



ALLIANCE BANK

Alliance Bank Malaysia Berhad 198201008390 (88103-W)

NOTICE OF 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 39th Annual General Meeting (“AGM”) of Alliance Bank Malaysia Berhad (“the Bank”) will be held as a virtual meeting through live streaming and online remote voting from the broadcast venue at the Agate and Sapphire Room, 20th Floor, Menara Multi-Purpose, Capital Square, 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur on Wednesday, 25 August 2021 at 3.00 p.m. to transact the following businesses:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation pursuant to Article 87 of the Bank’s Constitution:
 - (i) Mr Tan Chian Khong **Ordinary Resolution 1**
 - (ii) Ms Susan Yuen Su Min **Ordinary Resolution 2**
3. To re-elect Ms Cheryl Khor Hui Peng who retires pursuant to Article 93 of the Bank’s Constitution. **Ordinary Resolution 3**
4. To approve the payment of Directors’ fees and Board Committees’ fees to the Non-Executive Directors from the 39th AGM to the next AGM of the Bank. **Ordinary Resolution 4**
5. To approve the payment of Directors’ benefits (other than Directors’ fees and Board Committees’ fees) to eligible Non-Executive Directors up to an amount of RM1,200,000 from the 39th AGM to the next AGM of the Bank. **Ordinary Resolution 5**
6. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Bank and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**
7. To transact any other business for which due notice shall have been given in accordance with the Bank’s Constitution and/or the Companies Act 2016.

BY ORDER OF THE BOARD

LEE WEI YEN

MAICSA 7001798 (SSM PC No. 202008002080)
Group Company Secretary

Kuala Lumpur
26 July 2021

NOTICE OF 39TH ANNUAL GENERAL MEETING (CONT'D)

Notes:

1. Virtual AGM

- 1.1 As part of the measures of the Bank to curb the spread of COVID-19, the 39th AGM of the Bank will be conducted on a virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities at <https://alliancebank.vote2u.app/>. Please follow the procedures provided in the **Administrative Details** for the 39th AGM to register, participate and vote remotely via the RPV facilities.
- 1.2 The broadcast venue of the 39th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Article 66 of the Bank's Constitution which require the Chairman of the meeting to be present at the main venue of the meeting. **No shareholders and proxies from the public shall be physically present at the broadcast venue.**

2. Proxy

- 2.1 A Member entitled to attend, participate, speak and vote at the meeting 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 Bank.
- 2.2 Where a Member who is an Exempt Authorised Nominee that holds ordinary shares in the Bank 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.
- 2.3 A Member other than an Exempt Authorised Nominee shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting.
- 2.4 Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 2.5 If the appointer 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.
- 2.6 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 at the office of our Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or lodged electronically at <https://alliancebank.vote2u.app/> (applicable to individual Members only) not less than forty-eight (48) hours before the time set for holding the meeting.
- 2.7 By submitting the duly executed Form of Proxy, the Member and his/her proxy(ies) consent to the Bank (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 39th AGM and any adjournment thereof.
- 2.8 A Member whose name appears on the Record of Depositors as at 16 August 2021 shall be regarded as a member entitled to attend, participate, speak and vote at the meeting or appoint a proxy or proxies to attend, participate, speak and vote in his/her stead.

3. Voting by Poll

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 39th AGM of the Bank shall be put to the vote by way of a poll.

4. Audited Financial Statements for the financial year ended 31 March 2021

This Agenda item is laid before the 39th AGM pursuant to Section 340(1)(a) of the Companies Act 2016, and does not require a formal approval of the shareholders. As such, it is meant for discussion only and will not be put forward for voting.

5. Ordinary Resolutions 1, 2 and 3 – Re-election of Directors

Pursuant to Article 87 of the Bank's Constitution, Mr Ho Hon Cheong, Mr Tan Chian Khong and Ms Susan Yuen Su Min retire by rotation and are eligible for re-election at the 39th AGM.

NOTICE OF 39TH ANNUAL GENERAL MEETING (CONT'D)

Both Mr Tan Chian Khong and Ms Susan Yuen Su Min have offered themselves for re-election at the 39th AGM. Shareholders' approval is sought for the re-election of Mr Tan Chian Khong and Ms Susan Yuen Su Min under Ordinary Resolution 1 and Ordinary Resolution 2 respectively.

Mr Ho Hon Cheong has expressed his intention not to seek re-election. Hence, he will retire as a Director of the Bank at the conclusion of the 39th AGM.

Ms Cheryl Khor Hui Peng, who was appointed as a Director of the Bank on 1 June 2021, retires pursuant to Article 93 of the Bank's Constitution and being eligible, has offered herself for re-election. Shareholders' approval is sought for the re-election of Ms Cheryl Khor under Ordinary Resolution 3.

The profiles of Directors seeking re-election are set out in the Statement Accompanying the Notice of 39th AGM.

6. Ordinary Resolutions 4 and 5 – Non-Executive Directors' Fees and Benefits

(i) Ordinary Resolution 4 – Payment of Directors' fees and Board Committees' fees from the 39th AGM to the next AGM

Shareholders' approval is sought for the proposed payment of Directors' and Board Committees' fees to Non-Executive Directors of the Bank from the 39th AGM to the next AGM based on the current fee structure below. If the proposed Ordinary Resolution 4 is passed at the 39th AGM, the payment of Directors' and Board Committees' fees will be made to the Non-Executive Directors on a quarterly basis after they have rendered their services to the Bank throughout the relevant period.

