



ALLIANCE BANK

Alliance Bank Malaysia Berhad 198201008390 (88103-W)

NOTICE OF 44TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 44th Annual General Meeting (“AGM”) of Alliance Bank Malaysia Berhad (“Alliance Bank” or “the Bank”) will be held at the Sabah Ballroom, Basement II, Shangri-La Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Wednesday, 29 July 2026 at 10.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2026 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation pursuant to Article 87 of the Bank’s Constitution:
 - Ms Susan Yuen Su Min **Ordinary Resolution 1**
 - Mr Lum Piew **Ordinary Resolution 2**
 - Ms Cheryl Khor Hui Peng **Ordinary Resolution 3**
- To approve the payment of Directors’ fees and Board Committees’ fees to Non-Executive Directors for the period from this AGM until the next AGM of the Bank. **Ordinary Resolution 4**
- To approve the payment of Directors’ benefits (other than Directors’ fees and Board Committees’ fees) of up to RM1,800,000 to Non-Executive Directors for the period from this AGM until the next AGM of the Bank. **Ordinary Resolution 5**
- To re-appoint PricewaterhouseCoopers PLT as Auditors of the Bank and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business

To consider and if thought fit, to pass the following resolution:

- Proposed Authority to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”)** **Ordinary Resolution 7**

“THAT subject to the Act, the Constitution of the Bank and the approval from relevant governmental/regulatory authorities, the Directors of the Bank be and are hereby empowered, pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Bank, at any time to such persons and upon such terms and conditions, and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Bank for the time being, AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Bank;

AND THAT pursuant to Section 85 of the Act to be read together with Article 54 of the Constitution of the Bank, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Bank to be offered new shares of the Bank ranking equally to the existing issued shares arising from any issuance of new shares in the Bank pursuant to Sections 75 and 76 of the Act.”
- 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

30 June 2026

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Notes:

1. Proxy

- 1.1 A member whose name appears on the General Meeting Record of Depositors as at 20 July 2026 shall be regarded as a member entitled to attend, participate, speak and vote at the meeting and 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.
- 1.2 A member other than an Exempt Authorised Nominee shall be entitled to appoint not more than two proxies to attend, participate, speak and vote at the same meeting.
- 1.3 Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 1.4 Where a member 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.
- 1.5 If the appointer is a corporation, the Form of Proxy must be executed under its common seal or by at least two authorised officers, one of whom shall be a director (or in the case of a sole director, by that director in the presence of a witness who attests the signature) or under the hand of an officer or attorney duly authorised.
- 1.6 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 with our Share Registrar, ShareWorks Sdn Bhd, at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or lodged electronically at <https://web.vote2u.my> (applicable to individual members only) not less than 48 hours before the time set for holding the AGM, or any adjournment thereof. All instruments appointing a proxy must be deposited with ShareWorks Sdn Bhd no later than 10 am on Monday, 27 July 2026. Please follow the procedures provided in the Administrative Guide of the AGM to lodge the Form of Proxy electronically.
- 1.7 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 the 44th AGM and any adjournment thereof.

2. 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 44th AGM of the Bank shall be put to the vote by way of a poll.

3. Audited Financial Statements for the financial year ended 31 March 2026

This Agenda item is laid before the 44th 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.

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

Shareholders’ approval is sought for the re-election of the following Directors:

- (i) Ms Susan Yuen Su Min (Ordinary Resolution 1)
- (ii) Mr Lum Piew (Ordinary Resolution 2)
- (iii) Ms Cheryl Khor Hui Peng (Ordinary Resolution 3)

Ms. Susan Yuen Su Min, Mr Lum Piew and Ms. Cheryl Khor Hui Peng retire pursuant to Article 87 of the Bank’s Constitution and being eligible, have offered themselves for re-election at the 44th AGM.

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The Group Nomination and Remuneration Committee, having assessed the performance and contribution of each of the aforesaid Directors, was satisfied with the effectiveness of each of them in supporting the Board in carrying out its ultimate responsibility of maximisation of shareholder value and safeguarding stakeholder interest.

Accordingly, the Board recommends that members vote in favour of the Ordinary Resolutions on the re-election of Ms Susan Yuen Su Min, Mr Lum Piew and Ms Cheryl Khor Hui Peng respectively.

The profiles of Directors seeking re-election are set out in the Statement Accompanying Notice of 44th AGM.

5. Ordinary Resolutions 4 & 5 – Non-Executive Directors' Remuneration

(i) Ordinary Resolution 4 – Payment of Directors' fees and Board Committees' fees to Non-Executive Directors for the period from this AGM until the next AGM of the Bank

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

Description	As approved at the 43 rd AGM
<u>Annual Directors' Fees</u>	
- Chairman	RM400,000
- Member	RM180,000
<u>Annual Board Committees' Fees</u>	
- Chairman	RM65,000
- Member	RM45,000

(ii) Ordinary Resolution 5 – Payment of Directors' benefits (other than Directors' fees and Board Committees' fees) of up to RM1,800,000 to Non-Executive Directors for the period from this AGM until the next AGM of the Bank

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

- (a) Sitting allowance – RM2,500 per meeting.
- (b) 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 is estimated based on various factors, including the estimated frequency of meetings for the Board and Board Committees during the period.

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6. Ordinary Resolution 6 – Re-appointment of Auditors

The Group Audit Committee (“Group AC”) had at its meeting held on 24 April 2026 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 (“BNM”) in its Policy Document on External Auditor and was satisfied that PwC had met all the relevant criteria.

Having satisfied itself with PwC’s performance and fulfilment of criteria as set out in BNM’s Policy Document on External Auditor, the Group AC had recommended the re-appointment of PwC as the External Auditors of the Bank.

