



ALLIANCE BANK

Alliance Bank Malaysia Berhad (88103-W)

(for the Financial Year Ended 31 March 2012)

CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Alliance Bank Malaysia Berhad (“the Bank”) considers good corporate governance to be the foundation of a well-managed institution. The Board is fully committed to integrity and fair dealing in all its activities, and has adopted the best practice of corporate governance in all areas of its business towards enhancing business prosperity and corporate accountability with the ultimate objective of safeguarding the interests of all stakeholders and enhancing shareholders’ value.

The Bank’s approach to corporate governance practices is in conformity with the guidelines on Best Practices in Corporate Governance as set out in the Malaysian Code on Corporate Governance (Revised 2007) and Bank Negara Malaysia (“BNM”)’s BNM/GP1 Guidelines on Corporate Governance for Licensed Institutions (“Revised BNM/GP1 Guidelines”).

BOARD OF DIRECTORS

1. Responsibilities

The Board is principally responsible for the overall performance of the Bank. It provides stewardship to the Bank’s strategic vision, direction, operations and long-term goals in order to maximise shareholders’ value.

The principal functions of the Board are as follows:-

- reviews and approves the Management’s proposals on long-term strategic plans of the Bank as well as the strategic business plans and activities of the various business units and monitors the Management’s performance in the implementation process;

- approves the annual budget for the Bank and conducts regular business review of achievements against the annual budget, as well as reviews the Management's business strategies and action plans;
- sets corporate values and clear lines of responsibility and accountability that are communicated throughout the Bank;
- ensures there is a managed and effective process to select and appoint key Senior Management officers that are qualified, professional and competent to administer the affairs of the Bank as well as approves a succession planning policy and effectively monitors Senior Management's performance on an ongoing basis;
- ensures the implementation of effective internal controls and processes to measure and manage business risks, including but not limited to reviewing the adequacy and integrity of internal control systems and operations; establishing relevant policies on the management of business risks covering *inter alia* operational, credit, market and liquidity risks and other key areas of the Bank's operations;
- sets up an effective audit department, staffed with qualified internal audit personnel to perform internal audit functions, covering the financial and management audit;
- establishes procedures to avoid self-serving practices and conflicts of interests including dealings of any form with related entities;
- establishes and ensures the effective functioning of various Board Committees;
- ensures that the operations of the Bank are conducted within the framework of relevant regulations, laws and policies; and
- ensures that the Bank has a beneficial influence on the economic well-being of its community.

2. Board Charter

The Board has adopted a charter to provide Directors and Officers with greater clarity regarding the role of the Board, the requirements of Directors in carrying out their role and discharging their duties, and to serve as the

Board's operating practices. The charter will be reviewed from time to time and updated in accordance with the needs of the Bank and any new regulations that may have an impact on the role and responsibilities of the Board.

3. Board Composition

The Board consists of individuals of calibre and diverse experience with the necessary skills and qualification. The Board comprises Directors who, as a group, provides a mixture of core competencies such as finance, accounting, legal, business management, marketing, information technology and investment management for the effective functioning and discharging of the responsibilities of the Board.

The present Board size of nine members is appropriate for the current scope of the Bank's operations. Specifically, it comprises one Executive Director and eight Non-Executive Directors, of whom six are Independent and two are Non-Independent. The members of the Board are as follows:-

1. Dato' Thomas Mun Lung Lee (Independent Non-Executive Director/Chairman)
2. Megat Dziauddin bin Megat Mahmud (Independent Non-Executive Director)
3. Kung Beng Hong (Non-Independent Non-Executive Director)
4. Tan Yuen Fah (Independent Non-Executive Director)
5. Zakaria bin Abd Hamid (Independent Non-Executive Director)
6. Sng Seow Wah (Group Chief Executive Officer/Executive Director)
7. Ou Shian Waei (Independent Non-Executive Director)
8. Kuah Hun Liang (Independent Non-Executive Director)
- appointed on 15 December 2011
9. Lee Ah Boon (Non-Independent Non-Executive Director)
- appointed on 18 April 2012

10. Tee Kim Chan (Non-Independent Non-Executive Director)
- resigned on 7 June 2011
11. Chua Eng Kee (Independent Non-Executive Director)
- retired on 28 January 2012
12. Phoon Siew Heng (Non-Independent Non-Executive Director)
- resigned on 18 April 2012

4. Appointments

Any proposed appointment of new Directors to the Board or re-appointment of existing Directors are submitted to the Group Nominating Committee ("Group NC") for assessment and recommendation to the Board for approval prior to making an application to BNM for its approval.

