

**AMMB Holdings Berhad** (223035-V)  
(Incorporated in Malaysia)

MINUTES OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING ('AGM') OF AMMB HOLDINGS  
BERHAD ('the Company') HELD AT THE GRAND BALLROOM, FIRST FLOOR, SIME  
DARBY CONVENTION CENTRE, 1A JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR  
ON MONDAY, 31 JULY 2017 AT 10.00 A.M.

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- PRESENT** : Tan Sri Azman Hashim  
*(Non-Independent Non-Executive Chairman)*  
Mr Graham Kennedy Hodges  
*(Non-Independent Non-Executive Director)*  
Ms Suzette Margaret Corr  
*(Non-Independent Non-Executive Director)*  
Mr Soo Kim Wai  
*(Non-Independent Non-Executive Director)*  
Dato' Rohana binti Tan Sri Mahmood  
*(Senior Independent Non-Executive Director)*  
Dato' Seri Ahmad Johan bin Mohammad Raslan  
*(Non-Independent Non-Executive Director)*  
Mr Voon Seng Chuan  
*(Independent Non-Executive Director)*  
Datuk Shireen Ann Zaharah binti Muhiudeen  
*(Independent Non-Executive Director)*  
Mr Seow Yoo Lin  
*(Independent Non-Executive Director)*
- IN ATTENDANCE** : Ms Koid Phaik Gunn - *Group Company Secretary*
- BY INVITATION** : Dato' Sulaiman bin Mohd Tahir (Dato' Sulaiman) - *Group CEO*  
En Eghwan Mokhzanee bin Muhammad - *CEO, AmBank Islamic Berhad*  
Mr Ramzi Albert Toubassy - *CEO, AmMetLife Insurance Berhad*  
En Noor Azam Mohd Yusof - *CEO, AmMetLife Takaful Berhad*  
Datuk Iswaran Suppiah - *Group Chief Operations Officer*  
Mr Jamie Ling - *Group Chief Financial Officer*  
Mr Jeroen Thijs - *Group Chief Risk Officer*  
Mr Thein Kim Mon - *Chief Internal Auditor*  
Puan Uji Sherina binti Abdullah - *Chief Human Resource Officer*  
Ms Faradina binti Mohammad Ghouse - *Chief Compliance Officer*  
Ms Goh Mei Lee - *Chief Group Strategic Transformation Officer*  
Ms Jade Lee - *Managing Director, Retail Banking*  
Mr Ganesh Nadarajah - *Head, Business Performance & Investor Relations*  
En Syed Anuar Syed Ali - *Head Group Corporate Communication & Marketing*  
Mr Anthony Dass - *Head, AmBank Research*  
Ms Pauline Cham - *Senior Vice President Head, Group Legal*  
Mr Anthony Chin - *Deputy Managing Director, Retail Banking*  
Mr Chan Hooi Lam  
Puan Wan Daneena Rahman  
Ms Ng Sue Ean  
Ms Lee Pei Yin  
Mr Yap Kah Foo  
Ms Tee G-Mun  
Ms Justina Lai
- } *Representatives from  
Messrs Ernst & Young ('EY')*

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ITEM	MINUTES
<b>26/1</b>	<b>ATTENDANCE</b> <p>In addition to the members of the Board of Directors ('the Board') present, the attendance at the Meeting were as follow:-</p> <ul style="list-style-type: none"><li>• 1,592 members present in person</li><li>• 1,165 proxy holders</li><li>• 1 corporate representative</li></ul> <p>The attendance of members, proxies and corporate representative is as per the attendance list.</p>
<b>26/2</b>	<b>CHAIRMAN OF THE MEETING</b> <p>Tan Sri Azman Hashim, Chairman of the Board, took the Chair and called the 26<sup>th</sup> AGM to order at 10.00 a.m.</p> <p>The Chairman took the opportunity to record his appreciation and gratitude to Tun Mohammed Hanif bin Omar who had served as a Board Member of the Company for 22 years, 16 years as Independent Non-Executive Director and 6 years as Non-Independent Non-Executive Director of the Company and retired from the Board on 31 March 2017.</p>
<b>26/3</b>	<b>QUORUM</b> <p>As more than 5 shareholders and proxies were present at the Meeting, the quorum requirement pursuant to Article 70 of the Company's Constitution had therefore been satisfied.</p>
<b>26/4</b>	<b>NOTICE OF MEETING</b> <p>The notice convening the Meeting was taken as read by the shareholders present.</p>
<b>26/5</b>	<b>PRESENTATION OF FINANCIAL PERFORMANCE &amp; OUTLOOK</b> <p>The Chairman invited Dato' Sulaiman to give a brief presentation to the shareholders covering the following areas:-</p> <ol style="list-style-type: none"><li>a) A challenging environment</li><li>b) "Top 4" Aspirations</li><li>c) Managing sustainability</li><li>d) Highlights for year 2016/2017</li><li>e) Financial Highlights for Financial Year ('FY') 2017</li><li>f) Market outlook for FY2018</li><li>g) Performance guidance and expectation for FY2018/FY2019</li></ol>

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Dato' Sulaiman informed that the Company had, in a written reply dated 28 July 2017, responded to the questions raised by the Minority Shareholder Watchdog Group ('MSWG') in respect of the 26<sup>th</sup> AGM. For the benefit of the shareholders, Dato' Sulaiman took the shareholders through the questions raised by MSWG and the Company's response as set out in **Appendix 1** of the minutes.

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<b>26/6</b>	<b>POLL VOTING</b>
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The Chairman informed the shareholders, proxies and corporate representatives that pursuant to paragraph 8.29A(1) of the Main Market Listing Requirement 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 at any general meeting, would be voted by poll.

In that regard, the Chairman informed that in respect of Ordinary Resolutions No. 1 to No. 15, poll voting for the resolutions would be conducted upon the tabling and deliberation of all items to be transacted at the 26<sup>th</sup> AGM.

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

- a) Symphony Share Registrars Sdn Bhd as the Poll Administrator to conduct the poll voting; and
  - b) Boardroom Business Solution Sdn Bhd to verify the poll results.
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<b>26/7</b>	<b>AUDITED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITORS</b>
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The Audited Financial Statements ('AFS') of the Company for the financial year ended 31 March 2017 ('FY2017') and the Reports of the Directors and Auditors were taken as received by the shareholders/proxies present and tabled at the 26<sup>th</sup> AGM. The Chairman explained to the shareholders, proxies and corporate representatives that the AFS for FY2017 tabled at the Meeting were for discussion only and would not require shareholders' approval. Hence it would not be put forth for voting.

The Chairman then invited questions from the floor on the Audited Financial Statements for FY2017.

The shareholders and proxies deliberated at length on the item. A summary of the questions raised by the shareholders/proxies together with the corresponding responses was as set out in **Appendix 2** of the minutes.

The Chairman concluded the questions and answers session for item 1, and proceeded to the next item on the Agenda.

