### **AMMB Holdings Berhad**

[Registration No. 199101012723 (223035-V)] (Incorporated in Malaysia)

MINUTES OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING ('AGM' or 'the Meeting') OF AMMB HOLDINGS BERHAD ('AMMB' or 'the Company') HELD AND BROADCASTED LIVE FROM THE GRAND BALLROOM, FIRST FLOOR, SIME DARBY CONVENTION CENTRE, 1A JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR ON WEDNESDAY, 20 AUGUST 2025 AT 10.00 A.M.

**DIRECTORS** Tan Sri Md Nor bin Md Yusof

(Chairman, Independent Non-Executive Director)

Mr Soo Kim Wai

(Non-Independent Non-Executive Director)

Mr Jeyaratnam A/L Tamotharam Pillai

(Senior Independent Non-Executive Director)

Puan Farina binti Farikhullah Khan (Independent Non-Executive Director)

Mr Hong Kean Yong

(Independent Non-Executive Director)

Dato' Kong Sooi Lin

(Independent Non-Executive Director)

Mr U Chen Hock

(Independent Non-Executive Director)

Puan Sharifatu Laila binti Syed Ali (Independent Non-Executive Director)

Ms Chan Siew Mei

(Independent Non-Executive Director)

SENIOR MANAGEMENT Mr Ling Fou-Tsong @ Jamie Ling ('Mr Jamie Ling')

(Group Chief Executive Officer ('Group CEO'))

Ms Phuah Shok Cheng

(Group Chief Financial Officer ('Group CFO'))

GROUP COMPANY SECRETARY Ms Koid Phaik Gunn

(Group Company Secretary)

OTHERS (BY INVITATION) Mr Chan Hooi Lam ('Mr Chan')

(Representative from Messrs. Ernst & Young PLT)

Mr Krishman Varges

(Moderator from Deloitte Business Advisory Sdn Bhd)

Mr Chuah Poo Sian

(Scrutineer from Coopers Professional Scrutineers Sdn

Bhd)

#### 34/1 ATTENDANCE

In addition to members of the Board of Directors ('the Board') and Senior Management present, the attendance (including physical and virtual participants) at the AGM were as follow:

- 1,144 shareholders
- 300 proxies

The attendance of shareholders and proxies was as set out in the Attendance Details.

#### 34/2 CHAIRMAN'S WELCOME REMARKS

Tan Sri Md Nor bin Md Yusof, the Chairman of the Board of Directors of the Company ('Board') ('Chairman'), welcomed the shareholders and proxies that were present physically and those who logged in virtually for the Meeting. The Meeting was called to order at 10.00 a.m.

The Chairman notified that the Group achieved good performance for financial year ended 31 March 2025 ('FY2025'), and this had enabled the Company to increase its dividend payout. The Group's capital base had been strengthened to a level of among the best in the banking sector and its balance sheet demonstrated considerable resilience and capacity to underwrite its growth, going forward. All of that augured well as the Group marked a significant milestone in its corporate journey.

The Chairman wished to extend the Board's appreciation to Mr Seow Yoo Lin, who retired in June 2025 upon completing his 9-year tenure with the Group. Mr Seow served as the Senior Independent Director of the Company and the Chairman of AmBank (M) Berhad, a wholly-owned subsidiary of the Company. The Chairman also recorded the Board's appreciation to Ms Felicity Ann Youl, who resigned in April 2025 upon the end of term of Bank Negara Malaysia's approved tenure. The contributions of both the Directors had been most invaluable.

The Chairman welcomed the newly appointed Directors, namely Mr Jeyaratnam A/L Tamotharam Pillai, Mr U Chen Hock, Puan Sharifatu Laila binti Syed Ali and Ms Chan Siew Mei. The Board looked forward to the collective diverse experience and expertise of the newly appointed Directors to further enhance the capacity of the Board.

The Group was also privileged to have the continued counsel from YBhg. Tan Sri Azman Hashim ('Tan Sri Azman'), the Company's Chairman Emeritus/Honorary Adviser. He added that in 2025, the Group marked its 50<sup>th</sup> anniversary since its founding and expressed the honour of having the founding member, Tan Sri Azman to mark the significant milestone of the Group.

The Chairman introduced members of the Board, the Group CEO, the Group CFO, the Group Company Secretary and the representative from Messrs. Ernst & Young PLT, the Company's external auditors. Aside from the Group CEO and the Group CFO, the Senior Management team also joined the meeting physically.

The Chairman further informed the shareholders and proxies present that AMMB had appointed Deloitte Business Advisory Sdn Bhd ('Deloitte') as the independent Moderator to stream questions raised by shareholders during the AGM as well as the pre-submitted questions emailed to the Group's Investor Relations or via Boardroom Smart Investor portal.

#### 34/3 QUORUM AND PROXY

The Chairman called upon the Group Company Secretary to confirm the presence of a quorum. The Group Company Secretary confirmed that in accordance with Clause 74 of the Company's Constitution, the quorum for the AGM was present.

The Group Company Secretary further reported that a total of 1,065 proxy forms were received, representing 67.85% or 2,244,883,334 of the total issued shares (exclude treasury shares) of the Company.

The Chairman encouraged shareholders to download AMMB's Integrated Annual Report and Share Buy-Back Statement from the Company's website in support of AMMB's green effort.

### 34/4 NOTICE OF MEETING

The Chairman stated that the Notice of the 34<sup>th</sup> AGM, which was circulated to all shareholders and advertised in The Star newspaper on 18<sup>th</sup> July 2025, was taken as read.

#### 34/5 GENERAL INSTRUCTIONS ON VOTING PROCEDURES

The Chairman informed the shareholders and proxies present that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a listed issuer must ensure that any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, be voted by poll electronically.

In that regard, the Chairman stated that shareholders and proxies could submit their votes for Ordinary Resolutions 1 to 13 as set out in the AGM notice at any time from the commencement of the 34<sup>th</sup> AGM at 10.00 a.m. or during the voting session.

For the purpose of poll voting, the Company had appointed:

- a) Boardroom Share Registrars Sdn Bhd ('Boardroom') as the Poll Administrator to conduct the poll voting remotely; and
- b) Coopers Professional Scrutineers Sdn Bhd as the Scrutineer to verify and validate the poll results.

A video was played to demonstrate to the shareholders and proxies who were present at the AGM physically and virtually on the use of the meeting platform and the process of online voting via the Boardroom Smart Investor portal.

#### 34/6 GROUP CHIEF EXECUTIVE OFFICER PRESENTATION

The Chairman invited Mr Jamie Ling, the Group CEO to give a brief presentation to the shareholders and proxies covering the following areas:

- a) Winning Together strategy for financial year ended 31 March 2025 ('FY2025') to financial year ending 31 March 2029 ('FY2029') ('WT29 strategy').
- b) Value Delivered
- c) Results for FY2025
- d) Financial Results and Outlook for the first quarter of financial year ending 31 March 2026 ('Q1FY2026')
- e) Brand Reinforcement

For the benefit of the shareholders and proxies present, the Group CEO presented the questions raised by Employees Provident Fund ('EPF'), Permodalan Nasional Berhad ('PNB'), Minority Shareholders Watch Group ('MSWG') which were received before the AGM. The corresponding responses were as set out in *Appendix 1* to the Minutes.

### ORDINARY BUSINESS (AGENDA 1 - 5)

# 34/7 AGENDA 1: AUDITED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITORS FOR FINANCIAL YEAR ENDED 31 MARCH 2025

The Chairman stated that the first item on the agenda was to receive the audited financial statements ('AFS') of the Company for FY2025 and the Reports of the Directors and Auditors thereon.

The AFS for FY2025 and the Reports of the Directors and Auditors were taken as received and tabled at the 34<sup>th</sup> AGM by the shareholders and proxies present.

The Chairman explained to the shareholders and proxies that the AFS for FY2025 tabled at the Meeting were for discussion and not for shareholders' approval. Hence, it was not put forth for voting.

# 34/8 AGENDA 2: PAYMENT OF DIRECTORS' FEES FOR FINANCIAL YEAR ENDED 31 MARCH 2025

The Chairman proceeded to Ordinary Resolution 1 which was to seek shareholders' approval for the payment of Directors' fees for FY2025.

Ordinary Resolution 1 on the payment of Directors' fees of RM1,585,343 for FY2025 was duly proposed by Ms Linda Chin Woon Fui and seconded by Mr Kow Lih Shi.

# 34/9 AGENDA 3: BENEFITS PAYABLE TO DIRECTORS (EXCLUDING DIRECTORS' FEES) FOR THE PERIOD FROM 20 AUGUST 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman stated that the benefits payable to the Directors (excluding Directors' fees) would be up to an aggregate amount of RM2,100,000 for the period from 20 August 2025 until the next AGM of the Company.