5. Re-election

In accordance with the Articles of Association of the Bank, one-third of the Directors shall retire from office at every Annual General Meeting ("AGM") and be eligible for re-election.

6. Independence of Directors

The Group NC considers a strong element of independence on the Board vital for good corporate governance and it performs an annual review of the independence of the Directors. An Independent Director is defined as a Director who is independent of management and free from any business or other relationship, which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Bank.

Independent Non-Executive Directors of the Bank exercise independent judgement and participated in the deliberations of the Board objectively with no individual or small group of individuals dominate the Board's decision making process. The number of Independent Non-Executive Directors on the Board of the Bank exceeds the minimum 1/3 requirement laid down in Revised BNM/GP1 Guidelines.

7. Separation of the Role of the Chairman and the Group Chief Executive Officer

The role of the Chairman and the Group Chief Executive Officer (“Group CEO”) are distinct and separate; the Chairman, being non-executive, is not involved in the day-to-day operations of the Bank. He plays a crucial role in ensuring the smooth functioning of the Board and encourages healthy debates on strategic and critical issues. He chairs Board meetings and arranges regular separate sessions with the Non-Executive Directors to review Management’s performance.

The Group CEO oversees execution of the Bank’s corporate and business strategy, and is ultimately responsible for managing the Bank and its subsidiaries’ day-to-day operations.

8. Board Meetings and Supply of Information

The Board meets on a scheduled basis at least eight times a year to review progress reports on the Bank’s financial performance, approve strategies, business plans and significant policies as well as to consider business and other proposals which require the Board’s approval. Ad-hoc Board meetings may also be called to deliberate and assess corporate proposals or business issues that require the Board’s immediate consideration/decision.

When exigencies prevent a Board member from attending meeting in person, he can participate by telephone-conferencing as permissible under the Bank’s Articles of Association.

Board’s approval for urgent matters may be obtained through written resolutions approved by circulation.

All Directors are supplied with information on a timely manner. The agenda for each Board meeting, together with detailed reports and proposal papers to be tabled, are circulated to the Directors for their perusal well in advance of the date of the Board meeting. Senior Management staff are invited to attend Board meetings to provide the Board with detailed explanations and clarifications on proposals tabled to enable the Board to make an informed decision.

The Directors have unrestricted access to all levels of Senior Management staff in the Bank including the services of the Company Secretary, to enable

them to discharge their duties effectively and efficiently. The Directors, in addition, could engage outside expert advice from sources independent of Management at the expense of the Bank.

The role of the Company Secretary is defined. He attends all Board meetings and ensures that all applicable rules and regulations regarding the conduct of the Board are complied with. Under the direction of the Chairman, he ensures good information flows within the Board and its committees and between Senior Management and Non-Executive Directors, as well as facilitates orientation of new Directors and professional development of Directors, as required.

During the financial year ended 31 March 2012, ten (10) Board meetings were held. The details of attendance of each Board member are as follows:-

	Board Members	Meetings attended/held
1.	Dato' Thomas Mun Lung Lee (Independent Non-Executive Director/Chairman)	10/10
2.	Megat Dziauddin bin Megat Mahmud (Independent Non-Executive Director)	10/10
3.	Kung Beng Hong (Non-Independent Non-Executive Director)	10/10
4.	Tan Yuen Fah (Independent Non-Executive Director)	10/10
5.	Zakaria bin Abd Hamid (Independent Non-Executive Director)	9/10
6.	Sng Seow Wah (Group Chief Executive Officer/Executive Director)	10/10
7.	Ou Shian Waei (Independent Non-Executive Director)	10/10
8.	Kuah Hun Liang (Independent Non-Executive Director) - appointed on 15 December 2011	3/3
9.	Lee Ah Boon (Non-Independent Non-Executive Director) - appointed on 18 April 2012	N/A
10.	Tee Kim Chan (Non-Independent Non-Executive Director) - resigned on 7 June 2011	2/2

