

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The details of the proposed amendments to the Articles of Association of the Company are as follows:

Reference	Existing Article	Proposed Amendment to Article
Article 2 (Interpretation)	None.	“Exempt Authorised Nominee” means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
Article 61 (Notice that proxy is allowed)	In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him, and that a proxy need not also be a Member.	In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him, and that a proxy need not also be a Member at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
Article 75 (Instrument appointing proxy to be in writing)	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. Where a Member is an Authorised Nominee, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. Where a Member is an Authorised Nominee, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a Member 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. A Member other than an Exempt Authorised Nominee, is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

APPENDIX 1

Reference	Existing Article	Proposed Amendment to Article
Article 76 (Form of Proxy)	<p>The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Exchange may approve:-</p> <p style="text-align: center;">Shareholding represented by Proxy</p> <p>.....</p> <p>I/We,</p> <p>.....</p> <p>..... of being a Member/Members of ALLIANCE FINANCIAL GROUP BERHAD hereby appoint of or failing him, of as my/our proxy to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting* of the Company to be held on the day of 20 and, at any adjournment thereof for/against* the resolution(s) to be proposed thereat.</p> <p>As witness my/our hand(s) this day of 20</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit).</p> <p><u>Notes:</u></p> <p>A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p> <p>To be valid, this form, duly completed must be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting.</p> <p>A member who is an authorised nominee may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.</p>	<p>The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Exchange may approve:-</p> <p style="text-align: center;">Shareholding represented by Proxy</p> <p>.....</p> <p>I/We,</p> <p>.....</p> <p>..... of being a Member/Members of ALLIANCE FINANCIAL GROUP BERHAD hereby appoint of or failing him, of as my/our proxy to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting* of the Company to be held on the day of 20 and, at any adjournment thereof for/against* the resolution(s) to be proposed thereat.</p> <p>As witness my/our hand(s) this day of 20</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit).</p> <p><u>Notes:</u></p> <p>A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p> <p>To be valid, this form, duly completed must be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting.</p> <p>A Member who is an Authorised Nominee may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.</p>

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (cont'd)

Reference	Existing Article	Proposed Amendment to Article
Article 76 (Form of Proxy) (cont'd)	<p>A member other than an authorised nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.</p> <p>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.</p> <p>If the appointor is a corporation this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.</p>

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