Ordinary Resolution 2 on the benefits payable to the Directors (excluding Directors' fees) up to an aggregate amount of RM2,100,000 as recommended by the Board for the period from 20 August 2025 until the next AGM of the Company was tabled to the Meeting.

Ordinary Resolution 2 on the benefits payable to the Directors was duly proposed by Mr Chin Yoong Chee and seconded by Mr Koay Chew Bin.

# 34/10 AGENDA 4: RE-ELECTION OF DIRECTORS RETIRING BY ROTATION PURSUANT TO CLAUSE 94 OF THE COMPANY'S CONSTITUTION

As Ordinary Resolution 3 was on the re-election of Tan Sri Md Nor bin Md Yusof ('Tan Sri Md Nor'), Mr Jeyaratnam A/L Tamotharam Pillai ('Mr Jeyaratnam') took over the Chair for this segment of the Meeting.

Mr Jeyaratnam stated that Tan Sri Md Nor retired by rotation in accordance with Clause 94 of the Company's Constitution and being eligible offered himself for reelection under Ordinary Resolution 3.

The profile of Tan Sri Md Nor was set out on page 149 of the 2025 Integrated Annual Report of the Company.

Ordinary Resolution 3 on the re-election of Tan Sri Md Nor was duly proposed by Mr Sau Chin Yan and seconded by Mr Lim San Kim.

Mr Jeyaratnam thereafter handed the Chair back to the Chairman to resume the conduct of the Meeting.

The Chairman stated that two (2) Directors retired by rotation in accordance with Clause 94 of the Company's Constitution and being eligible offered themselves for re-election under the following resolutions: -

- i) Mr Hong Kean Yong ('Mr Hong') Ordinary Resolution 4
- ii) Dato' Kong Sooi Lin ('Dato' Kong') Ordinary Resolution 5

The profiles of Mr Hong and Dato' Kong were set out on pages 153 and 154 of the 2025 Integrated Annual Report of the Company.

Ordinary Resolution 4 on the re-election of Mr Hong was duly proposed by Ms Juliana Jong Lee Na and seconded by Mr Lim San Kim.

Ordinary Resolution 5 on the re-election of Dato' Kong was duly proposed by Ms Foong Yoke Har and seconded by Mr Lim Kien Hock.

# 34/11 AGENDA 5: RE-ELECTION OF DIRECTORS RETIRING PURSUANT TO CLAUSE 102 OF THE COMPANY'S CONSTITUTION

The Chairman stated that the following four (4) Directors who were appointed as Directors during the financial year and retired pursuant to Clause 102 of the Company's Constitution, had offered themselves for re-election under the following resolutions: -

- i) Mr Jeyaratnam A/L Tamotharam Pillai ('Mr Jeyaratnam') Ordinary Resolution 6
- ii) Mr U Chen Hock ('Mr U') Ordinary Resolution 7
- iii) Puan Sharifatu Laila binti Syed Ali ('Puan Sharifatu') Ordinary Resolution 8
- iv) Ms Chan Siew Mei ('Ms Chan') Ordinary Resolution 9

The profiles of Mr Jeyaratnam, Mr U, Puan Sharifatu and Ms Chan were set out on pages 151, 155, 156 and 157 of the 2025 Integrated Annual Report.

Ordinary Resolution 6 on the re-election of Mr Jeyaratnam was duly proposed by Mr Lee Poh Woh and seconded by Ms Juliana Jong Lee Na.

Ordinary Resolution 7 on the re-election of Mr U was duly proposed by Ms Linda Chin Woon Fui and seconded by Mr Lim San Kim.

Ordinary Resolution 8 on the re-election of Puan Sharifatu was duly proposed by Mr Yap Hong Choon and seconded by Puan Maimon Binti Sheik Allaudin.

Ordinary Resolution 9 on the re-election of Ms Chan was duly proposed by Ms Ooi Choi Mei and seconded by Mr Yap Hong Choon.

#### 34/12 AGENDA 6: RE-APPOINTMENT OF AUDITORS

The Chairman stated that after due assessment, the Board concurred with the recommendation of the Audit and Examination Committee on the re-appointment of Messrs. Ernst & Young PLT as Auditors of the Company for FY2026.

The Auditors, Messrs. Ernst & Young PLT had given their consent for re-appointment as Auditors of the Company and Bank Negara Malaysia had, vide its letter dated 10 June 2025, given its approval on the re-appointment.

Ordinary Resolution 10 on the re-appointment of Messrs. Ernst & Young PLT as Auditors of the Company and authority for the Directors to determine their remuneration was duly proposed by Ms Ooi Choi Mei and seconded by Ms Lee Poh Woh.

#### SPECIAL BUSINESS (AGENDA 7 - 10)

# 34/13 AGENDA 7: RENEWAL OF AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY FOR THE PURPOSE OF THE COMPANY'S DIVIDEND REINVESTMENT PLAN

The Chairman informed the shareholders and proxies that the first agenda under Special Business was a resolution to give authority to the Directors of the Company to allot and issue such number of new ordinary shares in the Company for the purpose of the Company's Dividend Reinvestment Plan ('DRP').

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

Ordinary Resolution 11 on the renewal of authority for the Directors of the Company to allot and issue new ordinary shares in the Company for the purpose of the Company's DRP was duly proposed by Ms Wong Kim Lan and seconded by Ms Linda Chin Woon Fui.

# 34/14 AGENDA 8: AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Chairman stated that the mandate would enable the Directors of the Company to issue shares as and when the need or business opportunities arise, which the Directors consider would be in the interest of the Company and the shareholders.

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

Ordinary Resolution 12 on the authority for the Directors of the Company to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016 was duly proposed by Puan Maimon Binti Sheik Allaudin and seconded by Ms Juliana Jong Lee Na.

## 34/15 AGENDA 9: RENEWAL OF AUTHORITY FOR THE PURCHASE BY THE COMPANY OF ITS OWN ORDINARY SHARES

The Chairman stated that the aggregate number of ordinary shares which might be purchased and/or held by the Company should not exceed three percent (3%) of the total number of issued shares of the Company at any point in time.

The Chairman reported that since the last AGM in August 2024 and up to 30 June 2025, 10,327,000 shares had been bought back by the Company using internal funds. During the preceding 12 months and up to 30 June 2025 a total of 5,543,800 of the shares bought back had been transferred to eligible employees under AMMB Executives' Share Scheme. As at to-date, 5,787,400 shares were retained as treasury shares.

Ordinary Resolution 13 on the renewal of authority for the Company to purchase its own ordinary shares was duly proposed by Mr Chee Sai Mun and seconded by Mr Koay Chew Bin.

#### 34/16 ANY OTHER BUSINESS

The Chairman stated that no notice had been received by the Company to consider any other business at the Meeting.

### 34/17 QUESTIONS & ANSWERS ('Q&A') SESSION

As all resolutions had been tabled, the Chairman proceeded with the Q&A session and invited questions from the shareholders and proxies.

Deloitte, the independent Moderator appointed by the Company for the AGM, had gone through the questions submitted virtually by the shareholders/ proxies, and the responses for the questions received from the physical and virtual participants were provided by the Group CEO, the Chairman, Dato' Kong and Mr Chan, representative from Messrs. Ernst & Young PLT. A summary of the questions raised during the Meeting together with the corresponding responses as set out in *Appendix 2* to the Minutes.

#### 34/18 VOTING SESSION

The Chairman announced the close of registration and the Q&A session.

The Chairman informed the shareholders and proxies that he had been appointed to act as proxy for several shareholders and he would vote in accordance with the instructions given.

The Chairman announced the commencement of the voting session and that shareholders and proxies who had yet to vote would be given ten (10) minutes to cast their votes. The Chairman further announced that upon the closure of the voting session, the independent Scrutineer would take approximately 15 minutes to tabulate and verify the votes casted. The Meeting was adjourned at 1.05 p.m. for the voting session and verification of votes to take place.

#### 34/19 ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to order at 1.35 p.m. to announce the results of the poll.

### 19.1 Directors' fees for Financial Year Ended 31 March 2025

The Chairman announced the poll result in respect of Ordinary Resolution 1 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1	2,250,342,877	99.9788	476,300	0.0212

The Chairman declared that Ordinary Resolution 1 was duly passed as follows:

THAT the Directors' fees of RM1,585,343 for financial year ended 31 March 2025 be approved for payment.

# 19.2 Benefits payable to Directors (excluding Directors' fees) for the period from 20 August 2025 until the next Annual General Meeting of the Company

The Chairman announced the poll result in respect of Ordinary Resolution 2 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 2	2,250,064,238	99.9760	540,443	0.0240

The Chairman declared that Ordinary Resolution 2 was duly passed as follows:

THAT the benefits payable to the Directors (excluding Directors' fees) up to an aggregate amount of RM2,100,000 for the period from 20 August 2025 until the next Annual General Meeting of the Company be approved.