11.	Chua Eng Kee (Independent Non-Executive Director) - retired on 28 January 2012	6/8
12.	Phoon Siew Heng (Non-Independent Non-Executive Director) - resigned on 18 April 2012	8/10

9. Board Performance

The Board has implemented an annual performance evaluation process, carried out by the Group NC, to assess the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.

Each Director evaluates the performance of the Board as a whole by way of a self-assessment Questionnaire by Individual Board Members. The assessments are made against the pre-established criteria in the following areas:-

- A. Board Composition/Structure
- B. Board Process
- C. Board Governance
- D. Major Responsibilities of the Board

For individual Directors' assessments, Self-Assessment Forms by Individual Director are completed by each Director individually. In addition, the performance of each Board Members are assessed by the Board Chairman based on similar criteria of the Self-Assessment Form. The results are compiled for Group NC's deliberation.

The results of the performance evaluation are reviewed and discussed for improvements among Board Members.

10. Board Training

Continuous training is vital for the Directors to gain insight and keep abreast with the development in the banking industry to further enhance their skills and knowledge in discharging their responsibilities effectively. Pursuant to the Bank's framework for Directors' training, all Directors are encouraged to

attend at least one training/course/seminar relating to the relevant areas within a financial year.

Towards this end, the Directors are provided with the opportunity for relevant training programmes on an ongoing basis in areas relating to the banking and financial industry for them to keep abreast with the latest developments in the industry. During the financial year, the Directors attended seminars, courses and briefings organised by professional bodies and regulatory authorities as well as those conducted in-house. As at 31 March 2012, all Directors have attended the Financial Institutions Directors' Education ("FIDE") Core Program jointly developed by BNM and Malaysia Deposit Insurance Corporation. The FIDE Core Program promotes high-impact boards by strengthening board competencies in dealing with corporate governance, risk management and strategic issues faced by the financial services industry. The Directors also receive briefings on relevant new laws, rules and regulations, risk management updates and changes in accounting standards at Board/Board Committee meetings.

Newly appointed Directors who undergo orientation programmes are briefed by Business and Support Units on the Bank's operations.

11. Board Committees

To enhance its effectiveness and in discharging its fiduciary duties, the Board has established six Board Committees which operate within specific delegated authority and functions to complement the Board in the execution of its responsibilities. Each Board Committee has its Terms of Reference which set forth the responsibilities of that Committee, in line with the Revised BNM/GP1 Guidelines.

The broad functions of the Board Committees are as follows:

i) Executive Committee ("EXCO")

The EXCO reviews and recommends strategies and policies for the Board's approval and oversees their implementation. It also reviews loan applications and other operational matters recommended by the Management which are within its financial limits set by the Board. The EXCO meets as often as required. The EXCO comprises the following members:-

- Kung Beng Hong (Chairman)
- Sng Seow Wah
- Lee Ah Boon (appointed on 18 April 2012)
- Tee Kim Chan (resigned on 7 June 2011)
- Phoon Siew Heng (resigned on 18 April 2012)

During the financial year ended 31 March 2012, nine (9) EXCO meetings were held. The details of attendance of each EXCO member are as follows:-

	Members	Meetings attended/held
1.	Kung Beng Hong (Chairman)	9/9
2.	Sng Seow Wah	9/9
3.	Lee Ah Boon - appointed on 18 April 2012	N/A
4.	Tee Kim Chan - resigned on 7 June 2011	2/2
5.	Phoon Siew Heng - resigned on 18 April 2012	9/9

ii) Group Nominating Committee (“Group NC”)

The Group NC was set up to provide a formal and transparent procedure for the appointment of Directors and Group CEO/CEO and members of Shariah Committee as well as assessment of effectiveness of individual Directors, Board as a whole and Shariah Committee Members for the Bank and its subsidiaries. The Group NC meets at least once a year. The Group NC is directly accountable to the Boards of Alliance Bank Malaysia Berhad, Alliance Investment Bank Berhad and Alliance Islamic Bank Berhad on matters relating to the respective entities.

