
SECOND SUPPLEMENTARY BASE PROSPECTUS

RELATING TO THE OFFERING OF
STRUCTURED WARRANTS TO BE ISSUED BY



AmBank (M) Berhad

Registration No.: 196901000166 (8515-D)
(Incorporated in Malaysia under the Companies Act 2016)

This Second Supplementary Base Prospectus is published in connection with the offering of Structured Warrants to be issued from time to time (within the validity period of the Base Prospectus dated 15 November 2024 (“**Base Prospectus**”) which expires on 14 November 2025) by AmBank (M) Berhad (“**Issuer**”).

This Second Supplementary Base Prospectus is dated 20 March 2025 and will expire on 14 November 2025.

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THE BASE PROSPECTUS, THE FIRST SUPPLEMENTARY BASE PROSPECTUS DATED 15 JANUARY 2025 (“FIRST SUPPLEMENTARY BASE PROSPECTUS”) AND THIS SECOND SUPPLEMENTARY BASE PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH YOU SHOULD CONSIDER, SEE RISK FACTORS COMMENCING ON PAGE 47 OF THE BASE PROSPECTUS.

THIS SECOND SUPPLEMENTARY BASE PROSPECTUS IS TO BE READ IN CONJUNCTION WITH THE BASE PROSPECTUS AND THE FIRST SUPPLEMENTARY BASE PROSPECTUS.

RESPONSIBILITY STATEMENTS

OUR DIRECTORS HAVE SEEN AND APPROVED THIS SECOND SUPPLEMENTARY BASE PROSPECTUS. OUR DIRECTORS COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS SECOND SUPPLEMENTARY BASE PROSPECTUS AND CONFIRM, HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE IS NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT IN THIS SECOND SUPPLEMENTARY BASE PROSPECTUS FALSE OR MISLEADING.

WE, ACKNOWLEDGE THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF OUR KNOWLEDGE AND BELIEF, THE BASE PROSPECTUS, THE FIRST SUPPLEMENTARY BASE PROSPECTUS AND THIS SECOND SUPPLEMENTARY BASE PROSPECTUS CONSTITUTE A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE OFFERING OF THE STRUCTURED WARRANTS (“OFFER”).

STATEMENTS OF RISK

YOU ARE WARNED THAT THE PRICE OR LEVEL (AS THE CASE MAY BE) OF THE UNDERLYING EQUITIES, UNDERLYING INDICES AND UNDERLYING EXCHANGE-TRADED FUNDS AND STRUCTURED WARRANTS MAY FALL IN VALUE AS RAPIDLY AS IT MAY RISE AND YOU MAY SUSTAIN A TOTAL LOSS OF YOUR INVESTMENT. YOU SHOULD THEREFORE MAKE SURE YOU UNDERSTAND THE TERMS AND CONDITIONS OF THE STRUCTURED WARRANTS OFFERED, THE RISK FACTORS INVOLVED, AND WHERE NECESSARY, SEEK PROFESSIONAL ADVICE BEFORE INVESTING IN THE STRUCTURED WARRANTS.

THE STRUCTURED WARRANTS CONSTITUTE GENERAL UNSECURED CONTRACTUAL OBLIGATIONS OF THE ISSUER AND OF NO OTHER PERSON. THEREFORE, IF YOU PURCHASE THE STRUCTURED WARRANTS, YOU ARE RELYING ON OUR CREDITWORTHINESS AND HAVE NO RECOURSE OR RIGHTS AGAINST THE UNDERLYING COMPANY WHICH HAS ISSUED THE UNDERLYING EQUITIES, OR THE UNDERLYING INDEX SPONSOR AND THE COMPANIES CONSTITUTING THE UNDERLYING INDEX OR THE UNDERLYING EXCHANGE-TRADED FUND AND THE ETF MANAGER.