<u>Annual Directors' Fees</u>	
- Non-Executive Chairman	RM250,000
- Non-Executive Director	RM120,000
<u>Annual Board Committees' Fees</u>	
- Chairman	RM50,000
- Member	RM35,000

(ii) Ordinary Resolution 5 – Payment of Directors' benefits (other than Directors' fees and Board Committees' fees)

The Directors' benefits (other than Directors' fees and Board Committees' fees) comprise sitting allowances and other benefits for Non-Executive Directors, as set out below:

- (a) Sitting allowance – RM1,500 per meeting.
- (b) Any Non-Executive Director, including the Board Chairman, who retires from the Board upon completion of his/her term of service will be granted a retirement farewell gift of his/her choice for a value of up to RM10,000.
- (c) Other benefits include company car and driver allowance (for Chairman only), insurance coverage and other claimable benefits.

The total amount of Directors' benefits (other than Directors' fees and Board Committees' fees) payable to the Non-Executive Directors from the 39th AGM to the next AGM of the Bank is estimated based on various factors, including the estimated number of meetings for the Board and Board Committees during the period.

7. Ordinary Resolution 6 – Re-appointment of Auditors

Group Audit Committee ("Group AC") had, at its meeting held on 26 April 2021 assessed the performance and quality of audit services provided by PricewaterhouseCoopers PLT ("PwC") as well as its independence and objectivity taking into account Management's assessment on the criteria as prescribed by Bank Negara Malaysia in its Policy Document on External Auditor and was satisfied that PwC had met all the relevant criteria. Accordingly, the Group AC had recommended the re-appointment of PwC as the external auditors of the Bank for the financial year ending 31 March 2022.

The Board of Directors had, at its meeting held on 27 April 2021 approved the re-appointment of PwC as external auditors of the Bank as recommended by the Group AC.

Shareholders' approval is sought under Ordinary Resolution 6 for the re-appointment of PwC and the authority for the Directors to fix their remuneration in respect of the financial year ending 31 March 2022.

STATEMENT ACCOMPANYING NOTICE OF 39TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements)

- (i) No individual (other than the Directors standing for re-election) is standing for election as a Director at the 39th AGM of the Bank.
- (ii) The profiles of the Directors who are standing for re-election at the 39th AGM are set out below:

(a) Mr Tan Chian Khong

Independent Director
Chairman of the Group Audit Committee
Member of the Executive Committee
Singaporean/Male/Aged 65

Date of Appointment to the Board:

26 September 2017

Academic/Professional Qualifications:

- Bachelor of Accountancy, National University of Singapore
- Master of Business Administration, University of South Australia
- Master of International Environmental Management, University of Adelaide, Australia
- Member of the American Institute of Certified Public Accountants
- Fellow of the Institute of Singapore Chartered Accountants and of CPA Australia

Mr Tan Chian Khong has 35 years of experience in the audit industry. He was a partner at Ernst & Young LLP from July 1996 until his retirement in June 2016.

Mr Tan currently holds directorships in a number of companies listed on the Singapore Stock Exchange namely, Banyan Tree Holdings Ltd, CSE Global Limited, Hong Leong Asia Ltd and The Straits Trading Company Ltd.

Mr Tan is a Board member of SMRT Corporation Ltd and the Casino Regulatory Authority of Singapore, a statutory board in Singapore. He is a member of Rules Change Panel of Energy Market Company Pte Ltd and volunteers as an Honorary Executive Director of Trailblazer Foundation Ltd.

(b) Ms Susan Yuen Su Min

Independent Director
Chairman of the Group Nomination & Remuneration Committee
Chairman of the Group Sustainability Committee
Malaysian/Female/Aged 61

Date of Appointment to the Board:

15 October 2018

Academic/Professional Qualifications:

- Bachelor of Computer Science (Honours), University of London, United Kingdom

Ms Susan Yuen Su Min has over 30 years of working experience in the banking industry. She has served in a number of banking establishments including Maybank and HSBC Malaysia. She was also previously attached to the National Bank of Abu Dhabi Malaysia Berhad (NBAD) where she was the Regional CEO Asia and Country CEO Malaysia from 2014 to 2018. Prior to joining NBAD, she served as CEO of ANZ Banking Group in Hong Kong from 2009 to 2014.

Ms Susan Yuen serves as an Independent Director on the Boards of Press Metal Aluminium Holdings Berhad (listed on Bursa Malaysia) and Chubb Insurance Malaysia Berhad.

(c) Ms Cheryl Khor Hui Peng

Independent Director
Member of the Group Audit Committee
Member of the Group Sustainability Committee
Malaysian/Female/Aged 47

Date of Appointment to the Board:

1 June 2021

Academic/Professional Qualifications:

- Bachelor of Mathematics, University Putra Malaysia
- Member of the Malaysian Institute of Certified Public Accountants
- Member of the Malaysian Institute of Accountants
- Member of the Institute of Internal Auditors
- Member of the Malaysian Association of Risk and Insurance Management
- Faculty Member of the Institute of Corporate Directors Malaysia

Ms Cheryl Khor has more than 23 years of experience covering financial, operational and internal audits as well as governance, controls, sustainability, internal audit and risk assessments for clients across a broad range of industries.

She began her career in 1998 as a financial auditor and chartered accountant at Ernst & Young. Ms Cheryl Khor diversified her skill sets and breadth of experience when she joined Deloitte in 2013 where she led the Risk Advisory practice, complementing her chartered accountant experience with sustainability, governance and risk expertise. She was appointed as its Managing Director in 2014 and held the position until 2021. Whilst in Deloitte, she held numerous leadership positions culminating her career as the Asia Pacific Accounting and Internal Control Leader and was also elected onto the Deloitte South East Asia Board of Directors.

Ms Cheryl Khor serves as an Independent Director on the Boards of Hong Leong Industries Berhad and VSTECS Berhad, both listed on Bursa Malaysia and Chubb Insurance Malaysia Berhad.