- 19.3 Re-election of Directors Retiring by Rotation pursuant to Clause 94 of the Company's Constitution
- 19.3.1 The Chairman announced the poll result in respect of Ordinary Resolution 3 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 3	2,220,255,631	99.9864	301,062	0.0136

The Chairman declared that Ordinary Resolution 3 was duly passed as follows:-

THAT Tan Sri Md Nor bin Md Yusof, who retired by rotation pursuant to Clause 94 of the Company's Constitution, be re-elected as a Director of the Company.

19.3.2 The Chairman announced the poll result in respect of Ordinary Resolution 4 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 4	2,250,306,914	99.9806	436,163	0.0194

The Chairman declared that Ordinary Resolution 4 was duly passed as follows:

THAT Mr Hong Kean Yong, who retired by rotation pursuant to Clause 94 of the Company's Constitution, be re-elected as a Director of the Company.

19.3.3 The Chairman announced the poll result in respect of Ordinary Resolution 5 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5	2,218,790,992	98.5809	31,941,100	1.4191

The Chairman declared that Ordinary Resolution 5 was duly passed as follows:

THAT Dato' Kong Sooi Lin, who retired by rotation pursuant to Clause 94 of the Company's Constitution, be re-elected as a Director of the Company.

- 19.4 Re-election of Directors Retiring pursuant to Clause 102 of the Company's Constitution
- 19.4.1 The Chairman announced the poll result in respect of Ordinary Resolution 6 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 6	2,250,564,337	99.9929	160,906	0.0071

The Chairman declared that Ordinary Resolution 6 was duly passed as follows:

THAT Mr Jeyaratnam A/L Tamotharam Pillai, who was appointed during the financial year and retired pursuant to Clause 102 of the Company's Constitution be hereby re-elected as Director of the Company.

19.4.2 The Chairman announced the poll result in respect of Ordinary Resolution 7 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 7	2,250,581,173	99.9934	149,020	0.0066

The Chairman declared that Ordinary Resolution 7 was duly passed as follows:

THAT Mr U Chen Hock, who was appointed during the financial year and retired pursuant to Clause 102 of the Company's Constitution be hereby re-elected as Director of the Company.

19.4.3 The Chairman announced the poll result in respect of Ordinary Resolution 8 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 8	2,250,540,837	99.9917	186,804	0.0083

The Chairman declared that Ordinary Resolution 8 was duly passed as follows:

THAT Puan Sharifatu Laila binti Syed Ali, who was appointed during the financial year and retired pursuant to Clause 102 of the Company's Constitution be hereby re-elected as Director of the Company.

19.4.4 The Chairman announced the poll result in respect of Ordinary Resolution 9 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 9	2,250,627,473	99.9954	103,120	0.0046

The Chairman declared that Ordinary Resolution 9 was duly passed as follows:

THAT Ms Chan Siew Mei, who was appointed during the financial year and retired pursuant to Clause 102 of the Company's Constitution be hereby re-elected as Director of the Company.

### 19.5 Re-appointment of Auditors

The Chairman announced the poll result in respect of Ordinary Resolution 10 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 10	2,230,334,070	99.0936	20,400,663	0.9064

The Chairman declared that Ordinary Resolution 10 was duly passed as follows:

THAT Messrs. Ernst & Young PLT, be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting.

AND THAT authority be given to the Directors to determine the remuneration of the auditors.

19.6 Renewal of Authority to Allot and Issue New Ordinary Shares in the Company for the Purpose of the Company's Dividend Reinvestment Plan

The Chairman announced the poll result in respect of Ordinary Resolution 11 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 11	2,249,326,207	99.9339	1,487,215	0.0661

The Chairman declared that Ordinary Resolution 11 was duly passed as follows:

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 ('DRP') 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.

19.7 Authority to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The Chairman announced the poll result in respect of Ordinary Resolution 12 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 12	1,905,680,326	84.6646	345,179,261	15.3354

The Chairman declared that Ordinary Resolution 12 was duly passed as follows:

THAT subject to the approvals of the relevant authorities and pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue new ordinary shares in the Company 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 to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

THAT the Directors be and are hereby 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 Annual General Meeting of the Company.

19.8 Renewal of Authority for the Purchase by the Company of its own Ordinary Shares

The Chairman announced the poll result in respect of Ordinary Resolution 13 which was carried as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 13	2,235,570,925	99.3211	15,280,297	0.6789

The Chairman declared that Ordinary Resolution 13 was duly passed as follows:

THAT, subject to the Companies Act 2016 ('Act'), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ('Bursa Malaysia') ('Listing Requirements') and the approval of such relevant governmental and/or regulatory authorities, the Board of Directors of the Company ('Board') be authorised to renew the authority to purchase such number of ordinary shares of the Company on the Main Market of Bursa Malaysia ('Proposed Renewal of Share Buy-Back Authority') at any time through Bursa Malaysia, upon such terms and conditions as the Board shall in their discretion deem fit and expedient in the best interest of the Company provided that:

- a) the aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed three percent (3%) of the total number of issued shares of the Company at any point in time; and
- b) the maximum amount of funds to be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company at the time of purchase by the Company of its own ordinary shares.

THAT upon the purchase by the Company of the ordinary shares, the Board shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the Main Market of Bursa Malaysia or transferred for the purpose of or under the AMMB Holdings Berhad Executives' Share Scheme and any other employees' share scheme which the Company may establish or any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the requirements of the Listing Requirements and any other relevant authority for the time being in force.

THAT such authority conferred by this resolution will commence immediately upon the passing of this resolution and may only continue to be in force until:

- a) the conclusion of the 35<sup>th</sup> Annual General Meeting ('AGM') of the Company, at which time the authority will lapse unless by ordinary resolution passed at the 35<sup>th</sup> AGM, the authority is renewed, either unconditionally or subject to conditions;
- b) the expiration of the period within which the 35<sup>th</sup> AGM of the Company is required by law to be held; or
- c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting.

whichever is the earliest but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the Listing Requirements and/or any other authorities.

AND THAT authority be and is hereby unconditionally and generally given to the Board to take all such steps that are necessary and expedient (including without limitation, the opening and maintaining of central depository accounts under the Securities Industry (Central Depositories) Act 1991, and the entering of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter on any part of the shares bought-back in accordance with the Act, the provisions of the Constitution of the Company, the Listing Requirements and all other relevant governmental and/or regulatory authorities.

#### **34/20 CLOSURE**

There being no other business, the Meeting ended at 1.40 p.m. with a vote of thanks to the Chairman and the Board.



Appendix 1

# Response to Pre-AGM Questions

raised by EPF



### Question 1:

We understand that the Group is aiming to accelerate growth in the Business Banking segment, given its accretive ROA.

How does the bank plan to differentiate itself and compete effectively, particularly as peers are pursuing similar strategies?

- Beyond being competitive on price by terms, strong relationships do matter.
- Our relationship managers are very responsive to our customers' requests and our relationship turnover is low. This allows for us to deepen relationship and familiarity builds trust



### Question 2:

With management's intention to reduce reliance on trading income, what measures are being considered to mitigate any potential revenue shortfall and to enhance the contribution of non-interest income from fee-based sources, particularly in crowded wealth management?

- Our NOII or fee-based income is client led revenues, where ~ 80% of fees earned are from sales of foreign exchange, wealth management and asset management fees, stock broking commissions, trade and lending related fees and investment banking fees. The remainder 20% is our own account income includes trading income in securities, rates, foreign currencies as well as assets and liability management.
- We established a Group Wealth Management product and solutions unit in FY25 to increase our focus
  on the life and pension needs of our individual customers in the Priority and Private Banking segment,
  and also for our corporate and institutional customers, catering for their investment objectives. Group
  Wealth Management had a very good year in FY25, we grew profit by 17%.



### Question 3:

What further cost optimization levers, such as workforce rationalization or branch network consolidation, are being explored to support the Group's aspiration of sustaining a cost-to-income ratio at 40%?

- Sustainable cost reduction requires changes to be made on how we process customer transactions more efficiently. Reengineering of retail products processing is underway; this is a multi-year programme. We are automating as much as possible as part of our end-to-end process reengineering approach.
- To get to 40% CTI is a high ambition to be one of the most efficient banks in Malaysia. It requires us to grow revenues faster than cost growth or positive revenue-to-cost JAWS of at least 2%.



### Question 4:

How is executive compensation structured to ensure alignment with the "Winning Together" strategic objectives and long-term shareholder value creation?