The roles and responsibilities of the Group NC are as follows:-

- to establish minimum requirements for the Board i.e. required mix of skills, experience, qualification and other core competencies required of a Director. The Committee is also responsible for establishing

minimum requirements for the Group CEO and CEO. The requirements and criteria should be approved by the full Board;

- to recommend and assess the nominees for directorship, Board Committee members, Shariah Committee members as well as nominees for the Group CEO and CEO. This includes assessing Directors and Shariah Committee members for re-appointment, before an application for approval is submitted to BNM. The actual decision as to who shall be nominated should be the responsibility of the full Board;
- to oversee the overall composition of the Board, in terms of the appropriate size and skills, and the balance between Executive Directors, Non-Executive Directors and Independent Directors through annual review;
- to recommend to the Board the removal of a Director/Group CEO/CEO/Shariah Committee member from the Board/Committee if the Director/Group CEO/CEO/Shariah Committee member is ineffective, errant and negligent in discharging his responsibilities;
- to establish a mechanism for the formal assessment on the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board and the contribution of the Board's various committees. Annual assessment should be conducted based on an objective performance criterion. Such performance criteria should be approved by the full Board;
- to ensure that all Directors and Shariah Committee members continue to receive training in order to keep abreast with the latest development in the industry;
- to assess, on an annual basis, that the Directors and key Senior Management officers are not disqualified under Section 56 of the Banking and Financial Institutions Act, 1989 ("BAFIA"). To also assess that the Directors and key Senior Management officers of Islamic subsidiary are not disqualified under Section 23 of the Islamic Banking Act 1983 ("IBA") and the Shariah Committee members are not disqualified under the Guidelines on the Governance of Shariah Committee for the Islamic Financial Institutions ("BNM/GPS 1"); and

- to make recommendation to the Board for the appointment of members of the Shariah Committee or other Board Committees as may be required by BNM or other relevant authorities from time to time.

The Group NC comprises five members, all of whom are Non-Executive Directors with three members being independent. The Group NC is chaired by an Independent Director.

During the financial year ended 31 March 2012, six (6) Group NC meetings were held. The details of attendance of each Group NC member are as follows:-

	Members	Meetings attended/held
1.	Dato' Thomas Mun Lung Lee* (Chairman)	6/6
2.	Megat Dziauddin bin Megat Mahmud*	6/6
3.	Zakaria bin Abd Hamid*	6/6
4.	Kung Beng Hong# - appointed on 28 January 2012	1/1
5.	Lee Ah Boon# - appointed on 18 April 2012	N/A
6.	Chua Eng Kee* - retired on 28 January 2012	3/4
7.	Phoon Siew Heng# - resigned on 18 April 2012	6/6

Notes :

1. * Independent Non-Executive Director.
2. # Non-Independent Non-Executive Director.

iii) Group Management Development & Remuneration Committee ("Group MDRC")

The objectives of the Group MDRC is to provide a formal and transparent procedure for developing remuneration policy for Directors, Group CEO/CEO and Senior Management as well as developing disciplinary and recruitment policies and assessing the performances of Executive Directors, Group CEO/CEO and Senior Management and ensuring that compensation stays competitive and consistent with the Group's culture, objectives and strategy. In addition, it is responsible for developing

remuneration policy for the Shariah Committee members that commensurate their roles and responsibilities. The Group MDRC meets at least once every quarter. The Group MDRC is directly accountable to Boards of Alliance Bank Malaysia Berhad, Alliance Investment Bank Berhad and Alliance Islamic Bank Berhad on matters relating to the respective entities.