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ITEM	MINUTES
<b>26/8</b>	<b>FINAL SINGLE TIER DIVIDEND OF 12.6 SEN FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017</b>  The Chairman informed that the Dividend Reinvestment Plan ('DRP') would not be applicable for the final single tier dividend. The final dividend would be paid to shareholders on 22 August 2017 based on entitlement date for the dividend on 8 August 2017.  Ordinary Resolution No. 1 on the payment of a final single tier dividend of 12.6 sen per share for the financial year ended 31 March 2017 was duly proposed by Mr Yong Chin Mee and seconded by Ms Choong Mee Fatt.
<b>26/9</b>	<b>DIRECTORS' FEES AND BENEFITS PAYABLE FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017</b>  The Chairman informed that, in accordance with the requirements of the Companies Act 2016 which came into force on 31 January 2017, the Company would be required to seek shareholders' approval for the payment of benefits due to the Directors for the period from 1 February 2017 to 31 March 2017.  The Chairman further informed that the Directors' fees for each Director remained the same as per last financial year.  Ordinary Resolution No. 2 on the payment of Directors' fees and benefits of RM2,659,151.00 for the financial year ended 31 March 2017 was proposed by Mr Ng Weng Yew and seconded by Ms Chin Woon Fui Linda.
<b>26/10</b>	<b>BENEFITS PAYABLE TO THE DIRECTORS (EXCLUDING DIRECTORS' FEES) FROM 1 APRIL 2017 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY</b>  The Chairman informed that pursuant to the Companies Act 2016, the Company would also be seeking shareholders' approval for the payment of benefits to the Directors which include among others, meeting allowances, Board Committees allowances and other allowances and benefits.  The Directors' fees for the financial year ending 2018 would be tabled to the shareholders for approval at the next AGM.  Ordinary Resolution No. 3 on the benefits payable to the Directors (excluding Directors' fees) up to an aggregate amount of RM2,626,000.00 from 1 April 2017 until the next AGM of the Company was proposed by Ms Loke Swan Yen and seconded by Mr Yong Chin Mee.

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ITEM	MINUTES
<b>26/11</b>	<b>RE-ELECTION OF DIRECTORS RETIRING BY ROTATION PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION</b>

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The Chairman informed that three (3) directors who retired by rotation in accordance with Article 89 of the Company's Constitution were eligible for re-election. The three (3) directors who retired and offered themselves for re-election under Ordinary Resolution Nos. 4, 5 and 6 respectively were as follows:-

- i) Ms Suzette Margaret Corr
- ii) Dato' Rohana binti Tan Sri Mahmood
- iii) Mr Voon Seng Chuan

The profiles of the Directors standing for re-election were set out on pages 44, 46 and 48 of the Annual Report 2017.

The proposer and seconder in respect of the re-election of each Director under the following resolutions, to be voted on individually, in accordance with Section 203 of the Companies Act 2016 :-

- i) Ordinary Resolution No. 4 on the re-election of Ms Suzette Margaret Corr, was duly proposed by En Abu Bakar bin Mohd Atan and seconded by Ms Loke Swan Yen; and
- ii) Ordinary Resolution No. 5 on the re-election of Dato' Rohana binti Tan Sri Mahmood, was duly proposed by Ms Loke Swan Yen and seconded by Ms Chin Woon Fui, Linda.
- iii) Ordinary Resolution No. 6 on the re-election of Mr Voon Seng Chuan, was duly proposed by Ms Loke Swan Yen and seconded by Ms Choong Mee Fatt.

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<b>26/12</b>	<b>RE-APPOINTMENT OF TAN SRI AZMAN HASHIM ('TAN SRI AZMAN') AS DIRECTOR OF THE COMPANY</b>
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As Ordinary Resolution No. 7 relates to the Chairman's appointment as Director of the Company, he handed over the Chair to Dato' Rohana binti Tan Sri Mahmood (Dato' Rohana) to preside over the item on the Agenda.

Tan Sri Azman excused himself from the Meeting.

Dato' Rohana informed that in accordance with the Companies Act 2016, which came into effect on 31 January 2017, the requirement to put forth re-appointment of Director of or over the age of 70 years had been abolished. The shareholders had at 25<sup>th</sup> AGM of the Company held on 18 August 2016 approved the re-appointment of Tan Sri Azman as a Director of the Company and for him to continue in office as Director until the conclusion of the next AGM of the Company.

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As the mandate given by the shareholders would be expiring at the conclusion of the 26<sup>th</sup> AGM, AMMB sought the shareholders' approval for the re-appointment of Tan Sri Azman Hashim as Director of the Company.

Dato' Rohana further informed that going forward, Tan Sri Azman Hashim retirement at the AGM would be in accordance with the Article 89 of the Company's Constitution.

Ordinary Resolution No. 7 on the re-appointment of Tan Sri Azman Hashim, was duly proposed by Ms Loke Swan Yen and seconded by Ms Choong Mee Fatt.

Dato' Rohana then handed over the Chair back to Tan Sri Azman.

Tan Sri Azman resumed as Chairman of the Meeting.

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<b>26/13</b>	<b>RE-APPOINTMENT OF AUDITORS</b>
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The Chairman informed that the Auditors, Messrs Ernst & Young had given its consent for re-appointment as Auditors of the Company and that Bank Negara Malaysia had vide its letter dated 11 July 2017 given its approval on the re-appointment.

Ordinary Resolution No. 8 on the re-appointment of Messrs Ernst & Young as Auditors of the Company, was duly proposed by Ms Loke Swan Yen and seconded by Mr Yong Chin Mee.

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<b>26/14</b>	<b>RENEWAL OF AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY PURSUANT TO THE COMPANY'S EXECUTIVES' SHARE SCHEME</b>
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The Chairman informed that the authority conferred by such renewed mandate would enable the Company to issue new ordinary shares from time to time as may be required pursuant to the Executives' Share Scheme ('ESS') provided that the shares made available under the ESS would not exceed 10% in aggregate of the total number of issued shares of the Company at any point of time throughout the duration of the ESS (10 years).

The Directors have not authorised any allotment and issuance of shares from the inception of the ESS.

Ordinary Resolution No. 9 on the renewal of authority for the Directors of the Company to allot and issue new ordinary shares in the Company pursuant to the Company's ESS, was duly proposed by Mr Yong Chin Mee and seconded by Ms Loke Swan Yen.



ITEM	MINUTES
<b>26/15</b>	<p data-bbox="375 448 1414 582"><b>RENEWAL OF AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES OF THE COMPANY TO DATO' SULAIMAN BIN MOHD TAHIR, THE GROUP CHIEF EXECUTIVE OFFICER OF THE COMPANY PURSUANT TO THE COMPANY'S EXECUTIVES' SHARE SCHEME</b></p> <p data-bbox="375 616 1414 716">The Chairman informed that the renewed mandate would enable the Directors to allocate shares and options to Dato' Sulaiman from time to time pursuant to the Company's ESS.</p> <p data-bbox="375 750 1414 884">Ordinary Resolution No. 10 on the renewal of authority for the Directors of the Company to allot and issue new ordinary shares in the Company to Dato' Sulaiman, the Group CEO of the Company pursuant to the Company's ESS, was duly proposed by Ms Loke Swan Yen and seconded by Mr Yong Chin Mee.</p>
<b>26/16</b>	<p data-bbox="375 952 1414 1052"><b>RENEWAL OF AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY FOR THE PURPOSE OF THE COMPANY'S DIVIDEND REINVESTMENT PLAN</b></p> <p data-bbox="375 1086 1414 1220">The Chairman informed that under the Dividend Reinvestment Plan ('DRP'), the Directors of the Company would be authorised to determine in their sole and absolute discretion, whether the DRP should apply to any dividend declared by the Company.</p> <p data-bbox="375 1254 1414 1321">The Directors did not allot, or issue new ordinary shares pursuant to the authority given by the shareholders at the previous AGM.</p> <p data-bbox="375 1355 1414 1489">Ordinary Resolution No. 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 Loke Swan Yen and seconded by Mr Yong Chin Mee.</p>
<b>26/17</b>	<p data-bbox="375 1556 1414 1624"><b>AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</b></p> <p data-bbox="375 1657 1414 1780">The Chairman informed that the mandate would enable 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.</p> <p data-bbox="375 1814 1414 1881">The Company did not allot, or issue new ordinary shares under the previous mandate.</p> <p data-bbox="375 1915 1414 2049">Ordinary Resolution No. 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 the Ms Loke Swan Yen and seconded by Mr Yong Chin Mee.</p>

