

# EXTRAORDINARY GENERAL MEETING

## Proposed Long-Term Incentive Plan (LTIP)

30 July 2025



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**To seek your approval for:**

- 1. The proposed establishment of a Long-Term Incentive Plan in the form of a share issuance scheme and a share grant scheme (“Proposed LTIP”)**
- 2. The proposed allocation to Kellee Kam Chee Khiong, the Group Chief Executive Officer of Alliance Bank Malaysia Berhad (“Proposed Allocation to Kellee”)**

# Details of the Proposed LTIP

<b>Maximum ABMB Shares</b>	3.0% of the total number of issued ordinary shares in ABMB (“ <b>ABMB Shares</b> ”)		
<b>Eligibility</b>	Employees and Executive Directors, if any, of ABMB and its subsidiaries (“Group”) who fulfil the eligibility criteria (“Eligible Employees”)	<b>Duration</b>	10 Years
<b>Mode of Settlement</b>	<ul style="list-style-type: none"> <li>i. For the share issuance scheme under the Proposed LTIP, allotment and issuance of new ABMB Shares to the trustee that have been subscribed for by the trustee, which will in turn be transferred to the Eligible Employees;</li> <li>ii. For the share grant scheme: <ul style="list-style-type: none"> <li>a) transfer of existing ABMB Shares acquired by the trustee from the Main Market of Bursa Securities to the Eligible Employees; or</li> <li>b) transfer of ABMB Shares held in treasury (if any) to the Eligible Employees;</li> </ul> </li> <li>iii. Cash payment in lieu of (i) or (ii) above;</li> <li>iv. Any other methods as may be permitted by the Companies Act, 2016 and the Main Market Listing Requirements, as amended from time to time and any re-enactment thereof, if any; or</li> <li>v. Any combination of the above</li> </ul>		
<b>Administration</b>	The programme will be administered by a dedicated and independent LTIP Committee – ensuring decisions are balanced, transparent, and aligned with long-term value creation.		

# Rationale of the Proposed LTIP

**Attract, retain, motivate and reward the Eligible Employees through the award of ABMB Shares**



**Reward Eligible Employees** who are vital to the continued growth and execution of business strategies within our Group



**Drive individual key performance indicator** and at the same time motivate and bring employees together collaboratively to achieve our Group's goals



**Attract talents and retain key employees** that will be pertinent in driving our Group's objectives



**Further align interests** of the Eligible Employees with the interests of the shareholders of our Company



**Ensure our Group's compensation mix is aligned** with the industry practice and to enhance the competitiveness of its overall remuneration package

# Effects of the Proposed LTIP (A: New Issuance of ABMB Shares)

The effects of the new issuance of ABMB Shares pursuant to the Proposed LTIP is as follows:

## Issued share capital and substantial shareholders' shareholdings

Issued share capital		Substantial shareholders' shareholdings	
	No. of ABMB Shares	Substantial shareholders	Maximum dilution
As at 30 June 2025	1,548,105,929		
Issued pursuant to the Rights Issue	182,117,072		
To be issued pursuant to the Proposed LTIP over the 10-year period <sup>^</sup>	51,906,690	Vertical Theme	0.85%
<b>Enlarged issued share capital</b>	<b>1,782,129,691</b>	EPF	0.25%

## Net Assets ("NA"), NA per share and gearing

- **NA** : No immediate effect
- **NA per share** : Decrease due to the increase in number of ABMB Shares issued
- **Gearing** : No immediate effect

## Earnings and earnings per share ("EPS")

- **Earnings** : Decrease due to recognition of MFRS 2 cost
- **EPS** : Decrease pursuant to the decrease in earnings and increase in number of ABMB Shares issued

*Note: <sup>^</sup> Maximum number of new shares to be issued over the 10-year period*

# Effects of the Proposed LTIP (B: Acquiring Existing ABMB Shares/Cash Payment)

The effects of acquiring existing ABMB Shares / cash payment in lieu of ABMB Shares pursuant to the Proposed LTIP is as follows:

## Issued share capital and substantial shareholders' shareholdings

- **Issued share capital** : No impact
- **Substantial shareholders' shareholdings** : No impact

## Net Assets ("NA"), NA per share and gearing

- **NA** : Decrease progressively depending on the number of ABMB Shares acquired / cash paid
- **NA per share** : Decrease pursuant to the decrease in NA
- **Gearing** : Increase pursuant to the decrease in NA

## Earnings and earnings per share ("EPS")

- **Earnings** : Decrease due to recognition of MFRS 2 cost
- **EPS** : Decrease pursuant to the decrease in earnings



# Approvals Required

The Proposed LTIP is subject to, among others, the following approvals being obtained



BANK NEGARA MALAYSIA  
CENTRAL BANK OF MALAYSIA

## **Bank Negara Malaysia (“BNM”)**

Approval for the increase in paid-up ABMB Shares, which was obtained on 7 July 2025



## **Bursa Malaysia Securities Berhad (“Bursa Securities”)**

Approval for the listing of and quotation for the new ABMB Shares to be issued pursuant to the Proposed LTIP on the Main Market of Bursa Securities, which was obtained on 8 July 2025

## **Bursa Malaysia Depository Sdn Bhd**

Approval for the transfer of ABMB Shares to the Eligible Employees (if required)



## **Shareholders of ABMB**



## **Any other relevant authorities and/or parties, if required**



# Interested Party

Interest of Directors, major shareholders, chief executive and/or persons connected with them



## Interested Party

- ◆ Kellee Kam Chee Khiong, being our Group Chief Executive Officer (“**Interested Party**”) is eligible to be awarded the Grant under the Proposed LTIP. Accordingly, the Interested Party is deemed interested in the Proposed LTIP and the proposed allocation to him under the Proposed LTIP
- ◆ None of our Directors, major shareholders and/or persons connected with them has any interest, whether direct and/or indirect, in the Proposed LTIP



## Abstain from voting and board deliberation

- ◆ The Interested Party will abstain from voting and will also ensure that the persons connected with him will abstain from voting on the resolutions for the Proposed LTIP

# THANK YOU

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