### Our response:

## How we reward people is based on performance:

- Our performance management system is through a balanced scorecard approach, with key performance indicators weightages applied to financial, customer, governance & compliance as well as employee metrics. We also have a behavioural scorecard alongside in assessing the whole person.
- Individual performance is measured against the above balanced scorecard.
- The overall Group will also need to achieve its financial budgets to determine the overall bonus pool each year.
- Executive compensation is therefore allocated based on individual performance and also if the Group achieves its budget each year.

### Executive compensation is structured between short-term and long-term rewards:

- Short-term incentive, i.e. annual bonus
- Long-term incentives plan (LTIP) is our share-based plans that has a 3-year performance vesting criteria of ROE achievements and relative Total Shareholders Return compared to peer banks.



### **Question 5:**

In targeting a 6% dividend yield and 1x P/BV by FY29, what is the bank's approach to progressively raising DPS, and how does management plan to integrate the Dividend Reinvestment Plan (DRP) into this strategy?

- Our approach to progressively raise DPS is to continue to increase our dividend payout ratio from 40% to 60% over time, supported by a quality growth in earnings.
- Our shareholders prefer cash dividends, so there is no immediate plan to offer a DRP at the moment.



# Response to Pre-AGM Questions

raised by PNB



**Strategic Questions** 

### Question 1:

To disclose the Total Shareholders' Returns (TSR) of AMMB for the past 1, 3, and 5 years up to the end of the financial year ending 31 March 2025.

### Our response:

• The Group's TSR in the past 1, 3 and 5-year is disclosed below and is also included in our Integrated Annual Report FY25 on page 60.

Holding Period (Years)	1-Year	3-Year	5-Year
Invested on 31 March of	2024	2022	2020
AMMB	39.4%	68.4%	112.1%
KLFIN Index	12.0%	25.0%	87.4%
FBMKLCI	2.3%	6.2%	37.8%

Our TSR consistently outperformed the index over this period.



**Strategic Questions** 

### Question 2:

The Board's views on what are the one or two key critical drivers of TSR for the company.

- Critical drivers of TSR for the company is to:
  - i. focus on delivering good earnings quality in our growth plan
  - i. deliver consistent financial returns on equity and dividend yields



**Strategic Questions** 

### Question 3:

What are the strategic initiatives that the Company has put in place to improve these key drivers and enhance TSR for the next three years.

- Under WT29 strategy, strategic initiatives include recalibrating lending strategy, funding strategy, product profitability and development, as well as customer segment on the revenue side. Digitalisation and operational excellence initiatives will help us optimise costs.
- The 3 financial goals will be an outcome of our strategy execution:
  - i. 40% CTI
  - ii. ROA of 1.1%
  - iii. Dividend growth





**WT29 Strategy** 

The WT29 strategy sets an ambitious five-year roadmap targeting at least 1.1% ROA, ≤ 40% cost-to-income ratio (CTI), and improving dividend payout by FY29.

### Question 4:

a) FY25 marked a solid start, but income growth (+6%) lags the 8% CAGR target. What are the critical execution levers to close this gap, and how adaptable is the strategy if macro conditions remain soft? Which business lines are expected to drive the next leg of ROE uplift?

- We achieved 6% income growth with Retail and RSME not operating to their full potential. We have made management changes and improvement plans are being implemented.
- As we turn these businesses around, we should see revenue growth from these two sub-segments and increase their contribution to profit.





**WT29 Strategy** 

The WT29 strategy sets an ambitious five-year roadmap targeting at least 1.1% ROA, ≤ 40% cost-to-income ratio (CTI), and improving dividend payout by FY29.

### Question 4:

b) Referring to the CTI target of ≤ 40%, could the Board elaborate on whether it is more challenging to optimize cost or drive income growth? Which areas of cost are the needle movers and what strategic initiatives are being undertaken to achieve this CTI target?

- We have to grow revenue and optimise cost.
- The strategic initiatives in our WT29 are focused on Digitalisation and Operational Excellence which focus on streamlining processes, driving efficiency and increasing productivity. Key initiatives include:
  - i. Resource optimization through enhancement in personnel productivity
  - ii. Caution and reprioritisation of investment spend
  - iii. Streamlining processes to drive productivity
  - iv. Data-driven culture to provide insights for effective business targets





**Capital Deployment** 

With the adoption of FIRB, AMMB has greater flexibility in optimizing capital, particularly across non-retail exposures, which has coincided with stronger loan growth in SME, Wholesale, and Business Banking.

### Question 5:

a) How is the Group ensuring that capital deployment under Basel III remains aligned with sustainable, value-accretive growth?

- We expect Basel 3 regulatory changes in future to be neutral and possibly positive to the Group.
- Therefore, our increased capital deployment to Business Banking as a higher returning business to lead lending growth has taken the regulatory changes into consideration when we crafted our WT29 strategy.





**Capital Deployment** 

With the adoption of FIRB, AMMB has greater flexibility in optimizing capital, particularly across non-retail exposures, which has coincided with stronger loan growth in SME, Wholesale, and Business Banking.

### Question 5:

b) Additionally, as the portfolio mix evolves, how does the Group expect this to impact medium-term ROE trajectory and dividend capacity?

- We have a target of 1.1% ROA and this translates to 11% ROE. As our portfolio mix changes away from Retail to SME and Mid Corp, this change in lending mix should increase ROE.
- Additionally, ongoing improvements in operational efficiency and reductions in our Cost-to-Income (CTI) ratio should further improve overall returns.





**Capital Deployment** 

With the adoption of FIRB, AMMB has greater flexibility in optimizing capital, particularly across non-retail exposures, which has coincided with stronger loan growth in SME, Wholesale, and Business Banking.

### Question 5:

c) Does AMMB intend to deepen its market penetration and organic growth within Malaysia, or are there strategic considerations for exploring overseas business expansion in the medium to long term?

### Our response:

• In line with WT29, the Group is focused on domestic markets, with the intention to concentrate our resources in Malaysia and deepen our market penetration.



# Response to Pre-AGM Questions

raised by MSWG



### **Operational & Financial Matter**

### Question 1:

On 9 July 2025, Bank Negara Malaysia cut the Overnight Policy Rate (OPR) by 25 basis points (bps) to 2.75% from 3.00%, where it had been since May 2023.

a) Please illustrate the impact of the rate cut on the Bank's projections, i.e., GDP growth, loan growth, net interest margin, etc.

- The recent 25 bps OPR reduction will impact the bank's Net Interest Margin (NIM). We estimate the impact to be about 3-4 bps in NIM compression.
- We are expecting Malaysia's GDP growth to be less than 5% this year from a high base of 5.1% last year. Our economists have a wider range of GDP forecast for 2025 of 3.5% on the low side, and 4.5% on the high side. The Group anticipates a moderating loans growth in 2025 as well as a more risk adverse posture adopted by investors in the capital markets.



### **Operational & Financial Matter**

### Question 1:

b) While credit demand should benefit from the rate cut, there is a downside risk that loan growth may taper in view of slower economic growth arising from global trade uncertainty.

With the two factors at play, how will AMMB perform in FY2026?

- From a risk posture perspective, we will adopt a more cautious stance on lending and we have been reducing our risk exposures to the more vulnerable segments. From a business opportunities point of view, as global manufacturing supply chain adjusts, we see opportunities of capturing more in-bound investments that are being made in Malaysia. Energy transition projects under the National Energy Transition Roadmap (NETR) will also increase financing needs.
- As the Group expects the current challenging economic environment to have some impact on income growth, the Group will remain cautious in spending on planned investment expenditure to align with income growth.



**Operational & Financial Matter** 

**Question 2: Segmental Performance** 

- a) The Retail Banking (RB) arm performed modestly in FY2025 compared to other more robust growth segments, i.e., Business Banking and Wholesale Banking.
  - i) While RB's profit rebounded to RM174.85 million (FY2024: RM4.05 million), the segment's income declined by 2.6% y-o-y to RM1.42 billion (FY2024: RM1.458 billion).

    Segment's loan book contracted by 2.05% (FY2024: +2.3%) to RM67.385 billion against RM68.798 billion previously, in contrast to strong growth in Business Banking (+12.4%) and Wholesale Banking (+6.8%).
    - What caused the contraction of RB's income and loan book in FY2025?
    - Moving forward, how does the Group intend to revive growth in these aspects?
    - Specifically, please elaborate on the strategy of selective lending and the development of personalised product propositions across the Affluent, Mass Affluent and Mass segments (page 120 of IAR2025).
  - ii)Among the RB, Business Banking and Wholesale Banking, the RB segment has the highest cost-to-income ratio of 68.1% and the largest loan book (page 193 of Financial Report 2025). Yet, its profit contribution lagged behind Business and Wholesale Banking.
    - In view of the disparity between scale, cost efficiency, and profitability, is the Group concerned about the current positioning of the RB arm?
    - What operational or structural measures are being implemented in FY2026 to improve efficiency and recalibrate the segment's performance?



