

# Notice of Twentieth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of AMMB Holdings Berhad (the “Company”) will be held at Manhattan II, Level 14, Berjaya Times Square Hotel & Convention Centre, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Thursday, 18 August 2011 at 10:00 a.m. for the following purposes:

Item	Agenda	Resolution
<b>AS ORDINARY BUSINESS</b>		
1.	To receive the Audited Financial Statements for the financial year ended 31 March 2011 and the Reports of the Directors and Auditors thereon.	
2.	To approve a final single tier dividend of 12% for the financial year ended 31 March 2011.	Resolution No. 1
3.	To approve the payment of Directors’ fees of RM72,000.00 per annum for each Director for the financial year ended 31 March 2011.	Resolution No. 2
4.	To re-elect the following Directors who retire by rotation pursuant to Article 89 of the Company’s Articles of Association:	
	a. Y Bhg Tan Sri Datuk Dr Aris Osman @ Othman	Resolution No. 3
	b. Mr Cheah Tek Kuang	Resolution No. 4
	c. Dr Robert John Edgar	Resolution No. 5
5.	To re-elect Y Bhg Datuk Rohana Mahmood who retires pursuant to Article 97 of the Company’s Articles of Association.	Resolution No. 6
6.	To consider and if thought fit, to pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:	
6.1	“THAT Y Bhg Tan Sri Azman Hashim, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting.”	Resolution No. 7
6.2	“THAT Y A Bhg Tun Mohammed Hanif Omar, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting.”	Resolution No. 8
6.3	“THAT Y Bhg Dato’ Izhah Mahmud, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting.”	Resolution No. 9
7.	To re-appoint Messrs Ernst & Young, the retiring Auditors, and to authorise the Directors to determine their remuneration.	Resolution No. 10
<b>AS SPECIAL BUSINESS</b>		
To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:		
8.	<b>Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, Pursuant to the Company’s Executives’ Share Scheme</b> “THAT pursuant to the Company’s Executives’ Share Scheme (“ESS”) as approved at the Extraordinary General Meeting of the Company held on 26 September 2008, the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company from time to time as may be required for the purpose of the ESS, provided that the total number of new and existing ordinary shares in the Company to be allotted and issued and/or transferred, as the case may be, under the ESS, shall not exceed ten percent (10%) in aggregate of the total issued and paid-up ordinary share capital of the Company at any point of time throughout the duration of the ESS.”	Resolution No. 11
9.	<b>Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company to Mr Cheah Tek Kuang, the Group Managing Director of the Company, Pursuant to the Company’s Executives’ Share Scheme</b> “THAT subject to the passing of the Ordinary Resolution No. 11 above, the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company to Mr Cheah Tek Kuang, the Group Managing Director of the Company, from time to time pursuant to the Executives’ Share Scheme as approved at the Extraordinary General Meeting of the Company held on 26 September 2008 and in accordance with the By-Laws as set out in Appendix I to the Circular to Shareholders dated 4 September 2008.”	Resolution No. 12
10.	<b>Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, for the Purpose of the Company’s Dividend Reinvestment Plan</b> “THAT the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company from time to time as may be required for the purpose of the Company’s Dividend Reinvestment Plan as approved at the Extraordinary General Meeting of the Company held on 2 September 2010, which gives the shareholders of the Company the option to elect to reinvest their cash dividend entitlements in new ordinary shares of the Company.	Resolution No. 13

Item	Agenda	Resolution
11.	<b>Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965</b> “THAT subject to the approvals from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Board of Directors pursuant to Section 132D of the Companies Act, 1965 to issue shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors, may, in their discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being.”	Resolution No. 14
12.	To transact any other business of which due notice shall have been received.	

