

**THIS CIRCULAR TO SHAREHOLDERS OF AMMB HOLDINGS BERHAD (“AMMB” OR THE “COMPANY”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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**AMMB Holdings Berhad**

(Company No. 223035-V)

(Incorporated in Malaysia and deemed registered under the Companies Act, 2016)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO:**

**PROPOSED SHAREHOLDERS’ MANDATE  
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE  
 (“PROPOSED SHAREHOLDER MANDATE”).**

The Proposed Shareholder Mandate as contained in this Circular will be tabled as a Special Business at the Twenty-Eighth (**28th**) Annual General Meeting (“**AGM**”) of the Company to be held at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Wednesday, 31 July 2019 at 10.00 a.m. The Notice of the 28th AGM and the Form of Proxy are available on the Company’s corporate website at [ambankgroup.com/ir](http://ambankgroup.com/ir)

The Form of Proxy should be lodged at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd), at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than forty-eight (48) hours before the time appointed for holding the AGM. The last day and time for lodging the Form of Proxy is Monday, 29 July 2019 at 10.00 a.m. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

This Circular is dated 28 June 2019

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## DEFINITIONS

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For the purpose of this Circular, except where the context otherwise requires, the following expressions, words and abbreviations shall have the following meanings:

<b>Act</b>	:	Companies Act, 2016 as amended from time to time and includes any re-enactment thereof.
<b>AGM</b>	:	Annual General Meeting.
<b>AMMB or the Company</b>	:	AMMB Holdings Berhad (223035-V).
<b>AMMB Group or the Group</b>	:	AMMB and its subsidiaries, collectively.
<b>Amcorp</b>	:	Amcorp Group Berhad (1166-T).
<b>Amcorp Group</b>	:	Amcorp, its subsidiaries and associated companies, collectively.
<b>ANZ</b>	:	Australia and New Zealand Banking Group Limited (005 357 522).
<b>ANZ Group</b>	:	ANZ, its subsidiaries and associated companies, collectively.
<b>ANZ Funds</b>	:	ANZ Funds Pty Limited (004 594 343), a wholly-owned subsidiary of ANZ.
<b>Board</b>	:	The Board of Directors of AMMB.
<b>Bursa Securities</b>	:	Bursa Malaysia Securities Berhad (635998-W).
<b>CGSB</b>	:	Clear Goal Sdn Bhd (736317-V).
<b>Director(s)</b>	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon:  (i) a director of AMMB, its subsidiary or holding company; or  (ii) a chief executive officer of AMMB, its subsidiary or holding company.
<b>ESM or Existing Mandate</b>	:	Existing shareholder mandate.
<b>Listing Requirements</b>	:	Main Market Listing Requirements of Bursa Securities and practice notes issued thereunder including any amendment(s) thereto that may be made from time to time.
<b>LPD</b>	:	31 May 2019, being the latest practicable date prior to the date of this Circular.

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**DEFINITIONS (Cont'd)**

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- Major Shareholder** : Includes any person who, within the preceding 6 months of the date on which the terms of the transaction were agreed upon, has an interest or interests in one or more voting shares in AMMB (or any other corporation which is its subsidiary) and the nominal amount of that share, or the aggregate of the nominal amount of those shares, is:
- (i) Equal to or more than 10% of the aggregate of the nominal amount of all the voting shares in AMMB; or
  - (ii) Equal to or more than 5% of the aggregate of the nominal amount of all the voting shares in AMMB where such person is the largest shareholder of AMMB.
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act.
- Modular** : Modular Techcorp Holdings Berhad (621292-W), a company in which one of its directors and major shareholders is a person connected to a director and Major Shareholder of AMMB.
- Modular Group** : Modular, its subsidiaries and associated companies, collectively.
- Proposed Renewal of Amcorp ESM** : Proposed renewal of existing shareholder mandate for Recurrent Related Party Transactions with Amcorp Group.
- Proposed Renewal of ANZ ESM** : Proposed renewal of existing shareholder mandate for Recurrent Related Party Transactions with ANZ Group.
- Proposed Shareholder Mandate** : Proposed Renewal of Amcorp ESM and Proposed Renewal of ANZ ESM, collectively.
- Recurrent Related Party Transaction(s)** : A recurrent related party transaction of a revenue or trading nature which is necessary for the day-to-day operations of the Group and has been made or will be made in the ordinary course of the Group’s business.
- Related Party(ies)** : Means a Director, Major Shareholder or person connected with such Director or Major Shareholder.
- RM and Sen** : Ringgit Malaysia and sen respectively.
- Share(s) or AMMB Share(s)** : Ordinary share(s) in the capital of the Company.
- TSAH** : Tan Sri Azman Hashim.