ITEM	MINUTES
26/18	<p data-bbox="373 450 1402 577"><b>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</b></p> <p data-bbox="373 618 1402 712">The Chairman informed that the next three (3) resolutions were on renewal of existing shareholders' mandates for recurrent related party transactions (RRPT) of revenue or trading nature.</p> <p data-bbox="373 752 1402 846">As Mr Graham Kennedy Hodges ('Mr Hodges') and Ms Suzette Margaret Corr ('Ms Corr') were interested parties to the RRPT under Ordinary Resolution No. 13, they excused themselves from the Meeting.</p> <p data-bbox="373 887 1402 981">The Chairman then invited Dato' Sulaiman to give a short briefing on the RRPT, details of which were set out in the Circular to Shareholders dated 30 June 2017.</p> <p data-bbox="373 1021 1402 1149">Ordinary Resolution No. 13 on the renewal of existing shareholder mandate for RRPT of a revenue or trading nature with Australia and New Zealand Banking Group Limited ('ANZ') Group was duly proposed by Mr Yong Chin Mee and seconded by Mr Sing Chaw @ Seng Kong Choo.</p> <p data-bbox="373 1189 483 1214"><u>NOTED:</u></p> <ol data-bbox="373 1245 1402 1576" style="list-style-type: none"> <li data-bbox="373 1245 1402 1406">1. Mr Hodges and Ms Corr were deemed interested in the RRPT with ANZ Group by virtue of their directorships in the Company and as persons connected to ANZ, a major shareholder of the Company that was deemed interested by virtue of its holding of 100% equity interest in ANZ Funds Pty Ltd ("ANZ Funds").</li> <li data-bbox="373 1447 1402 1576">2. ANZ Funds and ANZ were deemed interested by virtue of their respective direct and/or indirect shareholdings in the Company and the persons connected with them, Mr Hodges and Ms Corr, abstained from voting on Ordinary Resolution No. 13.</li> </ol> <p data-bbox="373 1617 1147 1641">Mr Hodges and Ms Corr joined the Meeting at this juncture.</p> <p data-bbox="373 1682 1402 1776">As the Chairman was an interested party to the RRPT under Ordinary Resolutions No. 14 and 15, he passed the Chair to Dato' Rohana to preside over the subsequent two (2) resolutions.</p> <p data-bbox="373 1816 1070 1841">Tan Sri Azman then excused himself from the Meeting.</p>



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26/19	<p data-bbox="373 450 1401 546"><b>RENEWAL OF EXISTING SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH AMCORP GROUP BERHAD GROUP</b></p> <p data-bbox="373 584 1401 748">Dato' Rohana took over the Chair and informed that Ordinary Resolution No. 14 was on the renewal of existing shareholder mandate for RRPT of a revenue or trading nature with Amcorp Group Berhad Group. Ordinary Resolution No. 14 was duly proposed by Mr Sing Chaw @ Seng Kong Choo and seconded by Ms Choong Mee Fatt.</p> <p data-bbox="373 786 485 819"><u>NOTED:</u></p> <ol data-bbox="373 853 1401 1458" style="list-style-type: none"> <li data-bbox="373 853 1401 987">1. Tan Sri Azman was deemed interested in the RRPT with Amcorp Group Berhad Group by virtue of his common directorships and substantial shareholdings in the Company and Amcorp Group Berhad ("Amcorp").</li> <li data-bbox="373 1021 1401 1155">2. Mr Soo Kim Wai was deemed interested by virtue of his common directorships in the Company and Amcorp. He is also a person connected to Tan Sri Azman being a person who is accustomed to act in accordance with the directions and instructions of Tan Sri Azman.</li> <li data-bbox="373 1189 1401 1256">3. Amcorp was deemed interested by virtue of its direct shareholdings in the Company.</li> <li data-bbox="373 1290 1401 1357">4. Clear Goal Sdn Bhd was deemed interested by virtue of its direct and indirect shareholdings in Amcorp and the Company respectively.</li> <li data-bbox="373 1391 1401 1458">5. The above persons and persons connected with them abstained from voting on Ordinary Resolution No. 14.</li> </ol>
26/20	<p data-bbox="373 1525 1401 1621"><b>RENEWAL OF EXISTING SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH MODULAR TECHCORP HOLDINGS BERHAD GROUP</b></p> <p data-bbox="373 1659 1401 1794">Dato' Rohana informed that Ordinary Resolution No. 15 was on the renewal of existing shareholder mandate for RRPT of a revenue or trading nature with Modular Techcorp Holdings Berhad Group. Ordinary Resolution No. 15 was duly proposed by Ms Loke Swan Yen and seconded by Mr Yong Chin Mee.</p> <p data-bbox="373 1827 485 1861"><u>NOTED:</u></p> <ol data-bbox="373 1895 1401 1989" style="list-style-type: none"> <li data-bbox="373 1895 1401 1989">1. Tan Sri Azman was deemed interested by virtue of Encik Ibrahim bin Hussain, who is his son-in-law, being a director and major shareholder of Modular Techcorp Holdings Berhad.</li> </ol>

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2. The above persons and persons connected with them abstained from voting on Ordinary Resolution No. 15.

Dato' Rohana then handed over the Chair back to Tan Sri Azman.

Tan Sri Azman resumed as Chairman of the Meeting.

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**26/21****ANY OTHER BUSINESS**

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

The Chairman then proceeded to deal with the formalities of holding a poll for Ordinary Resolutions No. 1 to No. 15.

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**26/22****CONDUCT OF POLL**

The Chairman informed the shareholders and proxies present that the poll would be conducted electronically. Polling stations have been set-up at Ballroom 1.

The Chairman then invited Ms Koid Phaik Gunn ('Ms Koid'), the Group Company Secretary, to brief the shareholders on the polling process.

Ms Koid explained the procedures for the conduct of poll using Symphony e-voting system. Each of the shareholders / proxies / corporate representatives had been given bar coded wristbands during registration for the Meeting. Each shareholder / proxy / corporate representative would be directed to the polling station to scan his/her bar coded wristband to the barcode reader.

Ms Koid then proceeded to explain the e-voting process upon the scanning of the wristband. She announced that the representatives of Symphony Share Registrars Sdn Bhd, the Share Registrar of the Company, would be present at each polling station to assist each shareholder / proxy / corporate representative with the voting process. Boardroom Business Solutions Sdn Bhd, the Scrutineers appointed for the meeting, would be present to monitor the e-polling process and verify the poll results.

The Chairman informed that he had been appointed to act as proxy for a number of shareholders and shall vote in accordance with the instructions given. The Chairman informed that the casting and verification of the votes would take about 30 minutes to complete and that he would declare the results of the poll once the results had been verified by the Scrutineers, and handed to him.

The Chairman announced the commencement of the e-polling process at 12.30 p.m. and adjourned the Meeting for the e-polling process to take place.