The roles and responsibilities of the Group MDRC are as follows:-

- recommending a framework of remuneration for Directors, Executive Director(s)/Group CEO/CEO and Senior Management for the full Board's approval. This framework shall reflect the responsibility and commitment which goes with the responsibilities of the position. There shall be a balance in determining the remuneration package i.e. sufficient to attract and retain the performers. The framework shall cover all aspects of remuneration including Director's fees, salaries, allowances, bonuses, options and benefits-in-kind;
- recommending specific remuneration packages for the Executive Director(s)/Group CEO/CEO and Senior Management, structured in such a way, that it is competitive and consistent with the Group's culture, objectives and strategy. As for Non-Executive Directors and Independent Directors, the level of remuneration shall be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board;
- reviewing the Group's succession plan to ensure orderly transition and succession of Senior Management positions;
- approving new Senior Management appointments and remuneration package, transfers and promotions of Senior Management and assessing the performance of Executive Director(s)/Group CEO/CEO and Senior Management;
- serving as a panel member (any one member) in the Group's Disciplinary Panel for employees on job grade 4B and above. The full Committee hears appeals from employees of this category;
- recommending to the Board the removal of Senior Management officers if they are ineffective, errant and negligent in discharging their responsibilities;

- oversight of human capital policies and strategies of the Group; and
- to recommend the remuneration of the Shariah Committee members for the full Board's approval. The remuneration shall commensurate and reflect the roles and responsibilities of the Shariah Committee.

The Group MDRC comprises five members, all of whom are Non-Executive Directors with three members being independent. The Group MDRC is chaired by an Independent Director.

During the financial year ended 31 March 2012, eight (8) Group MDRC meetings were held. The details of attendance of each Group MDRC member are as follows:-

	Members	Meetings attended/held
1.	Dato' Thomas Mun Lung Lee* (Chairman)	7/8
2.	Megat Dziauddin bin Megat Mahmud*	8/8
3.	Zakaria bin Abd Hamid*	8/8
4.	Kung Beng Hong#	8/8
5.	Lee Ah Boon# - appointed on 18 April 2012	N/A
6.	Phoon Siew Heng# - resigned on 18 April 2012	6/8

Notes :

1. * Independent Non-Executive Director.
2. # Non-Independent Non-Executive Director.

iv) Group Audit Committee ("Group AC")

The Group AC was set up to ensure an effective and independent internal audit function covering financial as well as management audits and to recommend appropriate remedial action on a regular basis. The Group AC meets on a quarterly basis with additional meetings being held on an ad-hoc basis as and when required. The Group AC is directly accountable to the Boards of Alliance Bank Malaysia Berhad, Alliance Investment Bank

Berhad and Alliance Islamic Bank Berhad respectively. The Group AC comprises the following members:-

- Megat Dziauddin bin Megat Mahmud (Chairman)
- Kung Beng Hong
- Ou Shian Waei

Details of the summary Terms of Reference of the Group AC are disclosed in a separate Group AC Report.

v) Group Risk Management Committee (“Group RMC”)

The objectives of the Group RMC is to oversee the Senior Management’s activities in managing credit, market, liquidity, operational, legal and other risks as well as to ensure that the risk management process is in place and functioning according to its purposes. The Group RMC meets at least once every quarter. The Group RMC comprises the following members:-

- Tan Yuen Fah (appointed as Chairman on 28 January 2012)
- Zakaria bin Abd Hamid
- Kung Beng Hong
- Tee Kim Chan (resigned on 7 June 2011)
- Chua Eng Kee (retired on 28 January 2012)

The Group RMC is directly accountable to the Boards of Alliance Bank Malaysia Berhad, Alliance Investment Bank Berhad and Alliance Islamic Bank Berhad respectively. Its primary functions include:

- reviewing and recommending risk management strategies, policies and risk tolerance for subsequent approval by the Board;
- reviewing and assessing adequacy of risk management policies and framework in identifying, measuring, monitoring and controlling the extent to which these are operating effectively;
- ensuring that infrastructure, resources and systems are in place for risk management, that is, ensuring that staff who are responsible for implementing risk management systems perform those duties independently of the financial institutions’ risk-taking activities; and

- reviewing Management's periodic reports on risk exposure, risk portfolio composition and risk management activities.