All references to “you” in this Circular are to the shareholders of the Company.

In this Circular, reference to a time of day shall be a reference to Malaysian time. Words denoting the singular shall, where applicable, include the plural and *vice versa*, and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include a company or a corporation.



# AMMB Holdings Berhad

(Company No. 223035-V)  
(Incorporated in Malaysia and deemed registered under the Companies Act, 2016)

## Registered Office

22nd Floor, Bangunan AmBank Group  
No. 55, Jalan Raja Chulan  
50200 Kuala Lumpur  
Malaysia

28 June 2019

## Board of Directors:

Tan Sri Azman Hashim (*Chairman, Non-Independent Non-Executive Director*)  
Graham Kennedy Hodges (*Non-Independent Non-Executive Director*)  
Soo Kim Wai (*Non-Independent Non-Executive Director*)  
Voon Seng Chuan (*Senior Independent Non-Executive Director*)  
Datuk Shireen Ann Zaharah binti Muhiudeen (*Independent Non-Executive Director*)  
Seow Yoo Lin (*Independent Non-Executive Director*)  
Farina binti Farikhullah Khan (*Independent Non-Executive Director*)

**To: The Shareholders of AMMB Holdings Berhad**

Dear Sir / Madam,

## PROPOSED SHAREHOLDER MANDATE

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### 1. INTRODUCTION

The Company had on 3 June 2019 announced its intention to seek the approval of its shareholders for the proposed renewal of shareholder mandate for recurrent related party transactions of a revenue or trading nature with the Amcorp Group and the ANZ Group at the 28th AGM of the Company.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholder Mandate as well as to seek your approval for the resolutions to be tabled at the 28th AGM of the Company to be held on 31 July 2019. The extract of the Notice of the 28th AGM that relates to the Proposed Shareholder Mandate is set out in Appendix III.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDER MANDATE.**

## 2. PROPOSED SHAREHOLDER MANDATE

AMMB had, at the Twenty-Seventh (27th) AGM held on 31 July 2018, obtained a mandate from its shareholders (the ESM) to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations in the ordinary course of business of the Group.

In accordance with paragraph 3.1.4 of Practice Note 12 of the Listing Requirements, the ESM is subject to annual renewal and, unless renewed by the Company's shareholders at a general meeting, will lapse at the conclusion of the forthcoming 28th AGM of the Company to be held on 31 July 2019.

Pursuant to paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a shareholder mandate in respect of Recurrent Related Party Transactions which are necessary for the day-to-day operations of the listed issuer and its subsidiaries, subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to and/or from the public;
- (ii) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report in respect of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year;
- (iii) in a meeting to obtain shareholder mandate, the interested Director, interested Major Shareholder or person connected to such interested Director or Major Shareholder, and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with them abstain from voting on the resolution approving the transactions; and
- (iv) immediately announce to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular to shareholders by 10% or more and must include such information as may be prescribed by Bursa Securities in its announcement.

The AMMB Group, in the ordinary course of business, has entered or could enter into Recurrent Related Party Transactions which are detailed in Sections 2.2.1 to 2.2.2. The Board anticipates that such transactions could continue to occur with some degree of frequency and may arise at any point in time.

In view of the forthcoming expiry of the ESM, and the frequent nature of such Recurrent Related Party Transactions, AMMB is seeking the approval of shareholders for the Proposed Shareholder Mandate in order for the AMMB Group to enter into the Recurrent Related Party Transactions as set out in Sections 2.2.1 to 2.2.2.