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**25/23                      ANNOUNCEMENT OF POLL RESULTS**

At 1.00 p.m. and with the quorum requirement still present, the Chairman called the Meeting to order for the declaration of the poll results. He informed that he had received the poll results from the Scrutineers, Boardroom Business Solutions Sdn Bhd. The Chairman informed the shareholders, proxies and corporate representatives present that the poll results were shown on the screen and he also read out the results as follows:-

- 23.1                      Payment of a Final Single Tier Dividend of 12.6 sen per share for the Financial Year Ended 31 March 2017
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The Chairman announced the poll result in respect of Ordinary Resolution No. 1 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 1	2,376,411,418	99.9998	4,000	0.0002

The Chairman declared that Ordinary Resolution No. 1 was duly passed as follows:-

"THAT the payment of a final single tier dividend of 12.6 sen per share in respect of the financial year ended 31 March 2017 be approved."

- 23.2                      Payment of Directors' fees and benefits for the Financial Year Ended 31 March 2017
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The Chairman announced the poll result in respect of Ordinary Resolution No. 2 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 2	2,372,509,818	99.9987	32,000	0.0013

The Chairman declared that Ordinary Resolution No. 2 was duly passed as follows:-

"THAT the payment of Directors' fees and benefits of RM2,659,151.00 for the financial year ended 31 March 2017 be approved."

- 23.3                      Payment of benefits payable to the Directors from 1 April 2017 until the next Annual General Meeting of the Company
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The Chairman announced the poll result in respect of Ordinary Resolution No. 3 which was carried as follows:

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Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 3	2,363,391,918	99.6143	9,149,900	0.3857

The Chairman declared that Ordinary Resolution No. 3 was duly passed as follows:-

"THAT the payment of benefits payable to the Directors (excluding Directors' Fees) up to an aggregate amount of RM2,626,000.00 from 1 April 2017 until the next Annual General Meeting of the Company be approved."

23.4 Re-election of Directors Retiring by Rotation pursuant to Article 89 of the Company's Constitution.

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23.4.1 The Chairman announced the poll result in respect of Ordinary Resolution No. 4 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 4	2,264,146,198	95.2758	112,266,220	4.7242

The Chairman declared that Ordinary Resolution No. 4 was duly passed as follows:-

"THAT Ms Suzette Margaret Corr, who retired by rotation pursuant to Article 89 of the Company's Constitution, be re-elected as Director of the Company."

23.4.2 The Chairman announced the poll result in respect of Ordinary Resolution No. 5 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 5	2,314,139,116	97.3794	62,276,302	2.6206

The Chairman declared that Ordinary Resolution No. 5 was duly passed as follows:-

"THAT Dato' Rohana Binti Tan Sri Mahmood, who retired by rotation pursuant to Article 89 of the Company's Constitution, be re-elected as Director of the Company."

23.4.3 The Chairman announced the poll result in respect of Ordinary Resolution No. 6 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 6	2,277,945,099	96.0904	92,680,819	3.9096



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The Chairman declared that Ordinary Resolution No. 6 was duly passed as follows:-

"THAT Mr Voon Seng Chuan, who retired by rotation pursuant to Article 89 of the Company's Constitution, be re-elected as Director of the Company."

23.5                    Re-appointment of Tan Sri Azman Hashim as Director of the Company

The Chairman announced the poll result in respect of Ordinary Resolution No. 7 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 7	2,096,869,930	96.9560	65,833,048	3.0440

The Chairman declared that Ordinary Resolution No. 7 was duly passed as follows:-

"THAT Tan Sri Azman Hashim, who retired at the conclusion of 26<sup>th</sup> AGM of the Company be hereby re-appointed as Director of the Company."

23.6                    Re-appointment of Auditors

The Chairman announced the poll result in respect of Ordinary Resolution No. 8 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 8	1,887,317,577	79.4208	489,032,811	20.5792

The Chairman declared that Ordinary Resolution No. 8 was duly passed as follows:-

"THAT Messrs Ernst & Young, be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that their remuneration be determined by the Directors."

23.7                    Renewal of Authority to Allot and Issue New Ordinary Shares in the Company pursuant to the Company's Executives' Share Scheme

The Chairman announced the poll result in respect of Ordinary Resolution No. 9 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 9	2,047,582,089	86.1626	328,833,329	13.8374

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The Chairman declared that Ordinary Resolution No. 9 was duly passed as follows:-

“THAT pursuant to the Company’s Executives’ Share Scheme (“ESS”) as approved at the Extraordinary General Meeting of the Company held on 26 September 2008, the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company from time to time as may be required for the purpose of the ESS, provided that the total number of new and existing ordinary shares in the Company to be allotted and issued and/or transferred, as the case may be, under the ESS, shall not exceed ten percent (10%) in aggregate of the total number of issued shares of the Company at any point of time throughout the duration of the ESS.”

- 23.8 Renewal of authority to allot and issue new ordinary shares in the Company to Dato’ Sulaiman bin Mohd Tahir, the Group Chief Executive Officer of the Company pursuant to the Company’s Executives’ Share Scheme
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The Chairman announced the poll result in respect of Ordinary Resolution No. 10 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 10	2,047,184,389	86.1460	329,228,029	13.8540

The Chairman declared that Ordinary Resolution No. 10 was duly passed as follows:-

“THAT subject to the passing of Ordinary Resolution No. 9, the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company to Dato’ Sulaiman bin Mohd Tahir, the Group Chief Executive Officer of the Company, from time to time pursuant to the Executives’ Share Scheme as approved at the Extraordinary General Meeting of the Company held on 26 September 2008 and in accordance with the By-Laws as set out in Appendix I to the Circular to Shareholders dated 4 September 2008 and as amended on 28 June 2011.”

- 23.9 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 No. 11 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 11	2,374,499,518	99.9194	1,915,800	0.0806

The Chairman declared that Ordinary Resolution No. 11 was duly passed as follows:-



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**ITEM                    MINUTES**


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“THAT the Directors of the Company be and are hereby authorised to allot and issue such number of new ordinary shares in the Company from time to time as may be required for the purpose of the Company’s Dividend Reinvestment Plan as approved at the Extraordinary General Meeting of the Company held on 2 September 2010, which gives the shareholders of the Company the option to elect to reinvest their cash dividend entitlements in new ordinary shares of the Company.”

23.10                    Authority to Allot and Issue New Ordinary Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

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The Chairman announced the poll result in respect of Ordinary Resolution No. 12 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 12	2,134,736,718	89.8302	241,675,700	10.1698

The Chairman declared that Ordinary Resolution No. 12 was duly passed as follows:-

“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 Sections 75 and 76 of the Companies Act, 2016 to allot and issue new ordinary shares in the Company at any time upon such terms and conditions and for such purposes as the Directors, may, in their discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.”

23.11                    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

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The Chairman announced the poll result in respect of Ordinary Resolution No. 13 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 13	1,649,905,935	99.4176	9,665,000	0.5824

The Chairman declared that Ordinary Resolution No. 13 was duly passed as follows:-

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ITEM	MINUTES
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“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 30 June 2017 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted during the financial year pursuant to the shareholder mandate granted herein 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.”

23.12 Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Amcorp Group Berhad Group

The Chairman announced the poll result in respect of Ordinary Resolution No. 14 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution No. 14	1,975,678,415	99.5130	9,668,000	0.4870

The Chairman declared that Ordinary Resolution No. 14 was duly passed as follows:-

“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 30 June 2017 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted during the financial year pursuant to the shareholder mandate granted herein 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.”