**Operational & Financial Matter** 

Question 2a (i) & (ii):

- We are repositioning our retail banking business to improve the returns it generates. We are addressing several aspects to turn around this business segment.
- Leadership changes have been made in several key positions in RB. We have a new Managing Director, Head of Branch Banking, Head of Retail Operations and Head of Retail Credit Risk, who will spearhead the change management required.
- This new team requires some time to turn this business around this year. We expect RB's loans growth to continue to decline this year while deposits growth to trend upwards as we pivot to achieve a net funder position.
- We continue to focus our lending more to the mass affluent and affluent segments as this gives us a better risk profile and improves our loss rates as well as presents us with opportunities to promote other services in wealth management and insurance.
- We remain focused on operational excellence to manage productivity and cost sustainably and improving our cost to income ratio.



### **Operational & Financial Matter**

### **Question 2: Segmental Performance**

- a) iii) Under the Winning Together 2029 (WT29), the Group aims to position RB as a net funder for the Group where deposits collected outweigh loans disbursed.
  - What are the expected annual growth rates for Retail Banking's loan and deposit books to reach net funder status by FY2029?
  - Based on current trends and internal projections, how far is the Group from achieving this target?
  - iv) What structural or capability enhancements are required to transform Retail Banking into a sustainable net funder for the Group?

- In FY25, retail banking reduced its net funding deficit by 33% or RM4.5 bil, with a deposit growth of 6% and a loan decline of 2%.
- Assuming the same growth rate on deposits at 6%, and loans growth at GDP or 4%, it will take us approximately 5 years to turn RB to be a net funder for the bank, which is at the end of WT29 or at start of the next phase of strategy.
- This is the funding structure that we hope to achieve at this phase of strategy.



### **Operational & Financial Matter**

### **Question 2: Segmental Performance**

- b) In FY2025, AMMB merged the Retail SME (RSME) segment into the Business Banking division as the Group combined the strategy and management of the entire SME segment under one cohesive leadership and business model (page 21 of IAR2025).
  - i) Please explain how the repositioning of the RSME portfolio resulted in a decline in loans of 10% with income declining 1% (page 21 of IAR2025).

### Our response:

• Our risk profile of the RSME portfolio requires improvement and hence we had to reduce the sales volume and re-strategise our lending direction. The current portfolio has reduced in size from RM5.2 bil in June 2024 to RM4.5 bil in July 2025, a reduction of 14% as we derisk the book.



### **Operational & Financial Matter**

### Question 2:

- b) ii) What commercial considerations drove the merger of RSME into Business Banking?
  - iii) What tangible benefits or synergy were generated from the inclusion of RSME into the division?
    - How does the integration enable the Group to allocate its resources, i.e., capital, more strategically and efficiently?

- The key commercial consideration for the combination of the SME businesses is to eliminate the segment overlap and to harness the synergies from integration under one leadership to drive better business performance through the following:
  - Customer Segmentation Strategy: Enhanced target operating model to allow for a more seamless customer experience and unified relationship management while enabling cross-selling opportunities and deeper penetration across similar business profiles.
  - Consistent underwriting policies as well as risk management and monitoring approach.
  - Sales Force coverage and rewards structure: A unified sales team can be more strategically deployed, improving coverage and reducing attrition-related inefficiencies.
  - Operational Efficiency and Cost Optimisation: To synergise, streamline, and standardize policies, guidelines, processes and underwriting standards for greater efficiency and better risk management.



### **Operational & Financial Matter**

### **Question 2: Segmental Performance**

- b) Business Banking accounted for 36% of the Group's total income in FY2025. The division contributed RM833.2 million net profit.
  - Yet, small and medium businesses are more vulnerable to the impact of tariffs, which in turn leads to higher costs of goods, reduced market demand, and supply chain disruptions. Amid this, businesses might turn cautious in their investing activities.
  - iv) Have loan applications slowed since tariff escalations became more pronounced?
    - Has the Bank observed delays or cancellations in working capital financing requests arising from tariff-related concerns?

- We have seen a moderation in loan applications.
- We are mindful that credit quality of customers involved in exports to the United States is at risk of deterioration and we will take a cautious stance in regard to financing requests involving such customers.



### **Operational & Financial Matter**

### Question 3:

On 3 February 2025, AMMB called off RM1.2 billion sales of its interest in AmMetLife Insurance Bhd (AML) and AmMetLife Takaful Bhd (AMT) to Great Eastern Life Assurance (Malaysia) Bhd and Great Eastern Takaful Bhd.

a) What are the underlying reasons for the deal's collapse?

#### Our response:

• This decision follows a comprehensive review of the viability of the proposed transaction. After careful consideration, AmBank Group, MetLife and Great Eastern mutually and amicably agreed that it is in the best interest of all parties to discontinue pursuing the sale.



### **Operational & Financial Matter**

### Question 3:

b) Does the non-core asset divestment strategy remain intact?

- Our non-core asset divestment strategy remains intact but we will only consider divestments if a suitable opportunity arises.
- Decisions to pursue any further divestment options will be announced through Bursa Securities in a timely manner.



### **Operational & Financial Matter**

### Question 3:

c) With the talk to sell the business now aborted, how does AMMB plan to recalibrate its approach to the non-core asset disposal strategy, and what is the revised roadmap for realising value from its life insurance business?

- We are focused on resuming our life insurance business and have also made changes to the senior leadership of AmMetLife.
- We will continue to work closely with our long-term partner, MetLife, to drive business growth and strengthen our insurance presence in the Malaysian market.



#### **Sustainability Matters**

#### Question 1:

Iron & Steel Manufacturing was the sector that emitted second second-highest financed emissions level among the seven hard-to-abate sectors outlined in AMMB's Net Zero Transition Plan (page 60 of Sustainability Report 2025).

The Group did not set negative threshold criteria for the Iron & Steel Manufacturing sector to describe activities or standards that must not be contravened, for which the Group would not extend financing (page 56 of SR2025). Instead, the Group will take a positive approach to engage, support and work closely with customers from the segment in the decarbonisation journey.

In the absence of external pressure from financiers in the form of prohibition, how will AMMB ensure that its approach drives genuine emissions reduction among clients and avoids the perception of greenwashing?

Please elaborate on the prevalence of clients with credible transition plans for this sector.



### **Sustainability Matters**

### Question 1:

- The Iron & Steel Manufacturing sector in Malaysia is limited to a small number of players. Our customers within this sector do have decarbonisation plans, albeit in varying degrees. One of them is a listed company leading the transformation on a phased approach with 2031 targets. Their approach includes technological evolution, energy efficiency programmes and a pivot in their operations to use renewable energy and low emission induction furnaces.
- We are cognisant of the role that the Iron & Steel Manufacturing sector plays as a key enabler of industrial growth and the wider progress of the construction and infrastructure industry.
- This sector is also highly dependent on the accelerated effort to decarbonise the national energy grid
  and the effective implementation of carbon tax on the Iron & Steel Manufacturing sector by 2026
  which is seen as an impetus for the sector to decarbonise.
- As such, our position is to continue to support the sector as we believe the transition to lower-carbon business models require a proactive and pragmatic approach. We anticipate that as new technologies emerge, more investments will be needed in the sector to achieve further decarbonisation. At the same time, we have established safeguards in our risk management processes to evaluate and inform decisioning.



# CORPORATE GOVERNANCE MATTERS

### Question 1:

Bank Negara Malaysia (BNM) had on 18 November 2024, imposed a total compound of RM875,000 on AmBank (M) Berhad for "failure to comply with the Direction to Financial Institution, issued pursuant to section 214(6) of the Financial Services Act 2013 (FSA)."

The central bank said AmBank has failed to obtain its approval before facilitating two investment transactions in foreign currency assets by a resident individual with domestic ringgit borrowing, in breach of section 214(6) of the FSA. (Source: BNM's media release dated 28 January 2025)

Meanwhile, on 11 July 2024, BNM imposed Administrative Monetary Penalty (AMP) on AmInvestment Bank Berhad at RM10,000 for "non-compliance associated with late, incomplete and/or inaccurate submissions of critical data related to financial and payments, external assets and liabilities, cash balance of payments and borrower's credit information, which may impact analysis, decision-making and publications by BNM."



## CORPORATE GOVERNANCE MATTERS

#### Question 1a:

- What were the underlying governance and operational lapses that led to the non-compliances above?
- Were the vulnerabilities in these areas highlighted or identified before the enforcement actions?