The Proposed Shareholder Mandate will, if approved by the shareholders at the forthcoming AGM, be subject to annual renewal. Any authority conferred by shareholders in respect of the Proposed Shareholder Mandate shall only be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the said authority will lapse unless the authority is renewed by a resolution passed at a general meeting of the Company; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM,

whichever is the earlier.

## 2.1 Classes of Related Parties

Shareholders' approval is sought for the Proposed Shareholder Mandate in respect of the Recurrent Related Party Transactions which are necessary for the AMMB Group's day-to-day operations and carried out by companies within the AMMB Group with any of the following related parties:

- (i) ANZ (a Major Shareholder of AMMB) and persons connected to ANZ ("**ANZ RRPT Group**") as detailed in Appendix I; and
- (ii) Amcorp (a Major Shareholder of AMMB) and persons connected to Amcorp ("**Amcorp RRPT Group**") as detailed in Appendix I.

Further details of these Existing Mandates are set out in sections 2.2.1 to 2.2.2.

## 2.2 Nature of Recurrent Related Party Transactions

The principal activity of the Company is that of an investment holding company. Its subsidiaries provide a wide range of financial services comprising investment banking, commercial banking and related financial services which include Islamic banking business, underwriting of general insurance, family takaful, stock and share-broking, futures broking, investment advisory, real estate investment trust management, asset management and unit trust management.

It is anticipated that AMMB and/or its subsidiaries would, in the ordinary course of business, enter into transactions of a revenue or trading nature with the various Related Parties.

All estimated values of the respective Recurrent Related Party Transactions from the forthcoming AGM to the next AGM are estimated with reasonable effort made in ascertaining their accuracy based on various factors involved in the transactions.

### 2.2.1 The Related Parties and the nature of the Recurrent Related Party Transactions under the Proposed Renewal of ANZ ESM

The Related Parties and the nature of the Recurrent Related Party Transactions under the Proposed Renewal of ANZ ESM are as follows:

Related Party	Party With Whom the Transaction Will Be Carried Out	Nature of Transactions	Existing Mandate		Estimated Value from Date Of Forthcoming AGM to the Next AGM (RM'000)	Interested Directors/ Major Shareholders/ Person Connected to Them
			Estimated Value As Disclosed In Preceding Year Circular Dated 29 June 2018 (RM'000)	Actual Value Transacted Since Last AGM till LPD (RM'000)		
ANZ Group	AMMB Group	<ul style="list-style-type: none"> <li>• Provision of technical services and business collaboration<sup>(Note 1)</sup></li> </ul>	1,000	-	1,000	ANZ RRPT Group (detailed in Appendix I)

#### Note

1. This relates to the technical services arrangements with ANZ for provision of services relating to:
  - retail, business and other banking and financial services, and the operations of a banking business. It consists primarily of project based services, provision of staff (other than senior management staff) and training and knowledge transfer services
  - collaboration under business principles agreement, covering customer referral, products and services sourcing, and joint deals

## 2.2.2 The Related Parties and the nature of the Recurrent Related Party Transactions under the Proposed Renewal of Amcorp ESM

The Related Parties and the nature of the Recurrent Related Party Transactions under the Proposed Renewal of Amcorp ESM are as follows:

Related Party	Party With Whom the Transaction Will Be Carried Out	Nature of Transactions	Existing Mandate		Estimated Value from Date Of Forthcoming AGM to the Next AGM (RM' 000)	Interested Directors/ Major Shareholders/ Person Connected to Them
			Estimated Value As Disclosed In Preceding Year Circular Dated 29 June 2018 (RM'000)	Actual Value Transacted Since Last AGM till LPD (RM'000)		
Amcorp Group	AMMB Group	<ul style="list-style-type: none"> <li>Provision of travelling arrangement<sup>(Note 1)</sup></li> </ul>	4,000	2,892	4,000	Amcorp RRPT Group (detailed in Appendix I)

### Note

1. Amcorp's subsidiaries and/or associated companies involved in the provision of travelling arrangement services, consisting of airline ticketing and accommodation booking, include Harpers Travel (M) Sdn Bhd.