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**ITEM                    MINUTES**


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**23.13                    Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Modular Techcorp Holdings Berhad Group**


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The Chairman announced the poll result in respect of Ordinary Resolution No. 15 which was carried as follows:-

Resolution	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Ordinary Resolution 15	1,975,678,415	99.5132	9,665,000	0.4868

The Chairman declared that Ordinary Resolution No. 15 was duly passed as follows:-

“THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Modular Techcorp Holdings Berhad and any of its subsidiaries and/or associated companies (“Modular 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 Modular 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 2.2.3 of Section 2.2 of the Circular to Shareholders dated 30 June 2017 be hereby renewed and to continue in force until the conclusion of the next Annual General Meeting of the Company and that disclosure be made in the annual report of the Company of the aggregate value of such transactions conducted during the financial year pursuant to the shareholder mandate granted herein 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.”

**25/24                    CLOSURE**

There being no other business, the meeting ended at 1.20 p.m. with a vote of thanks to the Chairman and the Board.

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**26<sup>th</sup> AGM  
FY2017**

**AMMB Holdings Berhad (AMMB)'s Response to  
Minority Shareholder Watchdog Group (MSWG) &  
Other Shareholder Enquiries**



A decorative graphic in the top-left corner consisting of several overlapping geometric shapes (triangles and polygons) in shades of grey, red, and yellow.

# Section **1** AMMB's Response to MSWG Written Enquiries

# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
1.	<p><b>The Group Chief Executive Officer (CEO)'s Message had targeted the Group to be among the top four banks in Malaysia by 2020 by focusing on 33 initiatives as reported in page 16 of the Annual Report.</b></p> <p><b>a) Could the Board elaborate on the expected value and benefits to the Group's overall strategy for Top 4 Strategy?</b></p>	<p>The value and benefits that we expect from executing our 4 year Top 4 Strategy include sustainable growth and improvement in ROE, increase in shareholders' funds and market capitalisation, increase in market share penetration in our target focused products, greater penetration to key segments and the ability to serve our customers at the highest level of service.</p> <p>The short term targets determined on the onset of the new financial year keeps the Group's progress in focus.</p> <p>The targets for FY2018/2019 are:</p> <ul style="list-style-type: none"> <li>i. ROE: circa 10%</li> <li>ii. CTI: ≤ 55%</li> <li>iii. Dividend: circa 40% payout</li> <li>iv. Financial Holding Company (FHC) Common Equity Tier 1 (CET 1): at 10.5% +/- 1%</li> </ul> <p style="text-align: right;"><b>Cont.</b></p>



# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
1.	<p><b>Continuation...</b></p> <p><b>The Group Chief Executive Officer (CEO)'s Message had targeted the Group to be among the top four banks in Malaysia by 2020 by focusing on 33 initiatives as reported in page 16 of the Annual Report.</b></p> <p><b>a) Could the Board elaborate on the expected value and benefits to the Group's overall strategy for Top 4 Strategy?</b></p>	<p>For the benefit of our shareholders, the expected value and benefits derived via the Top 4 Strategy is measured through an identified set of key performance indicators (KPIs). The KPIs comprise a combination of financial and non-financial metrics and they are as follows:</p> <p><u>Financial metrics:</u></p> <ul style="list-style-type: none"> <li>i. Market capitalisation (relative)</li> <li>ii. Revenue growth</li> <li>iii. Return on equity (ROE)</li> <li>iv. Price over earnings (P/E)</li> <li>v. Net interest margin (NIM)</li> <li>vi. Cost to income (CTI)</li> <li>vii. Gross impaired loan (GIL) ratio</li> </ul> <p><u>Non-financial metrics:</u></p> <ul style="list-style-type: none"> <li>viii. Customer turnaround time and customer satisfaction</li> <li>ix. Trusted brand</li> <li>x. Employee engagement and attractiveness to best talent</li> </ul>





# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
1.	<p><b>b) What are the key sustainability issues and material challenges that would impact its strategy and how would the Board propose to overcome these in the light of increasing regulations and compliance cost?</b></p>	<p>The Board of Directors (Board) takes cognizance of its responsibility to strike a balance between achieving its financial targets whilst ensuring we meet our sustainability goals. The Group has, throughout its 42 years in business, been mindful of environmental, economic and social (EES) risks and opportunities in our business conduct. We strive to create a sustainable future for our employees, customers, shareholders as well as contribute towards a sustainable future for Malaysians.</p> <p>As described in our Annual Report 2017, we have identified 3 key focus areas which encapsulates sustainability matters that are important to us and they are:</p> <p><b>1. Responsible Banking:</b> As a responsible business, we take EES factors into account in offering sustainable products and services, and we integrate EES factors into our business decisions. We are committed to being a responsible financial services group. Material sustainability matters identified for <i>Responsible Banking</i> are as follows:</p> <ul style="list-style-type: none"> <li>• Customer Satisfaction</li> <li>• Ethics, Governance and Compliance</li> <li>• Data Security, IT Infrastructure and Digital Transformation</li> <li>• Responsible Sourcing and Procurement</li> <li>• Financial Inclusion and Responsible Lending</li> <li>• Responsible Marketing, Product and Service Design</li> </ul>

Cont.









# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
1.	<p><b>Continuation...</b></p> <p><b>b) What are the key sustainability issues and material challenges that would impact its strategy and how would the Board propose to overcome these in the light of increasing regulations and compliance cost?</b></p>	<p><b>2. Employer of Choice:</b> We aspire to be an employer of choice and we focus on developing our employees and supporting their well-being so that we continue to attract, retain and reward appropriately. We recognise the need to maintain an engaging and inclusive workplace that lets people achieve their aspirations.</p> <p>Material sustainability matters identified for this area are as follows:</p> <ul style="list-style-type: none"> <li>• Conducive and Inclusive Workplace</li> <li>• Human Capital Development</li> </ul> <p><b>3. Positive Societal Impact:</b> We uphold our commitment to creating a positive societal impact by conducting our business activities with reduced environmental impact and by fulfilling our social responsibilities towards local communities. In our materiality assessment, we have identified the following key sustainability matters:</p> <ul style="list-style-type: none"> <li>• Environmentally and Socially Responsible Investment</li> <li>• Community Investment and Development</li> <li>• Energy Management and Greenhouse Emission</li> <li>• Waste Management</li> </ul> <p style="text-align: right;"><b>Cont.</b></p>

# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
1.	<p><b>Continuation...</b></p> <p><b>b) What are the key sustainability issues and material challenges that would impact its strategy and how would the Board propose to overcome these in the light of increasing regulations and compliance cost?</b></p>	<p>Most of the material sustainability matters and issues we have identified directly drive our aspiration to be a Top 4 Malaysian bank by 2020 and is best illustrated as follows:</p> <div style="display: flex; justify-content: space-around;"> <div data-bbox="1104 687 1323 1034"> <p><b>1</b></p> <p>Be Top 4 in our four growth segments – mass affluent, affluent, SME and mid corporates</p>  </div> <div data-bbox="1352 687 1572 1034"> <p><b>2</b></p> <p>Be Top 4 in our four key products – cards &amp; merchants, transaction banking &amp; current account, markets &amp; FX and wealth management.</p>  </div> <div data-bbox="1601 687 1821 1034"> <p><b>3</b></p> <p>Sustain Top 4 in our existing engines – corporate loans/financing, debt and capital markets and funds management; and</p>  </div> <div data-bbox="1850 687 2069 1034"> <p><b>4</b></p> <p>Be one of the Top 4 employers in Malaysia</p>  </div> </div>





# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
1.	<p><b>c) How would the Board optimise and balance its short-term task of accelerating top line growth, improving its NIM, increasing CASA and managing deposits, improving asset quality and capital efficiency with its longer term strategy of achieving its Top 4 aspiration by 2020?</b></p>	<p>To optimise and dynamically balance our short-term task to accelerate top line growth, improve NIM, grow CASA and deposits, maintain asset quality and capital efficiency, the Group will execute to our identified growth strategies through 33 initiatives to achieve our Top 4 aspirations by 2020. These initiatives focus on the following 5 key areas, namely Digital &amp; Analytics, Retail &amp; Islamic, Enablers, Wholesale and Business Banking.</p> <p>Our growth strategies include:</p> <p>i. Top line growth:</p> <ul style="list-style-type: none"> <li>- Win in fast growing, underserved segments – SME (working capital, industrial hire purchase (IHP), Mass Affluent, Affluent, Mid Corp</li> <li>- Grow fee income – lead the market with an advisory-led wealth management proposition, build an integrated cards and merchant ecosystem, focus in foreign exchange, markets trading, derivatives sales, loan related fees</li> </ul> <p style="text-align: right;"><b>Cont.</b></p>



# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
1.	<p><b>Continuation...</b></p> <p><b>c) How would the Board optimise and balance its short-term task of accelerating top line growth, improving its NIM, increasing CASA and managing deposits, improving asset quality and capital efficiency with its longer term strategy of achieving its Top 4 aspiration by 2020?</b></p>	<ul style="list-style-type: none"><li>ii. NIM improvement<ul style="list-style-type: none"><li>- Focus on higher margin products (term loan, overdraft, IHP) and segments (Mid Corp margins better than Large Corp)</li></ul></li><li>iii. CASA growth<ul style="list-style-type: none"><li>- Build out Transaction banking (cash management, trade)</li></ul></li><li>iv. Deposits management<ul style="list-style-type: none"><li>- Dedicated hunting teams</li><li>- Strengthen retail deposit franchise</li></ul></li><li>v. Asset quality improvement<ul style="list-style-type: none"><li>- Collection early warning rehabilitation</li><li>- Disciplined booking of loans with acceptable returns</li></ul></li><li>vi. Capital efficiency improvement<ul style="list-style-type: none"><li>- Drive return on capital employed and dynamically managing capital</li><li>- Tighten unutilised lines</li></ul></li></ul>



# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
2.	<p><b>How would the Board strengthen its SME and corporate portfolios through its New Division of Business Banking comprising two lines of business, namely Enterprise Banking and Commercial Banking developments? What would be the corporate priorities of the new division, inter alia its 33 initiatives?</b></p>	<p>Business Banking is set up to give more focus and drive towards our SME business to be aligned to our Top 4 Strategy. The division comprises:</p> <ul style="list-style-type: none"> <li>• Enterprise Banking           <ul style="list-style-type: none"> <li>- focuses on business turnover of less than RM50 million and primarily looking at working capital loans under programme lending which will drive flow business of foreign exchange and trade. Its strategic priorities for FY2018 include:               <ul style="list-style-type: none"> <li>• Programme lending</li> <li>• Setting up Hunter and Farmer teams</li> <li>• Setting up enterprise centres</li> </ul> </li> </ul> </li> <li>• Commercial Banking           <ul style="list-style-type: none"> <li>- focuses on business turnover of RM50 million to RM150 million and primarily looking at discretionary lending. Its strategic priorities for FY2018 include:               <ul style="list-style-type: none"> <li>• Setting up Commercial Portfolio department and commercial teams</li> <li>• Executing the industries domination strategy to target market</li> </ul> </li> </ul> </li> </ul>



# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
3.	<b>Amid the MFRS 9 and the compliance date in January 2018, what is the status of the Group's compliance with Basel III – Capital Requirements and assessment on its asset quality and provisioning for FY 2018?</b>	<p>The Group will adopt MFRS 9 on 1 April 2018.</p> <p>The Group will be compliant with Basel III capital requirements and will adhere to the expectations set by the regulators in our compliance journey.</p> <p>We do not envisage material impact implementing MFRS 9 on our capital ratios.</p>



# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers												
4.	<p>The Business Segment Analysis on page 214-216 of the Annual Report showed that the Retail Banking's performances was weak compared to the Wholesale Banking, Insurance, Group Funding and Others.</p> <p>a) Could the Board explain the reasons why the Group's Retail Banking had not performed better for the last three (3) years as compared to the Group's Wholesale Banking and Insurance?</p>	<p>In the past few years, the Malaysian economy had witnessed high household debt levels. This coupled with the slower GDP growth have had an impact on our Retail Banking business. To ensure that we balance between short term performance with our long term goals, the Group had focused on a portfolio rebalancing and de-risking strategy. Our rebalancing strategy has strengthened Retail Banking's asset quality, which the gross impaired loans ratio has improved to 1.33% in FY2017 from 2.01% in FY2015.</p> <p>Beginning FY2017, as part of the Group's Top 4 Aspirations, Retail Banking's focus is to be Top 4 in 2 growth segments (Mass Affluent and Affluent) and Top 4 in 2 focused products (Cards &amp; Merchants and Wealth Management). In addition to the above aspirations, Retail Banking embarked on various initiatives to improve the Bank's overall efficiency levels to serve our target segments.</p> <p>During the period, Retail Banking has achieved the following year-on-year (YoY) growth rates in our targeted areas:</p> <table border="0"> <thead> <tr> <th colspan="2" style="text-align: right;"><b>YoY Growth</b></th> </tr> </thead> <tbody> <tr> <td>Mortgage loans</td> <td style="text-align: right;">+21%</td> </tr> <tr> <td>Card loans</td> <td style="text-align: right;">+8%</td> </tr> <tr> <td>CASA balances</td> <td style="text-align: right;">+8%</td> </tr> <tr> <td>Wealth management sales</td> <td style="text-align: right;">+150%</td> </tr> <tr> <td>Cards merchant volume</td> <td style="text-align: right;">+7%</td> </tr> </tbody> </table> <p>With our new management team, we have the right balance of people and resources to execute our new growth agenda.</p>	<b>YoY Growth</b>		Mortgage loans	+21%	Card loans	+8%	CASA balances	+8%	Wealth management sales	+150%	Cards merchant volume	+7%
<b>YoY Growth</b>														
Mortgage loans	+21%													
Card loans	+8%													
CASA balances	+8%													
Wealth management sales	+150%													
Cards merchant volume	+7%													





# AMMB's Response to MSWG Enquiries

## Strategy and Financial Matters

No.	Questions	Answers
4.	<p>b) <b>What are those refined tangible key performance indicators (“KPIs”) put in place as reported in the Group CEO’s Message on page 18 of the Annual Report and how effective are these KPIs that will bring improvement to the Group’s Retail Banking performances?</b></p>	<p>All the KPIs which have been shared in our response to question 1(a) above are applicable to Retail Banking. In addition, two out of the ten metrics are specifically centered on Retail Banking’s service performance and they are:</p> <ul style="list-style-type: none"> <li>• To improve customer turnaround time and increase customer satisfaction</li> <li>• To build a trusted brand</li> </ul> <p>As such, Retail Banking’s overall business growth strategies are lined up to meet these KPIs. Additionally, Retail Banking is also guided by the following targets:</p> <ul style="list-style-type: none"> <li>• Build an integrated cards and merchant ecosystem</li> <li>• Lead market with advisory-led wealth management proposition</li> <li>• Win in Mass Affluent and Affluent</li> <li>• Strengthen retail deposit</li> </ul>





## Section **2** AMMB's Response to MSWG Verbal Enquiries

# Ordinary Resolution No. 2

Payment of Directors' Fees and Benefits of RM2,659,151.00 for the financial year ended 31 March 2017 ('FY2017')