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the final single tier dividend of 12% for the financial year ended 31 March 2011, if approved by the shareholders at the Twentieth Annual General Meeting, will be paid on 8 September 2011 to shareholders whose names appear in the Record of Depositors on 25 August 2011.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 25 August 2011 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**KOID PHAIK GUNN** (MAICSA 7007433)  
Group Company Secretary

Kuala Lumpur  
27 July 2011

### Notes:

- A shareholder of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy or an attorney need not be a shareholder of the Company. Under Section 149(1) of the Companies Act, 1965, if a proxy is not a shareholder, he must be an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.
- An Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, may appoint one proxy in respect of each securities account held with ordinary shares of the Company standing to the credit of the securities account. The proxy so appointed shall be the beneficial owner of the shares in the said securities account or a person as provided under Section 149(1) of the Companies Act, 1965.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing the proxy must be deposited at the Registered Office of the Company at 22nd Floor, Bangunan AmBank Group, No. 55 Jalan Raja Chulan, 50200 Kuala Lumpur not less than 48 hours before the time appointed for holding the Annual General Meeting (“AGM”).  
The last day and time for lodging the Form of Proxy is Tuesday, 16 August 2011 at 10:00 a.m.
- Only Members whose names appear on the general meeting Record of Depositors of the Company as at 11 August 2011 shall be eligible to attend the AGM.
- Note to Resolutions No. 11 and No. 12 – Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, Pursuant to the Company's Executives' Share Scheme and Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company to Mr Cheah Tek Kuang, the Group Managing Director of the Company, Pursuant to the Company's Executives' Share Scheme**  
At the Extraordinary General Meeting (“EGM”) of the Company held on 26 September 2008, the shareholders of the Company had, inter alia, approved and authorised the Directors of the Company to:-

- allot and issue such number of new ordinary shares of the Company (“New Scheme Shares”) from time to time as may be required for the purpose of the the Company's Executives' Share Scheme (“ESS”), provided that the total number of new and existing ordinary shares in the Company to be allotted and issued and/or transferred, as the case may be, under the ESS shall not exceed fifteen percent (15%) in aggregate of the total issued and paid-up ordinary share capital of the Company at any point of time throughout the duration of the ESS; and
- allot and issue such number of New Scheme Shares to Mr Cheah Tek Kuang, the Group Managing Director of the Company, from time to time in accordance with the By-Laws as set out in Appendix I to the Circular to Shareholders dated 4 September 2008.

For further information, please refer to the Circular to the Shareholders dated 4 September 2008.

The aforesaid authority conferred will expire at the conclusion of the AGM of the Company which will be held on 18 August 2011.

In accordance with By-Law 23, the Board of Directors, on the recommendation of the ESS Committee, have resolved that the total number of new and existing ordinary shares in the Company to be allotted and issued and/or transferred, as the case may be, under the ESS shall not exceed ten percent (10%) in aggregate of the total issued and paid-up ordinary share capital of the Company at any point of time throughout the duration of the ESS, as opposed to the previous fifteen percent (15%) limit. The By-Laws have been amended accordingly.

In that connection, the Company hereby seeks the shareholders' approval at the forthcoming AGM to renew the shareholders' mandates/approvals for the Directors of the Company to allot and issue the New Scheme Shares on the same terms and conditions as approved at the EGM save that the total number of New Scheme Shares to be allotted and issued and/or transferred, as the case may be, under the ESS shall not exceed ten percent (10%) in aggregate of the total issued and paid-up ordinary share capital of the Company at any point of time throughout the duration of the ESS.

The authority conferred by such renewed mandates/approvals will be effective from the date of the forthcoming AGM and, unless revoked or varied at a general meeting, will expire at the next AGM.

### (7) Note to Resolution No. 13 - Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, for the Purpose of the Company's Dividend Reinvestment Plan

The proposed Ordinary Resolution No. 13, if passed, will empower the Directors of the Company to issue new ordinary shares pursuant to the terms and conditions of the Company's Dividend Reinvestment Plan (“DRP”) which are contained in the DRP Statement set out in Appendix I to the Circular to Shareholders dated 11 August 2010 (as may be amended in accordance with the provisions of the said DRP).

The authority conferred by such renewed mandate/authority will be effective from the date of the forthcoming AGM and unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

The Directors of the Company have not allotted, or issued any ordinary shares pursuant to the authority given by the shareholders at the EGM held on 2 September 2010.

### (8) Note to Resolution No. 14 - Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

Ordinary Resolution No. 14, if passed, will give the Directors of the Company, from the date of the forthcoming AGM, authority to allot and issue ordinary shares from the unissued share capital of the Company up to an aggregate amount not exceeding ten percent (10%) of the issued share capital of the Company for the time being, as and when the need or business opportunities arise which the Directors consider would be in the interest of the Company and/or in connection with proposals previously approved by the shareholders for issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The Directors of the Company did not allot, or issue ordinary shares pursuant to the authority given by the shareholders at the previous AGM.