- The RM 875,000 administrative penalty relates to the foreign exchange policy requirement that prohibits investments aboard above RM 1,000,000 in a calendar year, for any individual with domestic borrowing.
- The penalty was imposed as AmBank had acted on the customer's instructions post receipt of Bank Negara Malaysia's (BNM) query letter on the customer's prior transactions.
- Once such an inquiry letter is received, the Bank should have suspended all transactions of the customer till BNM's queries have been satisfied.
- This is a non-systemic issue and a process has been put in place to ensure all customer transactions are stopped and not acted on, upon receipt of regulatory letters of inquiry.
- The RM 10,000 imposed on AmInvestment Bank Berhad relates to a 2-day delay in the submission of CCRIS records to BNM.
- CCRIS information reporting is a mandatory reporting requirement. The delay was caused by a self-identified error which was corrected and submitted to BNM.
- As a corrective action, the reconciliation process has been enhanced to be conducted prior to reporting deadline to ensure timeliness of reporting to BNM.



CORPORATE
GOVERNANCE MATTERS

### Question 1b:

One of the key focus areas deliberated by the Board during FY2025 was risk, compliance and assurance, zooming in on compliance issues and report on control policies and processes of the Group, as well as compliance monitoring and testing plan for FY2025 and FY2026 (page 188 of IAR2025).

- Were these issues brought to the attention of the relevant committees or the board prior to enforcement actions by the central bank? If so, what decisions or actions were taken?
- What were the discussions, as well as the outcomes of them, concerning these non-compliances during these meetings?

- AMMB's processes make it mandatory for issues and errors to be reported to the Board Committees and Boards
- The above administrative penalties were reported to the boards.
- The boards require the corrective actions to be validated over a period of time with outcomes reported to the Board to ensure controls implemented are adequate and sustainable.



CORPORATE
GOVERNANCE MATTERS

### Question 1c:

Were any leadership performance evaluations, KPIs, or variable compensations impacted by the non-compliance events and resulting penalty?

### Our response:

• Yes, KPIs of senior management were affected in terms of downgrade of ratings in the respective areas of evaluation where the corrective actions were required.



CORPORATE
GOVERNANCE MATTERS

### Question 1d:

Lastly, what concrete actions and measures have been taken to prevent future non-compliances?

- The Group's compliance processes have been enhanced to ensure full compliance of BNM's rules.
- In regards the submissions of critical data to BNM, the Group's reconciliation processes have been enhanced to be conducted prior to reporting deadline to ensure timeliness of reporting to BNM.



## CORPORATE GOVERNANCE MATTERS

### Question 2:

Following an internal board evaluation, the assessment highlighted the need to review and refresh the Corporate Governance Structure of the Group to further enhance operating efficiency (page 192 of IAR2025).

- What specific limitations in operating efficiency were observed in the current CG structure?
- How does the Board plan to address this?

#### Our response:

• There was no specific limitation in the existing operating efficiency. The governance review, which is in line with our practice of periodic review, was undertaken to reassess the governance model in terms of alignment between the Boards of AMMB and its banking subsidiaries to promote more cohesive risk discussions where products and services across entities may exhibit interconnected risk profiles or characteristics, as well as to promote more aligned financial and audit oversight.

#### **AMMB Holdings Berhad**

(hereinafter refer to as 'AMMB' or 'the Group') [Registration No. 199101012723 (223035-V)]

### RESPONSE TO QUESTIONS RECEIVED FROM SHAREHOLDERS AT THE 34th Annual General Meeting ('AGM')

(Unless indicated otherwise, all questions here were addressed by the Group Chief Executive Officer, Mr Jamie Ling at the AGM and reproduced here for shareholders' information.)

#### **CONDUCT OF AGM**

- 1. Mr Loo Yeo Ming, Mr Yong Joon Fah and Mr Lim Seong Hon and other shareholders, enquire on the following questions:
  - a) Will AMMB provide door gifts to shareholders who invest their time and effort to attend the AGM?
    - There is no distribution of door gifts to shareholders who participate in the AGM. AMMB maintains a consistent approach in its commitment to rewarding shareholders through dividend payouts.
  - b) What time will AMMB provide breakfast and lunch?
    - Registration for the AGM opens at 8.00 a.m. and light refreshments are provided.
  - c) Can a map indicating the location of the AGM be emailed to shareholders?
    - The venue is stipulated in the Notice of AGM/ Administrative Guide. You may use Google Map/ Waze to direct you to the venue.
- 2. Mr Loo Yeo Ming, Mr Lam Chiuh Bin, Mr Ng Seng Hock and other shareholders, enquire whether the printed 2025 Integrated Annual Report ('2025 IAR') can be sent to shareholders.
  - A printed 2025 IAR will be sent to shareholders upon request.
- 3. Mr Law Ket Yau, a shareholder, enquires on the time the voting session for this AGM will commence.
  - Shareholders may proceed to cast and submit their votes at any time from the commencement of the AGM or during the voting session.

- 4. Ms Chong Xin Wen, a shareholder, enquires on the cost of holding the hybrid AGM.
  - The total cost for the hybrid AGM is approximately RM450,000.
- 5. Mr Tan Boon Aik and Ms Tan Mei Teng, enquire whether gifts will be provided in conjunction to AMMB's 50<sup>th</sup> anniversary.
  - The Group's preference is to reward shareholders through dividend payouts.

#### FINANCIALS AND STRATEGY

- 6. Mr Chua Song Yun, a shareholder, raises the following questions:
  - a) The total loans of the Group had increased while its total deposits had dropped, resulting in the loan-to-deposit ratio ('LDR') to have increased from 94.2% to 98.1%, which is one of the highest among its peers. He enquires on the following:
    - (i) Is the bank facing challenges in attracting deposits?
    - (ii) Are there any concerns regarding the increase in the LDR?
    - (iii) Will this limit the Group's capacity in growing its loan portfolio?
    - (iv) Can the increase lead to net interest margin ('NIM') compression?
    - There are no challenges in attracting and growing Retail deposits as it grew 6% from last year. The Group is optimising its cost of funds and enhancing its NIM, hence the increase in LDR.
    - The LDR is no longer the primary liquidity measure for the Group as the Group operates based on liquidity coverage ratio ('LCR'), which is over 160%, well above the required threshold for all banking entities of the Group. The Group has adequate deposits to fund loans, hence, there are no constraints in growing its loan portfolios.
    - In view that higher liquidity levels can exert downward pressure on margins due to the cost to hold excess liquidity, the Group is placing efforts in optimising its LDR to 100%. With that, it will improve the efficiency of the balance sheet. However, there may be some slight negative impact on the Group's margins in the next few quarters due to the Overnight Policy Rate ('OPR') cut.

- b) With reference to the financial results of the first quarter of financial year ending 31 March 2026 ('FY2026') ('Q1FY2026'), the following questions are asked:
  - (i) What is the reason for the significant increase in the loan impairment in Q1FY2026?
  - (ii) What is the factor driving a higher Stage 3 provisions? Is it due to more default in repayments or proactive provisioning?
  - (iii) Does the management team expect to see further deterioration in the quality of the borrowers for the ensuing quarters?
  - The net impairment charges recorded in Q1FY2026 are higher at RM72.4 million (Q1FY2025: RM12.3 million) due to higher Stage 3 provision from Business Banking and lower forward-looking writeback year-on-year.
  - In view of the increase in the non-performing loans within the Retail SME portfolio, proactive provisioning measure of retaining an overlay provision of RM435 million had been taken for contingencies purposes.
  - Besides that, the Group is repositioning its Retail SME business to reduce the risk exposure of the portfolio.
  - At AMMB level, the Gross Impaired Loans ('GIL') for FY2026 is expected to be at similar level as Q1FY2026.
- 7. Encik Ariff bin Adam, a shareholder, enquires on the reason for requiring the loan acquiring customers to update their occupation and financial information on annual basis and commented that the onerous process may seem to be less attractive for the customers.
  - The Group has embarked on several initiatives to comply with regulatory requirements in relation to Anti-Money Laundering ('AML'). One of the requirements involves the continuous updating of customers' personal information, i.e. residential address and contact details. This also enables the Group to maintain effective communication with its customers.
- 8. Mr Kow Lih Shi, a shareholder, raises the following guestions:
  - a) What are the tax implications in terms of cost following the increase in service tax as well as the implementation of e-invoicing?
    - The increase in the service tax has led to the increase in the Group's operating costs, in particular, the rental expenses for office premises.

As for e-invoicing, the Group is required to report its financial information (i.e. the interest paid for customers' deposits and fees, the charges levied on customers, etc) to the Inland Revenue Board of Malaysia ('IRB').