Director Fees		Benefits		Total Payment FY2017
RM1,928,356.00	+	RM730,795.00	=	RM2,659,151.00

Breakdown of benefits  next page



## Breakdown of Directors' Fees FY2017

Directors	Fee (RM)
Tan Sri Azman Hashim	210,000.00
Graham Kennedy Hodges (Appt. 30/6/16)	150,685.00
Suzette Margaret Corr	200,000.00
Soo Kim Wai	200,000.00
Dato' Rohana binti Tan Sri Mahmood	200,000.00
Dato' Seri Ahmad Johan bin Mohammad Raslan (Changed fr. exec to non-exec on 1/12/16)	66,301.00
Voon Seng Chuan	200,000.00
Datuk Shireen Ann Zaharah binti Muhiudeen (Appt. 30/6/16)	150,685.00
Seow Yoo Lin (Appt. 30/6/16)	150,685.00
Tun Hanif Mohammad bin Omar (Resigned 31/3/17)	200,000.00
Wasim Akhtar Saifi (Resigned 1/4/17)	200,000.00
<b>TOTAL</b>	<b>1,928,356.00</b>

Chairman: RM210,000 per year; Director: RM200,000 per year



## Breakdown of Benefits FY2017

Types of benefits	Feb'17 – Mar'17 (RM)
Board Committee Allowances (full year from Apr'16 – Mar'17)	389,795
Other Allowances (2 months for Feb'17 & Mar'17):	
> Chairman allowance	240,000
> Meeting allowance (RM1,000 per meeting)	76,000
> Ombudsman allowance (annual)	25,000
<b>TOTAL</b>	<b>730,795</b>

Board Committee Allowances (AEC, RMCD, GC, GNRC, GITC):

- Chairman RM25,000 p.a.
- Member RM20,000 p.a.



# Ordinary Resolution No. 3

Payment of Directors' benefits up to an aggregate amount of RM2,626,000.00 from 1 April 2017 until the next AGM of the Company

Comparison of benefits for FY2017 against FY2018		
FY2017	FY2018	
RM2,160,795.00	RM2,626,000.00	 21.53%

Breakdown of estimated benefits  next page

## Breakdown of Estimated Benefits (Apr'17 to Jun'18)

Board Committee Allowance (per annum)	Amount (RM)	Remarks
> Audit & Examination Committee	65,000	Chairman & 2 Members
> Group Nomination & Remuneration Committee	125,000	Chairman & 5 Members
> Risk Management Committee of Directors	65,000	Chairman & 2 Members
> Group IT Committee	35,000	Chairman & 2 Members
> Governance Committee	105,000	Chairman & 4 Members
<b>Other Allowances</b>		
> Chairman allowance	1,800,000	
> Meeting allowance <i>(breakdown please refer next page)</i>	381,000	
> Ombudsman allowance (annual)	50,000	
<b>Total</b>	<b>2,626,000</b>	

**Note :** Assumptions made as follows :-

1. Board composition be increased from the current (9) members to (11) members.
2. Other benefits including medical claims and any expenses incurred by the Directors in executing their duties as stated in Article 94 of the Company's Constitution.



## Breakdown of Estimated Meeting Allowances

Types of meetings	No. of meetings	No. of Directors	Total (RM)
> Board	11	11	121,000
> Audit & Examination Committee	6	3	18,000
> Group Nomination & Remuneration Committee	6	6	36,000
> Risk Management Committee of Directors	6	3	18,000
> Group IT Committee	8	3	24,000
> Governance Committee	6	5	30,000
<b>Total :</b>	<b>43</b>		<b>247,000</b>
> Ad-Hoc meetings	23		134,000
<b>Grand Total :</b>	<b>66</b>		<b>381,000</b>

**Note :** Assumptions made as follows :-

1. Board composition be increased from the current (9) members to (11) members.



## Section **3** AMMB's Response to Shareholder Enquiries



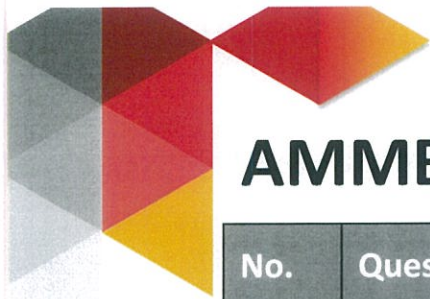
## AMMB's Response to Shareholder Enquiries

No.	Questions – PNB	Answers
1.	<b>Resolution 2 – Please provide details/ explanation behind benefits of RM730,795 from 1 February 2017 to 31 March 2017.</b>	The question has been addressed earlier as part of response to MSWG enquiries.
2.	<b>Resolution 3 – Please provide details/ explanation to the provision for directors' benefits.</b>	The question has been addressed earlier as part of response to MSWG enquiries.
3.	<b>Resolution 9 – Based on our observations on Bursa announcement, AmBank have never exercised ESS even though proposal for it had been made since 2008. Is it correct?</b>	Yes, the Group has never exercise this mandate since the inception of ESS.

## AMMB's Response to Shareholder Enquiries

No.	Questions – PNB	Answers
4.	<b>Resolution 9 – If the above (question 3) is correct, why AmBank never exercise it despite renewing the authority for every year since 2008?</b>	The Group has thus far purchased shares from the open market for purposes of our ESS scheme so as not to dilute earnings per share as this preserves the number of outstanding shares.
5.	<b>Resolution 11 – Based on our observations on Bursa Announcement, AmBank has never exercised Dividend Reinvestment Plan (DRP) even though proposal for it had been made since 2011. Is this correct?</b>	Yes. Although the Group has sought shareholders' mandate for its dividend reinvestment plan, this has not been implemented as we view this as a capital management tool and shall be executed should the need (to preserve capital) arises.
6.	<b>Do you have any clear and specific intention on utilisation of the capital from the proposed issuance and allotment of the new shares?</b>	If this question is in respect to Resolution No.12 (To issue shares up to 10% of total number of issued shares), this is to enable 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.





## AMMB's Response to Shareholder Enquiries

No.	Questions – EPF	Answers
7.	<b>Resolutions 9 &amp; 10 – Why are there 2 separate resolutions with regards to the ESS?</b>	The resolutions were proposed in view of Bursa's Listing Requirement No. 6.06 with regards to new issues of securities as set out below: i. Resolution 9: general mandate for issuance of shares in relation to the ESS. ii. Resolution 10: specific mandate to allot shares to the Group CEO.



# AMMB's Response to Shareholder Enquiries



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8.	Could we have the information on the ESS allocation to Dato' Sulaiman.	<p>Details of Dato' Sulaiman's ESS Grant to date are as follows:</p> <table border="1"> <thead> <tr> <th>Type Of Grant</th> <th>No of Shares</th> <th>Remarks</th> </tr> </thead> <tbody> <tr> <td>STI- Scheme Shares</td> <td>11,050</td> <td>Represents 30% of withheld bonus</td> </tr> <tr> <td>LTI- Scheme Shares</td> <td>178,300</td> <td>In relation to Grant #9 (live until Jan 2019)</td> </tr> </tbody> </table> <p>The scheme was established in 2009, (approved by shareholders in 2008).</p>	Type Of Grant	No of Shares	Remarks	STI- Scheme Shares	11,050	Represents 30% of withheld bonus	LTI- Scheme Shares	178,300	In relation to Grant #9 (live until Jan 2019)
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STI- Scheme Shares	11,050	Represents 30% of withheld bonus									
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**Thank you**

**AMMB HOLDINGS BERHAD (223035-V)**  
(Incorporated in Malaysia)

**QUESTIONS AND ANSWERS**

**26<sup>TH</sup> ANNUAL GENERAL MEETING**  
held on MONDAY, 31 JULY 2017

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**Audited Financial Statements and Report of the Directors and Auditors for the financial year ended 31 March 2017 (“AFS 2017”)**

1. **Puan Lya Rahman (‘Puan Lya’)**, the representative from the Minority Shareholders Watchdog Group (“MSWG”) thanked the Board of Directors for sharing the questions raised by MSWG and AMMB’s written response to the questions.
  - (a) Puan Lya commended the Management’s effort to move towards the best corporate governance practices, particularly on gender diversity within the Board. She noted that the Board has 33% of women members on Board.
  - (b) Puan Lya enquired on the basis and rationale of the fee for Ombudsman and the designated person for this role.