## 2.2.3 Previous Mandate Obtained But Renewal Will Not Be Sought

Renewal will not be sought for Recurrent Related Party Transactions of a revenue or trading nature mandate with the Modular Group, in which Ibrahim Hussain (TSAH's son-in-law) has interest. This arises as the Modular Group is no longer deemed as a related party to AMMB Group with the disposal of Ibrahim Hussain's shareholding in the Modular Group on 25 January 2019.

Related Party	Party With Whom the Transaction Will Be Carried Out	Nature of Transactions	Existing Mandate	
			Estimated Value As Disclosed In Preceding Year Circular Dated 29 June 2018 (RM'000)	Actual Value Transacted Since Last AGM till LPD (RM'000)
Modular Group	AMMB Group	<ul style="list-style-type: none"> <li>Provision of electronic card technologies and services<sup>(Note 1)</sup></li> </ul>	6,000	543

### Note

1. Modular's subsidiaries and/or associated companies involved in the provision of electronic card technologies and services for the issue of Malaysian chip card specification compliant ATM/debit/credit cards, include Modular Corp (M) Sdn Bhd, Modularsoft Sdn Bhd and Asia Smart Cards Centre (M) Sdn Bhd.
2. Modular has no shareholding in AMMB.

## 2.3 Amount Due From and Owing to Related Parties under Recurrent Related Party Transactions

As at the LPD, there was no outstanding amount due from or owing to the Related Parties under the Existing Mandate which has exceeded the credit term.



## **2.4 Guidelines and Review Procedures for the Recurrent Related Party Transactions**

AMMB and its subsidiary companies have internal control systems to ensure that transactions entered into with Related Party(ies) are undertaken at arm's length, on normal commercial terms which are not more favourable to the Related Party(ies) than those generally available to the public and are not detrimental to the interests of minority shareholders. Transactions entered into will be at prevailing market prices and will take into consideration, *inter-alia*, pricing, quality of the products and services, track record, experience and financial position of the supplier or vendor, speed of delivery, quality of after-sales support service and maintenance, and certification.

AMMB and its subsidiary companies have also implemented procedures to ensure proper identification and reporting of Recurrent Related Party Transactions.

The internal audit function of the AMMB Group will conduct periodic reviews of the system of controls in place to ensure that Recurrent Related Party Transactions are identified and reported, and to determine whether internal guidelines and procedures have been complied with (including those to ensure that transactions are at arm's length).

The results of the internal audit reviews will be tabled for the review of the respective Audit and Examination Committees of AMMB and its subsidiary companies. The Audit and Examination Committee will review these reports to determine whether established guidelines and procedures have been adhered to and if there is a need for further review or to improve the procedures.

Where any Director has an interest (direct or indirect) in any Recurrent Related Party Transaction, such Director (or his alternate, where applicable) shall abstain from deliberation and voting on any decision to be taken by the Board in respect of such Recurrent Related Party Transaction, if any. Where any member of the Audit and Examination Committee is interested in any Recurrent Related Party Transaction, that member shall abstain from deliberation and voting on any decision to be taken by the Audit and Examination Committee with respect to such transaction.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to or/by the Related Parties are fair and reasonable and comparable to those offered to or/by the public for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item), management will ensure the Recurrent Related Party Transaction will only be entered into with the Related Party(ies) after taking into account the pricing, level of services, quality of products and other related factors to ensure that the Recurrent Related Party Transaction is not detrimental to the AMMB Group. There is no specific threshold for approval of Recurrent Related Party Transactions within the AMMB Group.

## **2.5 Audit and Examination Committee Statement**

AMMB Group has put in place adequate procedures and processes for monitoring, tracking and identifying Recurrent Related Party Transaction in a timely and orderly manner, and the adequacy and appropriateness of procedures and processes are reviewed on a periodic basis or whenever the need arises.

The Audit and Examination Committee of the Company has seen and reviewed the guidelines and procedures mentioned in Section 2.4 above and are satisfied that the guidelines and procedures are adequate to ensure that the Recurrent Related Party Transactions are/will be:

- (i) on terms not more favourable to a Related Party than those generally available to the public;
- (ii) not to the detriment of the minority shareholders; and

- (iii) at arm's length and on normal commercial terms having taken into account, *inter-alia*, pricing, quality of the products and services, track record, experience and financial position of the supplier or vendor, speed of delivery, quality of after-sales support service and maintenance, and certification.