- b) What are the plans in place to improve the security in banking transaction? Is the freezing function operating effectively?
  - The Group put continuous efforts in strengthening the security of its online banking channels. The Group introduced a "Kill Switch" function from a single access point that allows customers to disable their user IDs, ATM/ debit/ credit cards and deposit accounts from being compromised in the event customers notice or suspect any suspicious activity happening.
  - In addition to that, the Group introduced a new product called AmVault Savings Account where customers are only allowed to deposit money into the account electronically while withdrawals are only allowed over-the-counter. This product minimises the risk of identity theft and hacking.
  - Besides that, the Group also play a part in creating awareness and educating the public on various scam methods including identity theft, investment fraud, and romance scams through campaigns such as the Group's "Ringgit Thieves" campaign.
- c) Does the Group plan to float or list any of its subsidiaries on the stock exchange?
  - As of now, the Group has no plans to pursue separate listings of its subsidiaries.
- d) In light of the Environmental, Social and Governance ('ESG') drive, will physical banking premises be replaced with small kiosks for customers to do basic banking transaction?
  - The Group see the importance of maintaining physical branches in the first and second-tier cities as the effectiveness of relationship banking grows, especially for the SME segment. All Retail branches of the Group remain profitable, thereby negating the need and intention for scaling back the Group's branch footprint.
- e) How robotics and artificial intelligence ('Al') can enhance the Group's services to improve customers' experience and its security?
  - The Group is actively leveraging automation and AI to enhance its internal operational
    efficiency, i.e. to reduce manual workloads, to improve turnaround time, and to
    minimise human errors. The Group take a careful and vigilant approach in the
    deployment of AI to ensure that any enhancements would translate to improving
    service delivery and operational resilience before the deployment for customer
    interface.
- 9. Ms Ho Yook Chin @ Ho Yoke Chin, a shareholder, enquires whether AMMB can pay stamp duty on behalf of shareholders and deduct it from the dividend paid as the process of paying stamp duty on dividend is cumbersome.
  - Dividends paid to shareholders are not subject to stamp duty.

- 10. Mr Chee Sai Mun ('Mr Chee'), a shareholder, raises the following questions:
  - a) Referring to Ordinary Resolution 8 Proposed renewal of authority for the purchase by the Company of its own Ordinary Shares, he enquires on the reason as to why AMMB has only requested for a threshold of 3%, which is lower than the threshold requested by other banks.
    - The intention of the share buy-back exercise is to purchase the Company's shares from the open market to reward the employees under the Group's Long-Term Incentive Plan ('LTIP'). Also, the Group has no intention to buy-back its shares for other purposes. The threshold of 3% was the same threshold requested and approved by the shareholders in previous AGMs.
  - b) Noted that the loan coverage ratio was above 100% and enquires on how the allocation of provisions is being monitored to ensure the provisions allocated are not being used to influence the Group's profits.
    - Mr Chan Hooi Lam ('Mr Chan'), representative from Messrs Ernst & Young PLT ('EY') explains that the provision allocated by the Group is done pursuant to Malaysian Financial Reporting Standards ('MFRS') 9 accounting standards, recognising the Expected Credit Losses ('ECL'). The approach requires a degree of judgment, taking into account the emerging risks that may not be reflected in historical data. Typically, banks will utilise credit models based on past performance and forward-looking trends over a 12-month period to determine the amount of provisions to be allocated. However, in the current environment where new risks have emerged, the management team exercised discretion in establishing additional provisions overlay and the decision was supported by internal analysis as well as substantiated with a clear rationale.

He states that EY will assess the validity of the basis of provisioning and ensure the basis is adequately supported. That process has been documented in the audit report as a key audit matter, detailing the methodology and considerations the management team had taken into account for the allocation of provisions.

- c) Noted that among Malaysian banks, loan loss coverage ratios varies significantly from as low as 75% to as high as 140%. While the Group's coverage ratio is above 100% and is considered as healthy position, he seeks clarification on the underlying factors contributing to such variations in the coverage ratios among the banks.
  - Mr Chan explains that the loan loss coverage ratio is an outcome derived from the Group's internal credit analysis and provisioning process. The outcome is influenced by the composition and quality of the Group's loan portfolio, including the type of borrowers, the sectors in which they operate, and credit risk of the individual customers.

Besides that, loan loss coverage ratios are also be influenced by portfolio specifications such as collateral coverage and expected recoveries.

For now, the Group's portfolio is more heavily weighted toward larger corporates with Retail segment expanding gradually, and the allocated provisions was tailored following its existing customer base.

- d) Noted that the insurance business segment is not featured in the Group CEO's presentation and enquires on the reasons for such exclusion and the strategic positioning of the insurance business.
  - For general insurance, the Group retain a 30% equity interest following the divestment
    of its controlling stake to Liberty Insurance Berhad ('LIB') where the Group will continue
    to recognise 30% of earnings from the business. The business had performed well in
    financial year ended 31 March 2025 ('FY2025'), recording a return on equity ('ROE') of
    approximately 10%.

As for life insurance, the Group continue to hold a 50% equity interest in both AmMetLife Insurance Berhad and AmMetlife Takaful Berhad (collectively known as 'AmMetLife'), following the mutual agreement with MetLife International Holdings, LLC and Great Eastern Holdings Limited of not pursuing the proposed disposal of the business. Efforts to grow the business are ongoing.

The Group, being a bancassurance partner, will continue to distribute a wide range of insurance products, including asset protection, fire insurance, and life insurance to its customers.

- e) How much will the Group gain from the disposal of AmMetLife?
  - Based on the valuation of AmMetLife for the above proposed transaction, the disposal may increase the Group's earnings by approximately RM200 million.
- f) Retail Banking segment remained below expectations and a notable disparity in return on assets ('ROA') is observed. The Group achieved an overall ROA of 1.1% and Retail Banking had only contributed 0.1% to the ROA. He enquires about the strategic initiatives the Group plan to implement to enhance the performance of its Retail Banking segment.
  - The following actions have been taken:
    - (i) Improved the risk profile of the Retail Banking segment, which resulted in a positive shift in ROA from 0.01% in financial year ended 31 March 2024 ('FY2024') to 0.26% in FY2025.
    - (ii) Gradually rebuilding the top-line momentum by expanding the business into the affluent market segment which contributes a lower loss rate and offers better opportunities for cross-selling of wealth management and life insurance products.
- 11. Mr Muniandy A/L Karishnan ('Mr Muniandy'), a shareholder, congratulates the Group on the good performance for FY2025 and looks forward to a positive outlook for future dealings. He commends the exceptional performance and services of employees located at Semenyih branch and strongly encourages the Group to formally acknowledge their efforts through a commendation letter or internal recognition. He raises the following questions:

- a) Does the Group have a designated communication channel for shareholders to ask questions?
  - Shareholders with queries can reach out to the Group's Investor Relations team via a dedicated email address: ir@ambankgroup.com.
- b) Referring to page 250 of the 2025 IAR, he highlights that the Group's properties in Seberang Perai have remained vacant and comments that the vacancies may lead to potential loss. He enquires on the plans the Group has for those properties.
  - The Group is retaining the properties for future use. The vacant property in Seberang Perai with a span of approximately 10,000 square feet was acquired by the Group in 1998 and the current value of the property is estimated at RM900,000.

The Chairman expresses his appreciation on the compliment and acknowledgement made by Mr Muniandy and highlights the importance of improving customer experience for the Group.

- 12. Mr Lew Tuck Wai, a shareholder, raises the following questions:
  - a) Given that the profit after tax of the insurance segment for FY2025 increased from RM39.2 million to RM101.3 million, he requests for the breakdown of the profit contributed by the general insurance business and the life insurance business and enquires whether similar performance will happen in FY2026.
    - Majority of the income generated from the insurance segment derived from the Group's general insurance business that benefited from recurring revenue streams such as premiums from annual renewals of motor and fire insurance policies. This business consistently generates healthy recurring profit annually for the Group.

In contrast, the life insurance business is subject to greater volatility in its earnings due to the long-term nature of life policies and the impact of actuarial adjustments. Fluctuations in earnings are driven by certain assumptions made on valuation over a 30-year underwriting horizon, which make the segment less predictable.

- b) He seeks clarification on "Others" segment, which recorded a profit after tax of RM362.7 million in FY2024, followed by a reversal to a loss of RM67.4 million in FY2025, which contributed to a significant swing in the Group's performance.
  - The segment comprises support functions for the Group's main business units and non-core operations. The profit recorded in FY2024 was attributed to a successful tax deduction in relation to the Settlement with the Ministry of Finance as agreed between the Group and the IRB, whereas the loss in FY2025 was due to the additional overlay provisions allocated by the Group as contingencies.