During the financial year ended 31 March 2012, nine (9) Group RMC meetings were held. The details of attendance of each Group RMC member are as follows:-

	Members	Meetings attended/held
1.	Tan Yuen Fah* - appointed as Chairman on 28 January 2012	9/9
2.	Zakaria bin Abd Hamid*	9/9
3.	Kung Beng Hong#	9/9
4.	Tee Kim Chan# - resigned on 7 June 2011	4/4
5.	Chua Eng Kee* - retired on 28 January 2012	8/8

Notes :

1. * Independent Non-Executive Director.
2. # Non-Independent Non-Executive Director.

vi) Group Information Technology Steering Committee ("Group ITSC")

The objectives of Group ITSC is to oversee the development and maintenance of the IT strategic plan and to review appropriate management information from various departments/entities to ensure that the Group's IT resources are effectively coordinated and monitored, and also to institute appropriate action plans. The Group ITSC meets at least once every quarter. The Group ITSC comprises the following members:-

- Ou Shian Waei (appointed as Chairman on 7 June 2011)
- Kung Beng Hong
- Tee Kim Chan (resigned on 7 June 2011)

The functions and responsibilities of the Group ITSC include:-

- formulate long term strategic IT plan and ensure the IT strategic plan supports the Group's strategic business plan;

- approve and monitor the performance of major IT initiatives and plans;
- review and approve the Group's key IT policies to ensure the effectiveness of internal control systems and the reliability of the management information systems;
- ensure the Group's senior management has adopted prudent and effective policies and procedures to identify, measure, monitor and control/mitigate IT risks;
- ensure establishment of key performance indicators and service level agreements in measuring the performance of IT services delivered or received by the Group;
- review periodic management reports and, where necessary, recommend appropriate strategic solutions on key IT weaknesses discovered;
- appraise compliance with established IT policies and procedures, and guidelines and circulars issued by BNM; and
- review and approve budget proposal for any capital or non-capital IT expenditure, where necessary.

During the financial year ended 31 March 2012, six (6) Group ITSC meetings were held. The details of attendance of each Group ITSC member are as follows:-

	Members	Meetings attended/held
1.	Ou Shian Waei* - appointed as Chairman on 7 June 2011	6/6
2.	Kung Beng Hong#	6/6
3.	Tee Kim Chan# - resigned on 7 June 2011	1/1

Notes :

1. * Independent Non-Executive Director.
2. # Non-Independent Non-Executive Director.

12. Shariah Committee

The Shariah Committee comprises members who have the necessary qualification, knowledge, expertise and experience in Islamic banking industry.

The primary roles and responsibilities of the Shariah Committee are as follows:-

- advising the Board and Management on Shariah related matters;
- reviewing and endorsing Shariah related policies and guidelines;
- endorsing and validating relevant documentations in the proposal of new products and services including contract, agreement or other legal documentation used in executing banking transactions;
- endorsing and validating product guidelines, marketing advertisements, sales illustrations and brochures related to Islamic products, services and activities;
- assessing the work carried out by Shariah Review and Shariah Audit in order to ensure compliance with Shariah matters;
- advising on the computation and distribution of Zakat;
- assisting and advising related parties such as legal counsel, auditor or consultant on Shariah matters upon request;
- advising in consultation with the Shariah Advisory Council of BNM ("SAC") on any Shariah matters which have not been resolved or endorsed by the SAC;
- monitoring compliance with all SAC's decisions; and
- reviewing the Shariah Non-Compliance and Potential Shariah Non-Compliance.

13. Remuneration Policy

The Group MDRC is the Board Committee responsible for reviewing and developing remuneration framework for Directors, Executive Director/Group CEO/CEO and Senior Management.

Directors' Remuneration Framework

The Board acknowledges the importance to attract and retain the right calibre of Directors with the necessary skills, qualifications and experience for effective Board oversight of the Bank's business activities and affairs.

The Executive Director is appointed under standard employment terms which include provisions for basic salary and performance bonus. Whereas, the Non-Executive Directors are paid Directors' fees and sitting allowances for Board/Board Committee meetings that they attend. In recognition of the added responsibilities carried out by Non-Executive Directors who are Chairman and members of Board Committees, the Directors concerned are also paid monthly allowances.