## 2.6 Rationale for the Proposed Shareholder Mandate

The rationale for and benefits of the Proposed Shareholder Mandate detailed in Section 2.2 above are as follows:

- (i) the Proposed Shareholder Mandate will facilitate transactions with Related Parties in the ordinary course of business of the AMMB Group which are undertaken at arms' length, on normal commercial terms no more favourable to the Related Parties than those generally available to the public, and are not, in the Company's opinion, detrimental to minority shareholders;
- (ii) the Proposed Shareholder Mandate are intended to enhance the Group's ability to pursue business opportunities, especially those which are time-sensitive in nature, and will eliminate the need for the Company to convene a separate general meeting on each occasion to seek shareholders' prior approval for such Recurrent Related Party Transactions; and
- (iii) the granting of the Proposed Shareholder Mandate will substantially reduce the expenses associated with convening general meetings on an ad-hoc basis, avoid undue inconvenience to shareholders, improve administrative efficiency and allow human resources and time to be channelled towards attaining corporate objectives.

## 3. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The Shares held in the Company by the Directors and Major Shareholders, who are deemed interested in the Proposed Shareholder Mandate, as at LPD, are as follows:

Name / Company	Direct Interest		Indirect Interest	
	No. of Shares ('000)	%	No. of Shares ('000)	%
<b><u>DIRECTOR AND MAJOR SHAREHOLDER</u></b>				
Tan Sri Azman Hashim	-	-	391,069 <sup>1</sup>	12.97
<b><u>DIRECTORS</u></b>				
Graham Kennedy Hodges	-	-	-	-
Soo Kim Wai	-	-	-	-
<b><u>MAJOR SHAREHOLDERS</u></b>				
Amcorp	391,069	12.97	-	-
ANZ Funds	716,841	23.78	-	-
CGSB	-	-	391,069 <sup>1</sup>	12.97
ANZ	-	-	716,841 <sup>2</sup>	23.78

### **Notes:-**

1. Deemed interested through Amcorp
2. Deemed interested by virtue of ANZ Funds being a wholly-owned subsidiary of ANZ

TSAH is deemed interested in the Proposed Renewal of Amcorp ESM by virtue of his common directorship and substantial shareholdings in AMMB and Amcorp.

Graham Kennedy Hodges is deemed interested in the Proposed Renewal of ANZ ESM by virtue of his directorship in AMMB and as a person connected to ANZ being accustomed or under an obligation, whether formal or informal, to act in accordance with the directions or instructions of ANZ, a Major Shareholder of AMMB that is deemed interested in the Proposed Renewal of ANZ ESM by virtue of its 100% equity interest in ANZ Funds.

Soo Kim Wai is deemed interested in the Proposed Renewal of Amcorp ESM by virtue of his common directorship in AMMB and Amcorp. He is also a person connected to TSAH, being a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions or instructions of TSAH, a Major Shareholder of AMMB and Amcorp.

Accordingly, the following Directors have abstained and will abstain from all deliberations and voting in respect of the Proposed Shareholder Mandate relating to their respective interests at all Board meetings:

- (i) TSAH;
- (ii) Graham Kennedy Hodges; and
- (iii) Soo Kim Wai.

In addition, TSAH and Soo Kim Wai shall abstain from voting on the Proposed Renewal of Amcorp ESM, in respect of TSAH's indirect shareholding in AMMB and Soo Kim Wai's deemed interest in AMMB, at the forthcoming AGM.

Graham Kennedy Hodges shall abstain from voting on the Proposed Renewal of ANZ ESM, in respect of his deemed interest in AMMB, at the forthcoming AGM.

Amcorp and CGSB are deemed interested in the Proposed Renewal of Amcorp ESM by virtue of their direct and/or indirect shareholding in AMMB and shall accordingly abstain from voting in respect of their direct and/or indirect shareholding in AMMB on the resolutions pertaining to the Proposed Renewal of Amcorp ESM, to be tabled at the forthcoming AGM.

