

NOTICE OF Eighteenth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of AMMB Holdings Berhad (“the Company”) will be held at Manhattan II, Level 14, Berjaya Times Square Hotel & Convention Center, No. 1, Jalan Imbi, 55100 Kuala Lumpur on Thursday, 13 August 2009 at 10:00 a.m. for the following purposes:

Item	Agenda	Resolution
As Ordinary Business		
1.	To receive the Audited Financial Statements for the financial year ended 31 March 2009 and the Reports of the Directors and Auditors thereon.	Resolution No. 1
2.	To approve a first and final dividend of 8.0% less tax for the financial year ended 31 March 2009.	Resolution No. 2
3.	To approve payment of Directors' fees of RM72,000.00 per annum for each Director for the financial year ended 31 March 2009.	Resolution No. 3
4.	To re-elect the following Directors who retire by rotation pursuant to Article 89 of the Company's Articles of Association:	
	a. Y Bhg Tan Sri Dato' Mohd Ibrahim Mohd Zain	Resolution No. 4
	b. Dr Robert John Edgar	Resolution No. 5
	c. Mr Cheah Tek Kuang	Resolution No. 6
5.	To re-elect Mr Mark David Whelan who retires pursuant to Article 97 of the Company's Articles of Association:	Resolution No. 7
6.	To consider and if thought fit, to pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:	
	6.1 “THAT Y Bhg Tan Sri Dato' Azman Hashim, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting.”	Resolution No. 8
	6.2 “THAT Y A Bhg Tun Mohammed Hanif Omar, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting.”	Resolution No. 9
7.	To re-appoint Messrs Ernst & Young, the retiring Auditors, and to authorise the Directors to determine their remuneration.	Resolution No. 10
As Special Business		
To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:		
8.	Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company, Pursuant to the Company's Executives' Share Scheme “THAT pursuant to the Company's Executives' Share Scheme (“ESS”) as approved at the Extraordinary General Meeting of the Company held on 26 September 2008, the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company from time to time as may be required for the purpose of the ESS, provided that the total number of new and existing ordinary shares in the Company to be allotted and issued and/or transferred, as the case may be, under the ESS, shall not exceed fifteen percent (15%) in aggregate of the total issued and paid-up ordinary share capital of the Company at any point of time throughout the duration of the ESS.”	Resolution No. 11
9.	Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company to Mr Cheah Tek Kuang, the Group Managing Director of the Company, Pursuant to the Company's Share Scheme “THAT pursuant to the AMMB Holdings Berhad Share Scheme (“ESS”) as approved at the Extraordinary General Meeting of the Company held on 26 September 2008, subject to the passing of the Ordinary Resolution No. 11 above, the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company to Mr Cheah Tek Kuang, the Group Managing Director of the Company, from time to time pursuant to the ESS, and in accordance with the By-Laws as set out in Appendix I to the Circular to Shareholders dated 4 September 2008.”	Resolution No. 12
10.	Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965 “THAT subject to the approvals from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Board of Directors pursuant to Section 132D of the Companies Act, 1965 to issue shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors, may, in their discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per cent of the issued share capital of the Company for the time being.”	Resolution No. 13
11.	To transact any other business of which due notice shall have been received.	

Notice Of Dividend Entitlement And Payment

NOTICE IS HEREBY GIVEN that the first and final dividend of 8.0% less tax for the financial year ended 31 March 2009, if approved by the shareholders at the Eighteenth Annual General Meeting, will be paid on 4 September 2009 to shareholders whose names appear in the Record of Depositors on 21 August 2009.

A depositor shall qualify for entitlement only in respect of:

- a. Shares transferred into the depositor's securities account before 4.00 p.m. on 21 August 2009 in respect of ordinary transfers; and
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

RAVINDRA KUMAR THAMBIMUTHU

(LS 0000902)

Group Company Secretary

Kuala Lumpur

22 July 2009

Notes:

- (1) A shareholder of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy or an attorney need not be a shareholder of the Company. Under Section 149(1) of the Companies Act, 1965, if a proxy is not a shareholder, he must be an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.
- (2) An Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint one proxy in respect of each securities account held with ordinary shares of the Company standing to the credit of the securities account. The proxy so appointed shall be the beneficial owner of the shares in the said securities account or a person as provided under Section 149(1) of the Companies Act, 1965.
- (3) The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
- (4) The instrument appointing the proxy must be deposited at the Registered Office of the Company at 22nd Floor, Bangunan AmBank Group, No. 55, Jalan Raja Chulan, 50200 Kuala Lumpur not less than 48 hours before the time appointed for holding the Annual General Meeting. The last day and time for lodging the Form of Proxy is Tuesday, 11 August 2009 at 10:00 a.m.

(5) Only Members whose names appear on the General Meeting Record of Depositors of the Company as at 7 August 2009 shall be eligible to attend the Annual General Meeting.

(6) **Explanatory Note on Resolutions No. 11 and No. 12**
Ordinary Resolutions No. 11 and No. 12 – Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company ("New Scheme Shares") Pursuant to the Company's Executives' Share Scheme and Proposed Renewal of the Authority to Allot and Issue New Ordinary Shares in the Company ("New Scheme Shares") to Mr Cheah Tek Kuang, the Group Managing Director of the Company, Pursuant to the Company's Executives' Share Scheme.

The proposed Ordinary Resolutions No. 11 and No. 12 above, if passed will empower the Directors of the Company to issue New Scheme Shares in accordance with the By-Laws as set out in Appendix I to the Circular to Shareholders dated 4 September 2008 (as may be amended in accordance with the provisions of the said By-Laws).

The authority conferred by such renewed mandates/ approvals will be effective from the date of the forthcoming Annual General Meeting ("AGM") and unless revoked or varied at a General Meeting, will expire at the next AGM.

(7) **Explanatory Note on Resolution No. 13 – Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

Ordinary Resolution No. 13, if passed, will give the Directors of the Company, from the date of the General Meeting, authority to allot and issue ordinary shares from the unissued share capital of the Company up to an aggregate amount not exceeding ten percent (10.0%) of the issued share capital of the Company for the time being, as and when the need or business opportunities arise which the Directors consider would be in the interest of the Company and/or in connection with proposals previously approved by the Shareholders for issuance of shares. This authority, unless revoked or varied at a General Meeting, will expire at the next Annual General Meeting.

The Directors of the Company did not allot, or issue ordinary shares pursuant to the authority given by the Shareholders at the previous Annual General Meeting.

STATEMENT ACCOMPANYING

Notice Of Annual General Meeting

Directors who are Seeking Re-Election/Re-appointment at the Eighteenth Annual General Meeting of the Company

The Directors retiring by rotation pursuant to Article 89 of the Company's Article of Association and seeking re-election are as follows:

- Y Bhg Tan Sri Dato' Mohd Ibrahim Mohd Zain
- Dr Robert John Edgar
- Mr Cheah Tek Kuang

Mr Mark David Whelan was appointed to the Board on 2 January 2009, retiring pursuant to Article 97 of the Company's Articles of Association and he is seeking re-election.

Y Bhg Tan Sri Dato' Azman Hashim attained the age of 70 years on 17 July 2009 and Y A Bhg Tun Mohammed Hanif Omar attained the age of 70 years on 16 January 2009, retiring pursuant to Section 129 of the Companies Act, 1965 and they wish to be re-appointed as Directors of the Company to hold office until the next Annual General Meeting.

The details of the aforesaid Directors seeking re-election/re-appointment are set out in their respective profiles which appear in the Profile of Directors and their securities holdings in the Company and its subsidiaries are set out in the Shareholding Structure of this Annual Report.