Employees' Remuneration Framework

The remuneration policy of the Group is to remunerate its employees at competitive and appropriate levels, commensurate with their performance and contributions as well as to attract and retain employees and motivate them to give their best. The Employees' Remuneration Framework comprises fixed salary, bonuses, benefits and long-term incentives. The remuneration components are designed to strike a balance between linking rewards to short-term and long-term objectives, and maintaining competitiveness in the market.

ACCOUNTABILITY AND AUDIT

1. Financial Reporting

The Board is complemented by the Group AC to oversee the Bank's financial reporting processes including the review of the Bank's annual financial statements to ensure accuracy, adequacy and completeness as well as to ensure that the financial report is prepared in accordance with accounting policies and standards and the guidelines of BNM.

2. Internal Control

The Board has overall responsibility in maintaining a system of internal controls covering not only financial controls but also controls relating to operational, compliance and risk management. However, such systems can only provide reasonable but not absolute assurance against the risk of material misstatement, fraud or losses occurring. The rationale of the system of internal controls is to enable the Bank to achieve its corporate objectives within an acceptable risk profile and it is not expected to eliminate all the risks but is aimed at minimising and managing the risks.

On-going reviews are continuously carried out to ensure the effectiveness, adequacy and integrity of the system of internal controls.

The Group AC provides an independent oversight of the internal controls system of the Bank. In this regard, all findings on control issues raised by the Internal Auditors, External Auditors and BNM inspection team are tabled and discussed at the Group AC meetings. All agreed recommendations to enhance the control system are also reviewed by the Group AC until they are fully implemented.

To ensure that a sound system of controls is in place, the Board has established primary processes in reviewing the adequacy and integrity of the system of internal controls. The primary processes include:

- regular and comprehensive management reports are made available to the Board on a regular basis, covering financial performance and key business indicators, which allow for effective monitoring of significant variances between actual performance against budgets and plans.
- clearly defined delegation of responsibilities to Committees of the Board and to Management including organisation structures and appropriate authority levels.
- a code of conduct, human resource policies and performance reward system to support business objectives, risk management and the system of internal control.
- a proper procedure to control applications and the environment of computer information systems.

- regular update of internal policies and procedures to reflect changing risks or resolve operational deficiencies.
- regular review of the business processes by the Group's Internal Audit to assess the effectiveness of the control environment and highlight significant risks impacting the Group.

3. Relationship with the Auditors

Through the Group AC, the Board has established a transparent and professional relationship with the auditors, both internal and external. The Group AC meets with the External Auditors at least twice a year to discuss the audit plan, annual financial statements and audit findings. It also meets with the External Auditors whenever it deems necessary. The Group AC meets at least once in every quarter where the Internal Auditors and the Management of the Bank are present.

COMMUNICATION WITH STAKEHOLDERS

The Bank recognises the importance of maintaining transparency and accountability to its stakeholders. The Bank practises the provision of clear, transparent, comprehensive and timely information to its investors in order to facilitate informed investment decision making by its investors.

The Bank is a wholly-owned subsidiary of Alliance Financial Group Berhad ("AFG Bhd"), which in turn is a public company listed on the Main Market of Bursa Malaysia Securities Berhad. The Annual General Meeting of AFG Bhd is an important forum for communication and dialogue with shareholders. The shareholders will have the opportunities to raise questions on the Bank and the Directors and Senior Management of the Bank would be available to address to any questions raised.

The Group keeps the market and investors apprised of the Group's corporate developments and financial performance through regular media releases, briefings and meetings with media, analysts and fund managers. Analysts' briefings are conducted and press statements issued in conjunction with the release of the quarterly financial results of AFG Bhd. The Group embarked on regular roadshows and has dialogues with local and international stockbroking and research houses. The analysts' briefings, roadshows and dialogues keep the investment community informed on the progress and development of the

business activities of the Group and provide an avenue for the Group to receive feedback from potential investors.

Investors, stakeholders and the public may access the Bank's website at www.alliancebank.com.my for information.

This Corporate Governance Statement is made in accordance with a resolution of the Board of Directors dated 13 June 2012.