ANZ Funds and ANZ are deemed interested in the Proposed Renewal of ANZ ESM by virtue of their direct and/or indirect shareholding in AMMB and shall accordingly abstain from voting in respect of their direct and/or indirect shareholding in AMMB on the resolutions pertaining to the Proposed Renewal of ANZ ESM, to be tabled at the forthcoming AGM.

The interested Directors and Major Shareholders shall undertake to ensure that they and persons connected to them shall abstain from voting in respect of their direct and indirect shareholdings (if any) on the respective resolutions pertaining to the Proposed Shareholder Mandate to be tabled at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders of AMMB or persons connected to them have any interest, direct or indirect, in the Proposed Shareholder Mandate.

#### **4. CONDITIONS OF THE PROPOSED SHAREHOLDER MANDATE**

The Proposed Shareholder Mandate is subject to the approval of the shareholders of the Company at the forthcoming AGM.

#### **5. DIRECTORS' RECOMMENDATION**

Having considered all aspects of the Proposed Shareholder Mandate, the members of the Board have made the following recommendations in respect of the Proposed Shareholder Mandate:

- (i) TSAH is of the opinion that the Proposed Shareholder Mandate (save for the Proposed Renewal of Amcorp ESM in which TSAH is deemed interested) is in the best interest of the Group. Accordingly, he recommends that you vote in favour of the resolutions pertaining to the Proposed Shareholder Mandate (save for the Proposed Renewal of Amcorp ESM in which TSAH is deemed interested) to be tabled at the forthcoming AGM;

- (ii) Graham Kennedy Hodges is of the opinion that the Proposed Shareholder Mandate (save for the Proposed Renewal of ANZ ESM, in which Graham Kennedy is deemed interested) is in the best interest of the Group. Accordingly, he recommends that you vote in favour of the resolutions pertaining to the Proposed Shareholder Mandate (save for the Proposed Renewal of ANZ ESM, in which Graham Kennedy Hodges is deemed interested) to be tabled at the forthcoming AGM;
- (iii) Soo Kim Wai is of the opinion that the Proposed Shareholder Mandate (save for the Proposed Renewal of Amcorp ESM, in which Soo Kim Wai is deemed interested) is in the best interest of the Group. Accordingly, he recommends that you vote in favour of the resolutions pertaining to the Proposed Shareholder Mandate (save for the Proposed Renewal of Amcorp ESM, in which Soo Kim Wai is deemed interested) to be tabled at the forthcoming AGM; and
- (iv) Voon Seng Chuan, Datuk Shireen Ann Zaharah binti Muhiudeen, Seow Yoo Lin and Farina binti Farikhullah Khan are of the opinion that the Proposed Shareholder Mandate is in the best interest of the Group. Accordingly, they recommend that you vote in favour of the resolutions pertaining to the Proposed Shareholder Mandate to be tabled at the forthcoming AGM.

## 6. AGM

The 28th AGM of the Company, the Notice of which is set out in the 2019 Annual Report, will be held at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Wednesday, 31 July 2019 at 10.00 a.m. at which the Proposed Shareholder Mandate will be tabled as a Special Business, for the purpose of considering and, if thought fit, passing the resolutions to give effect to the Proposed Shareholder Mandate. An extract of the AGM Notice setting out the ordinary resolutions in respect of the Proposed Shareholder Mandate is enclosed in Appendix III of this Circular.

A Form of Proxy for the AGM is enclosed together with the 2019 Annual Report and is also available through AMMB's corporate website at [ambankgroup.com/ir](http://ambankgroup.com/ir). If you are unable to attend and vote in person at the AGM and wish to appoint a proxy to attend and vote on your behalf, you need to complete, sign and return the Form of Proxy (in accordance with the instructions contained therein) as soon as possible, so as to arrive at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) no later than forty-eight (48) hours before the time appointed for holding the AGM. The completion and lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

## 7. FURTHER INFORMATION

Shareholders are requested to refer to Appendix II for further information.

