who, either singly or collectively through persons connected with the said Selected Employee, holds 20.0% or more of the total number of issued ABMB Shares (excluding treasury shares, if any);

**AND THAT** the Board be and is hereby authorised to allot and issue new ABMB Shares to the Trustee pursuant to the share issuance scheme of the Proposed LTIP which will in turn be transferred to Kellee Kam Chee Khiong from time to time pursuant to the vesting of his grants.

By Order of the Board

**LEE WEI YEN**  
**MAICSA 7001798 (SSM PC No. 202008002080)**  
Group Company Secretary

Kuala Lumpur  
15 July 2025

**NOTES:**

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 Company.
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.
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.
4. Where a member is an Exempt Authorised Nominee that 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 that the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
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.
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 the Company's 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 EGM, or any adjournment thereof. Please follow the procedures provided in the Administrative Guide of the EGM to lodge the Form of Proxy electronically.
7. By submitting the duly executed Form of Proxy, the member and his/her proxy(ies) consent to the Company (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 EGM and any adjournment thereof.
8. Pursuant to Paragraph 8.29A(1) of the Listing Requirements, the ordinary resolutions set out in the Notice of EGM of the Company shall be put to the vote by way of a poll.