- c) Regarding the profit after tax figures presented on page 46 of the 2025 IAR, it was noted that the improvement was largely driven by Business Banking segment, whereby an increase from RM595.4 million to RM833.2 million, along with gains in the treasury segment. However, based on the analyst briefing, it was noted that Business Banking segment's net interest income only grew by 10%, with majority of the improvement attributed to a 58% reduction in impairment charges. He enquires whether similar level of income can be generated in the absence of such substantial improvement in impairments.
  - Business Banking segment recorded a strong growth in revenue in FY2025 and at the same time, lower provisions were allocated for the business that year, which resulted in the increase in its profit. The earnings of prior year were further supported by recoveries from impaired accounts. That said, a more prudent approach to risk-taking is required to be adopted in view of the current economic conditions.
- d) Although Retail Banking's performance in FY2025 had improved, yet its provisions remained elevated which impacted significantly its profit before tax. Given that RM223.1 million of the impairment charges formed a substantial portion of the total income of the segment of RM1.4 billion, he enquires on the reasons for persistently allocating such a high provision for the segment and whether a tapering trend is expected for the next five (5) years.

While provisions will move up and down on economic cycles, the improvement in Retail Banking's provision in FY2025 was due to the curbing of two (2) parts of business:

- i) The reduction in mortgage origination in the mass market segment due to higher delinquency rates; and
- ii) the discontinuing issuance of unsecured personal loans to new customers. This had contributed to a more favourable risk profile and lower provisions. To grow its revenue concurrently, efforts are put in place to expand Retail Banking business in areas that are aligned with the Group's strategic priorities.
- e) Referring to the questions raised by Permodalan Nasional Berhad ('PNB') and Employees Provident Fund ('EPF'), it is noted that over the past three (3) financial years, the Group's cost to income ('CTI') ratio remained relatively stable, recording 44.6%, 44.2%, and 44.6% respectively with a notable improvement of 43.7% in Q1FY2026. Given the Group's goal of achieving a CTI ratio of 40% by financial year ended 31 March 2029 ('FY2029'), he enquires on the interim target of CTI ratio for FY2026, and the initiatives put in place to achieve that objective.
  - The Group's CTI ratio remained stable at approximately 44% and the cost is inherently "sticky". To achieve the long-term CTI target of 40%, the Group aim to maintain a positive Jaws ratio where revenue will outgrow the cost incurred by at least 2%. Currently, the Group has set an aspirational target of achieving an increase of 8% in its revenue, which is double the amount of growth of the projected gross domestic product, with an assumption of 6% increase in cost. In the event revenue grows at a moderate 5% while cost incurred maintains at 3%, the Group will still be able to achieve its CTI target of 40%.

The CTI target of 40% is aspirational and it is designed to provide the management team the flexibility to invest in areas that are critical for the Group's future growth. While cost-cutting may offer short-term gains, it is not a sustainable strategy, hence, the Group will be focusing on building and expanding its business through potential investments rather than downsizing its operations. The Group is prioritising strategic growth over short-term cost reduction.

- 13. Madam Oh, a shareholder, enquires whether 1Malaysia Development Berhad ('1MDB') case will have any impact on the profit and the bottom line of the Group.
  - The final settlement for 1MDB was made in 2021, and the Group had since moved forward and is now focused on the execution of its Winning Together strategy for FY2025 to FY2029 ('WT29 strategy').
- 14. Mr Lee Mun Hoe, a shareholder, enquires whether AMMB is subject to any takeover bids.
  - The Group is not considering any takeover bids for now. Should there be any significant or material event involving the Group, the Group will make the necessary announcement(s) to Bursa Malaysia Securities Berhad in a timely manner.
- 15. Ms Koh Chooi Peng, a shareholder, enquires on the CTI target set for the 5-year strategic plan, and the CTI target for fiscal year 2026.
  - The CTI target sets for the 5-year strategic plan is 40% while the CTI target for FY2026 is below 45%.
- 16. Ms Law Kung Hoo, a shareholder, enquires on the following questions, having noted that the Group is targeting a ROA of above 1.1% and a CTI ratio of below 40% by 2029.
  - a) Is AMMB still on track in achieving those goals, given the current geopolitical uncertainties?
    - The Group closed its FY2025 on strong financial footing, putting the Group on track to achieving its financial goals. Achieving a CTI ratio of 40% by FY2029 requires both revenue growth and disciplined cost management.
  - b) While ROA is definitely a key component of ROE, are there reasons the targets such as ROE or net profit were not included as one of the Group's measurements as the latter represent a more commonly used benchmark?
    - ROA enables the Group to assess the returns generated for every Ringgit of riskbearing assets booked, thereby offering a straightforward and effective measurement in evaluating the improvements on the overall returns.

ROE is a measure for the Group's long-term incentive share-based plan for the staff. The Group will need to achieve its targeted ROE as well as outperform its peer groups in terms of share price performance.

#### NOMINATION AND REMUNERATION

- 17. Mr Lee Mun Hoe, a shareholder, raises the following questions:
  - a) What are the employees' average bonus in terms of months and whether there is an increase in the bonus payout as compared to previous year?
    - The bonus payout in FY2025 increased compared to the previous year, with an average payout of approximately 3.4 months per qualified employee. This is in line with the Group's overall improved performance and its commitment to a pay-for-performance philosophy.
  - b) When will the tenure of the Chairman of AMMB expires?
    - Dato' Kong Sooi Lin, the Chairperson of Group Nomination and Remuneration Committee states that the current tenure of the Chairman of AMMB as approved by Bank Negara Malaysia will expire on 29 April 2028.
- 18. Mr Yap Bok Chuan, a shareholder, enquires on the minimum and maximum number of Directors (comprising Executive and Non-Executive Directors) required for AMMB Board.
  - The Chairman states that in accordance with Clause 93 of the Constitution of AMMB, the Board must comprise a minimum of three (3) members, with no maximum. The current Board composition comprises collective competence with a diverse range of expertise, knowledge and experience to enable effective oversight and monitoring of the Group's various business portfolios.

#### **FUTURE PLAN**

- 19. Mr Yap Hon Choong, a shareholder, enquires whether AmInvestment Bank Berhad ('AmInvestment Bank') is planning to close the securities trading division.
  - AmInvestment Bank has no intention to discontinue its securities business as it is one of the Group's core businesses. The Group has recently invested in a new platform for its equities trading, i.e. AmEquities, in order to improve customers' experience in securities trading.
- 20. Mr Teh Kian Lang, a shareholder, enquires whether the outlook for year 2026 appearing to be better than year 2025 for AMMB.
  - The WT29 strategy of the Group remains unchanged despite the evolving geopolitical developments and other external factors. The Group's Q1FY2026 financial results showed a strong and steady start to the new financial year, putting the Group on track to achieving its financial goals.

- 21. Mr Chua Song Yun, a shareholder, enquires whether AMMB have a formal dividend policy in place and whether the management team plans to continue maintaining a dividend payout of 50%, moving forward.
  - One of the Group's financial goals in WT29 strategy is to increase its dividend payout ratio
    progressively and that objective can be seen from its commitment in paying higher
    dividend to the shareholders and the fact that the Group increased its dividend payout
    ratio from 40% in FY2024 to 50% in FY2025.
- 22. Mr Lee Mun Hoe, a shareholder, enquires whether there is any plan for the Group to appoint a new CEO.
  - The Chairman states that as of now, the Group has no intention to appoint a new CEO.
- 23. Mr Tan Ye Chiong, a shareholder, enquires on the number of branches the Group has closed over the past five (5) years.
  - Four (4) branches were closed in the past five (5) years. The Group has no plans to reduce its branch network significantly in the near term.

#### ADDITIONAL QUESTIONS - WRITTEN RESPONSE

- 24. Ms Lim Sze Chia, a shareholder, enquires on AMMB's direction for young customer segment, i.e. savings account for children. She further enquires whether that is an area worth exploring.
  - The Group's current product offerings such as the AmGenius and Savers' G.A.N.G savings account reflect its focus and strategy for the segment. The Group aim to drive early customer acquisition by engaging and building long-term relationships with families and young customers at an early age.
  - As the customers grow, the Group can offer them financial solutions to support them through their different life stages with education loans, savings, mortgages and wealth solutions.
- 25. Mr Yap Bok Chuan, a shareholder, enquires whether AMMB can publish the detailed balanced scorecard of FY2025 for shareholders?
  - The balanced scorecard is an internal tool used by the Group to track performance across areas like financial, customer, internal processes and people dimensions. The Group do not publish this as it contains sensitive information. However, the key outcomes are shared on pages 72 and 73 of the 2025 IAR to give shareholders clear visibility on the Group's performance and value creation.

- 26. Mr Lee Mun Hoe, a shareholder, enquires whether AMMB can post the Minutes of 34<sup>th</sup> AGM by end of this week.
  - The Minutes of 34<sup>th</sup> AGM will be uploaded onto the Group's corporate website within 30 business days from the date of the AGM, which is in line with Practice 13.6 of Malaysian Code on Corporate Governance 2021.