Yours faithfully,  
For and on behalf of the Board of  
**AMMB HOLDINGS BERHAD**

**Seow Yoo Lin**  
**Chairman of Audit and Examination Committee**  
**Independent Non-Executive Director**

**APPENDIX I – DETAILS OF RELATED PARTIES**

<b>Amcorp RRPT Group</b>	
<b>Interested Directors / Major Shareholders / Person Connected to Them</b>	
Amcorp	<ul style="list-style-type: none"><li>Major Shareholder of AMMB</li></ul>
CGSB	<ul style="list-style-type: none"><li>Major Shareholder of AMMB by virtue of Amcorp being a wholly-owned subsidiary of CGSB</li></ul>
TSAH	<ul style="list-style-type: none"><li>Director of AMMB and Amcorp</li><li>Major Shareholder of CGSB, Amcorp and AMMB</li></ul>
Soo Kim Wai	<ul style="list-style-type: none"><li>Director of AMMB and Amcorp</li><li>Person connected to TSAH</li></ul>
<b>ANZ RRPT Group</b>	
<b>Interested Directors / Major Shareholders / Person Connected to Them</b>	
Graham Kennedy Hodges	<ul style="list-style-type: none"><li>Director of AMMB</li><li>Person connected to ANZ</li></ul>
ANZ Funds Pty Limited	<ul style="list-style-type: none"><li>Major Shareholder of AMMB</li></ul>
ANZ Bank	<ul style="list-style-type: none"><li>Major Shareholder of AMMB by virtue of ANZ Funds Pty Limited being a wholly-owned subsidiary of ANZ Bank</li></ul>

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**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**2. MATERIAL LITIGATION**

As at the LPD, AMMB Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Directors are not aware of any proceeding pending or threatened against the AMMB Group or any facts likely to give rise to any proceeding which might materially and adversely affect the business and financial position of the AMMB Group.

**3. MATERIAL CONTRACTS**

Save as disclosed below, neither AMMB nor any of its subsidiaries has entered into any material contracts, not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular:

- (i) Sale and Purchase Agreement dated 3 January 2019 between AmBank (M) Berhad, a 100% owned subsidiary of AMMB, and Aiqon Amanah Sdn Bhd in relation to the sale of conventional non-performing loans for a cash consideration of RM428.11 million. The transaction was completed on 22 February 2019 and the consideration was fully settled.
- (ii) Sale and Purchase Agreement dated 3 January 2019 between AmBank Islamic Berhad, a 100% owned subsidiary of AMMB, and Aiqon Islamic Sdn Bhd in relation to the sale of Islamic non-performing financing for a cash consideration of RM125.80 million. The transaction was completed on 5 March 2019 and the consideration was fully settled.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of AMMB during normal business hours from the date of this Circular up to and including the date of the AGM:

- (i) Constitution of the AMMB;
- (ii) the material contracts referred to in Section 3 above; and
- (iii) audited consolidated financial statements of the AMMB Group for the past two (2) financial years ended 31 March 2018 and 2019.

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**APPENDIX III – EXTRACT OF NOTICE OF THE 28<sup>th</sup> AGM THAT RELATES TO THE PROPOSED SHAREHOLDER MANDATE**

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The Proposed Shareholder Mandate will be tabled as a Special Business at the 28th AGM of the Company to be held at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Wednesday, 31 July 2019 at 10.00 a.m. The ordinary resolutions relating to the Proposed Shareholder Mandate are set out below for reference.

**ORDINARY RESOLUTION 8****PROPOSED RENEWAL OF EXISTING SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED GROUP**

“THAT the shareholder mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Australia and New Zealand Banking Group Limited and any of its subsidiaries and/or associated companies (“ANZ Group”) which are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business on terms not more favourable to ANZ Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.1 of Section 2.2 of the Circular to Shareholders dated 28 June 2019 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution.”

**ORDINARY RESOLUTION 9****PROPOSED RENEWAL OF EXISTING SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH AMCORP GROUP BERHAD GROUP**

“THAT the shareholder mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Amcorp Group Berhad and any of its subsidiaries and/or associated companies (“Amcorp Group”) which are necessary for the day-to-day operations of the Company and/or of its subsidiaries in the ordinary course of business on terms not more favourable to Amcorp Group than those generally available to and/or from the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Part 2.2.2 of Section 2.2 of the Circular to Shareholders dated 28 June 2019 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interests of the Company and/or its subsidiaries and to give effect to the transactions contemplated and/or authorised by this resolution.”