

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 48th Annual General Meeting of Alliance Financial Group Berhad will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 18 July 2014 at 3.00 p.m. for the following purposes:

AGENDA

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2014 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note (i) |
| 2. | To approve the proposed increase of Directors' fees in respect of the financial year ended 31 March 2014. | Resolution 1 |
| 3. | To re-elect the following Directors who retire by rotation pursuant to Article 82 of the Company's Articles of Association: | |
| | (a) Sng Seow Wah | Resolution 2 |
| | (b) Tan Yuen Fah | Resolution 3 |
| 4. | To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration. | Resolution 4 |

As Special Business to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

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| 5. | Re-appointment of Directors pursuant to Section 129 of the Companies Act, 1965
"THAT Dato' Thomas Mun Lung Lee, a Director who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." | Resolution 5 |
| | "THAT Datuk Oh Chong Peng, a Director who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." | Resolution 6 |
| 6. | To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act, 1965. | |

BY ORDER OF THE BOARD

LEE WEI YEN (MAICSA 7001798)
Group Company Secretary

Kuala Lumpur
23 June 2014

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead.
2. A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. To be valid, the Form of Proxy, duly completed must be deposited at the registered office of the Company at 3rd Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, not less than 48 hours before the time set for holding the meeting.
4. A Member who is an Exempt Authorised Nominee which 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 which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. A Member other than an Exempt Authorised Nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
6. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
8. A Member whose name appears in the General Meeting Record of Depositors as at 10 July 2014 shall be regarded as a Member entitled to attend, speak and vote at the meeting or appoint a proxy or proxies to attend and/or vote in his stead.

EXPLANATORY NOTES

- (i) This item on the Agenda is meant for discussion only. The provisions of Section 169 (1) of the Companies Act, 1965 require that the Audited Financial Statements be laid before the Company at its Annual General Meeting and do not require a formal approval of the shareholders. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

(ii) Resolution 1 - Proposed increase of Directors' fees

It is proposed that the Director's fee for Datuk Oh Chong Peng, the Independent Non-Executive Chairman be increased from RM120,000 to RM160,000 per annum whilst the Director's fee for Stephen Geh Sim Whye, an Independent Non-Executive Director be increased from RM60,000 to RM80,000 per annum. The fees for the remaining Non-Executive Directors of the Company who also sit on the Board of Alliance Bank Malaysia Berhad ("the Bank") shall remain unchanged at RM60,000 per annum.

Amongst the Board members of the Company, only Datuk Oh and Stephen Geh are not holding any other directorship in the Bank and/or its subsidiaries.

The rationale for the proposed higher Directors' Fees to the Directors who are not on the Board of the Bank and/or its subsidiaries is to compensate for the additional efforts required for them to perform their duties.

The Directors' Fees were last revised in the financial year ended 31 March 2010.

(iii) Resolutions No. 3, 5 and 6 - Assessment of Independent Directors

The independence of Tan Yuen Fah, Dato' Thomas Mun Lung Lee and Datuk Oh Chong Peng, who have served as Independent Non-Executive Directors of the Company has been assessed by the Nomination Committee and affirmed by the Board.

(iv) Resolutions No. 5 and 6 - Re-appointment of Directors pursuant to Section 129 of the Companies Act, 1965

Dato' Thomas Mun Lung Lee, a Director over the age of seventy (70) years, shall retire pursuant to Section 129 of the Companies Act, 1965 at the conclusion of the forthcoming 48th Annual General Meeting.

Datuk Oh Chong Peng, who will be over the age of seventy (70) years at the forthcoming 48th Annual General Meeting, shall retire pursuant to Section 129 of the Companies Act, 1965.

The proposed re-appointment of Dato' Thomas Mun Lung Lee and Datuk Oh Chong Peng will require a resolution each passed by a majority of not less than three-fourth (3/4) of the members of the Company who are entitled to vote at the forthcoming 48th Annual General Meeting. The proposed resolutions will enable Dato' Thomas Mun Lung Lee and Datuk Oh Chong Peng to hold office until the conclusion of the next Annual General Meeting of the Company.