The Chairman informed that the Group was fortunate to have Tun Hanif Omar, the longest serving Inspector General Police of Malaysia who acted as the Ombudsman prior to his retirement from the Board. He explained that the role of Ombudsman was a respected role with high responsibilities in dealing with whistleblower on the Directors or C-Suites. In the event of any investigation, it would be personally overseen by the Ombudsman. Due to heavy responsibilities of an Ombudsman, a minimum fee of RM25,000 per annum was provided for the position. In the event of an investigation, the fee would be increased (depending on the number of investigations) to RM50,000 per annum.

- (c) Puan Lya commented that there was no information in the Annual Report with regards to the assessment of the Group CEO, i.e. the key performance indicators (‘KPIs’) relative to the Company’s Executives’ Share Scheme. Puan Lya suggested to the Board to include such information in the Annual Report moving forward.

Dato’ Rohana noted Puan Lya’s suggestion and highlighted that the Group Nomination and Remuneration Committee (‘GNRC’) go through the KPIs of the Group CEO and C-Suites.

2. **Mr Wan Heng Wah**, a shareholder raised his concern on the decrease in the net interest income (‘NII’) compared with the previous financial year ended 31 March 2016 (‘FY2016’) and enquired whether the NII would be able to recover from margin compression during the financial year ending 31 March 2018 (‘FY2018’).



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## QUESTIONS AND ANSWERS

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Mr Wan further commented on the growth of non-interest income ('Noll') which was also affected by margin compression but registered a positive growth during the financial year ended 31 March 2017 ('FY2017'). He enquired whether the Noll would continue to gain traction in FY2018.

Dato' Sulaiman explained that during the FY2017, there was high concentration on large corporate deposit. As the Group embarked on its transformation journey, the focus would be on Retail Banking and Transaction Banking business where smaller retail deposits, current account and saving account ('CASA') and cards would give better margins.

He believed that the initiatives taken by the Group in its transformation journey would contribute positively to the Group's performance in FY2018.

3. Having noted the transformation journey embarked by the Group to transform the bank, **Mr Lee Cheng Hock ('Mr Lee')**, a shareholder, raised the matter relating to fixed deposit, where he noticed that a customer in a bank branch had to wait for more than two (2) hours to place a fixed deposit.

The Chairman replied that there would always be operational lapses due to various reasons. He encouraged customers to write-in to the branch or headquarter for Management to take immediate action.

Dato' Sulaiman added that the transformation initiatives to improve customers' experience had recently been rolled-out in early July 2017. However, as the initiatives had not implemented at all bank branches, some customers might still experience some setbacks. Dato' Sulaiman assured the shareholders that customers' experience would improve in the next few months upon completion and stabilisation of the initiatives.

To address Mr Lee's concern, Dato' Sulaiman informed Mr Lee that he would assign one of the bank's personnel, Ms Sherrie Loo, Head of Customer Care to look into the matter.

- (a) Mr Lee enquired on the status of the merger negotiation with RHB Bank Berhad ('RHB').

The Chairman informed the shareholders that the Company had entered into an Exclusivity Agreement with RHB up to 30 August 2017 to discuss merger terms. He however, stressed that there would be areas which would require more detailed discussion and common agreement between both parties.

Dato' Sulaiman further clarified that the initial merger discussion was complicated as it involved jurisdiction from other nine (9) countries due to the presence of RHB within the ASEAN region. Moreover, the outcome of the merger ought to be beneficial to both entities, particularly to the shareholders. In view thereof, the merger discussion would be dealt with diligently to bring more value to all stakeholders.

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**QUESTIONS AND ANSWERS**

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4. **Mr Yong Chin Mee ('Mr Yong')**, a shareholder, highlighted on the slowness in customer service although there were not many customers in the branch (Kajang and Berjaya Time Square). He suggested to the Board and Management to carry out spot checks on the bank branches.

Dato' Sulaiman reiterated that the transformation initiatives to improve customers' experience had only been rolled-out in early July 2017 and have yet to be implemented at all bank branches. He re-assured the shareholders that customers' experience would improve in the next few months upon completion and stabilisation of the initiatives.

He thanked Mr Yong for the feedback and said that the Management would run a check in Kajang and Berjaya Time Square's branch.

5. **Ms Chong Siew Yoon ('Ms Chong')**, a shareholder, commented that the staff at the bank branches would need a culture change and that it was pointless to perform checks or investigations as the staff would revert back to the "old" way when there was no visit from Senior Management.

Ms Chong opined that the staff should be instilled with a culture of "belonging" to the Group.

The Chairman agreed with Ms Chong but added that the process for culture change would take time and would be challenging as it would involve a change in mindset.

Dato' Sulaiman added that the Board had recently recruited Ms Jade Lee, the Managing Director of Retail Banking, a veteran banker with more than thirty (30) years' experience to manage and improve the overall processes within Retail Banking.

- (a) Ms Chong enquired whether the shares held in AMMB and RHB would be consolidated in the event of a merger.

The Chairman commented that Management was still negotiating the terms of the merger. He stressed that it ought to be a win-win situation for both parties in order for the merger to materialise. The Chairman highlighted that the Board was supportive of the merger as it would open various opportunities under the new flagship of AMMB and RHB and it would be comparable with Malayan Banking Berhad ('Maybank') and CIMB Bank Berhad ('CIMB').

Dato' Sulaiman further highlighted that the merger would create the largest fund company in Malaysia and the top three (3) banks in the industry with asset size comparable with Maybank and CIMB.

- (b) Ms Chong congratulated the Management for AmlInvestment Bank Berhad being named as Malaysia's best investment management company and best pension manager.



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**QUESTIONS AND ANSWERS**

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6. **Mr Yee Wai Ling ('Mr Yee')**, a shareholder, raised his concern on the impact of the motor detariffication which would take effect on 1 July 2017 on the Group's profitability and enquired on the percentage of insurance business (profit before tax) at the Group level.

The Chairman explained that AmGeneral Insurance Berhad ('AmGeneral') is the largest motor insurance company in Malaysia. The motor detariffication would have an impact on the Group's profit at the initial stage as other insurers would seize business opportunity during the short term. AmGeneral would be looking at business sustainability and strategised accordingly.

Dato' Sulaiman highlighted that AmGeneral had contributed approximately 10% of the Group's total profit before tax.

- (a) Mr Yee further enquired whether the implementation of motor detariffication would impact the customers and the competitive edge against other insurers as AmBank was one of the biggest motor insurers in Malaysia.

Dato' Sulaiman stated that AmGeneral is the largest motor insurance company in Malaysia. He added that it was too early to see the impact of detariffication on AmGeneral. As shareholder, Insurance Australia Group ('IAG') had gone through the detariffication process in Australia and they had the experience in managing the transition, of which AmGeneral could leverage on.