The Board had at its meeting held on 29 April 2026 approved the proposed re-appointment of PwC as External Auditors of the Bank as recommended by the Group AC for shareholders’ approval at the 44th AGM of the Bank.

Shareholders’ approval is also sought under Ordinary Resolution 6 to authorise the Directors to fix the External Auditors’ remuneration.

7. Ordinary Resolution 7 – Proposed Authority to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

Resolution 7 is a proposed new general mandate to authorise the Directors of the Bank to issue and allot shares in the Bank at any time, provided that the aggregate number of shares to be issued pursuant to this mandate does not exceed ten per centum (10%) of the total number of issued shares of the Bank. This authority, unless revoked or varied by the Bank in a general meeting, will expire at the conclusion of the next AGM of the Bank.

Please refer to the Statement Accompanying Notice of 44th AGM for further details of the Proposed General Mandate.

STATEMENT ACCOMPANYING NOTICE OF 44TH ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD
MAIN MARKET LISTING REQUIREMENTS)

1. DIRECTOR SEEKING ELECTION AT THE 44TH AGM

- (i) No individual is seeking election as a Director at the 44th AGM of the Bank.
- (ii) The profiles of the Directors who are standing for re-election at the 44th AGM are set out below:

(a) **Susan Yuen Su Min**

Independent Director
Chairman of the Group Nomination & Remuneration Committee
Chairman of the Group Sustainability Committee
Age 66/Malaysian/Female

Date of Appointment to the Board of Alliance Bank:

15 October 2018

Qualification:

- 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 serves as an Independent Director of Batu Kawan Berhad and Press Metal Aluminium Holdings Berhad which are listed on Bursa Malaysia. She is also an Independent Director of Chubb Insurance Malaysia Berhad.

(b) **Lum Piew**

Independent Director
Chairman of the Group Information Technology Committee
Member of the Group Risk Management Committee
Age 56/Malaysian/Male

Date of Appointment to the Board of Alliance Bank:

1 July 2020

Qualification:

- Bachelor of Science (Computer and Information Sciences), National University of Singapore, Singapore

Mr Lum Piew has over 32 years of experience in the consulting and technology industry. He began his career as a consultant at Andersen Consulting (renamed to Accenture in 2001) in 1992. By 2004, he had risen through the ranks to become Managing Director in the Communications, Media and Technology Industry Group. His experience covers management consulting, system integration, outsourcing, and digital transformation serving clients across telecommunications, media and internet companies. He held the position until his retirement in 2016.

Mr Lum is a Non-Independent Non-Executive Director of Cloudaron Group Berhad which is listed on Bursa Malaysia.

(c) **Cheryl Khor Hui Peng**

Independent Director
Member of the Group Audit Committee
Member of the Group Information Technology Committee
Member of the Group Sustainability Committee
Age 51/Malaysian/Female

Date of Appointment to the Board of Alliance Bank:

1 June 2021

STATEMENT ACCOMPANYING NOTICE OF 44TH ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD
MAIN MARKET LISTING REQUIREMENTS)

Qualification:

- Bachelor of Mathematics, University Putra Malaysia
- Member of the Malaysian Institute of Certified Public Accountants
- Member of the Malaysian Institute of Accountants
- Fellow and Faculty Member of the Institute of Corporate Directors Malaysia

Ms Cheryl Khor has more than 25 years of experience covering financial, operational and internal audits as well as governance, controls, sustainability, 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 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 to the Deloitte South East Asia Board of Directors.

Ms Khor serves as an Independent Director of Kuala Lumpur Kepong Berhad and Hong Leong Industries Berhad which are listed on the Main Market of Bursa Malaysia. She is also an Independent Director of Chubb Insurance Malaysia Berhad, Leader Energy Group Berhad, RAM Holdings Berhad and MCIS Insurance Berhad respectively.

The Directors who are standing for re-election:

- Do not hold any shares in Alliance Bank;
- Do not have any family relationship with the other Directors and/or major shareholders of Alliance Bank;
- Do not have any conflict of interest or potential conflict of interest, including interest in any competing business with Alliance Bank or its subsidiaries;
- Have not been convicted of any offences within the past five (5) years (other than traffic offences) as at 31 March 2026; and
- Have not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 March 2026.

2. AUTHORITY FOR DIRECTORS OF THE BANK TO ISSUE AND ALLOT ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The proposed Ordinary Resolution 7, if passed, will give authority to the Directors of the Bank, pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), to allot and issue new ordinary shares in the Bank, from the date of the forthcoming 44th AGM until the next AGM, provided that the aggregate number of shares to be issued pursuant to this authority shall not exceed ten per centum (10%) of the total number of issued shares of the Bank.

This authority will constitute a new general mandate for the Directors to issue new ordinary shares from time to time, as and when the need arises, without having to convene additional general meetings, thereby reducing administrative time and costs.

The general mandate will give the Bank flexibility to raise funds for purposes including, but not limited to, funding of working capital, future investments and/or acquisitions or other business opportunities which the Directors consider to be in the best interest of the Bank.

The general mandate will also enable the Bank to respond promptly to capital needs, including strengthening or restoring the Bank's capital position to comply with regulatory requirements.

Pursuant to Section 85 of the Act and in conjunction with Article 54 of the Constitution of the Bank, Ordinary Resolution 7 also seeks shareholders' approval for the waiver of the statutory pre-emptive rights of the shareholders of the Bank to be offered new ordinary shares ranking equally with the existing issued shares arising from any issuance of new shares under Sections 75 and 76 of the Act.

This authority, unless revoked or varied by the Bank in a general meeting, will lapse at the conclusion of the next AGM of the Bank, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.