STATEMENTS OF DISCLAIMER

THIS SECOND SUPPLEMENTARY BASE PROSPECTUS HAS BEEN REGISTERED WITH THE SECURITIES COMMISSION MALAYSIA (“SC”). THE REGISTRATION OF THIS SECOND SUPPLEMENTARY BASE PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE OFFER OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS SECOND SUPPLEMENTARY BASE PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE STRUCTURED WARRANTS BEING OFFERED FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON OUR PART AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THE BASE PROSPECTUS, THE FIRST SUPPLEMENTARY BASE PROSPECTUS AND THIS SECOND SUPPLEMENTARY BASE PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE BASE PROSPECTUS, THE FIRST SUPPLEMENTARY BASE PROSPECTUS AND THIS SECOND SUPPLEMENTARY BASE PROSPECTUS.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

APPROVAL WILL BE OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) FOR THE LISTING OF AND QUOTATION OF THE STRUCTURED WARRANTS BEING OFFERED. ADMISSION OF THE STRUCTURED WARRANTS TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF OUR MERITS, THE MERITS OF THE OFFER, THE INVITATION, STRUCTURED WARRANTS, THE UNDERLYING EQUITIES, THE UNDERLYING EXCHANGE-TRADED FUNDS OR THE UNDERLYING INDICES.

THIS SECOND SUPPLEMENTARY BASE PROSPECTUS IS TO BE READ IN CONJUNCTION WITH THE BASE PROSPECTUS AND THE FIRST SUPPLEMENTARY BASE PROSPECTUS.

A COPY OF THIS SECOND SUPPLEMENTARY BASE PROSPECTUS HAS BEEN LODGED WITH THE REGISTRAR OF COMPANIES (“ROC”), WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

OTHER STATEMENTS

YOU SHOULD NOTE THAT YOU MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT 2007 (“CMSA”) FOR BREACHES OF SECURITIES LAW INCLUDING ANY STATEMENT IN THE BASE PROSPECTUS, THE FIRST SUPPLEMENTARY BASE PROSPECTUS AND THIS SECOND SUPPLEMENTARY BASE PROSPECTUS THAT IS FALSE, MISLEADING OR FROM WHICH THERE IS A MATERIAL OMISSION OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THE BASE PROSPECTUS, THE FIRST SUPPLEMENTARY BASE PROSPECTUS AND THIS SECOND SUPPLEMENTARY BASE PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO THE ISSUER.

THE INFORMATION DISCLOSED IN THIS SECOND SUPPLEMENTARY BASE PROSPECTUS IS IN ACCORDANCE WITH THE REQUIREMENTS UNDER THE CMSA FOR WHICH ANY PERSON SET OUT IN SECTION 236 OF THE CMSA IS RESPONSIBLE.

THE BASE PROSPECTUS, THE FIRST SUPPLEMENTARY BASE PROSPECTUS AND THIS SECOND SUPPLEMENTARY BASE PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES’ WEBSITE AT WWW.BURSAMALAYSIA.COM.

PRIVACY NOTICE

PURSUANT TO SECTION 7 OF THE PERSONAL DATA PROTECTION ACT 2010, WE ARE REQUIRED TO ISSUE A PRIVACY NOTICE TO YOU WITH REGARD TO COLLECTION AND MANAGEMENT OF YOUR PERSONAL DATA. THE PRIVACY NOTICE (IN ENGLISH AND BAHASA MALAYSIA VERSIONS) CAN BE VIEWED IN OUR BASE PROSPECTUS DATED 15 NOVEMBER 2024 (ANNEXURE II) AND IS ALSO AVAILABLE AT OUR AMBANK STRUCTURED WARRANTS WEBSITE, WWW.AMBANKGROUP.COM/PRODUCTS-AND-SERVICES/INVESTMENTS/AMWARRANTS.

TABLE OF CONTENTS

1.	UPDATE TO THE INFORMATION CONTAINED IN THE BASE PROSPECTUS	1
1.1	Update to the Directors under the Corporate Directory	1
1.2	Update to the Information on Ambank	2
1.2.1	Update to Our Board	2
1.2.2	Update to Our key management team	3
1.2.3	Update to Risk Management	4
1.2.4	Update to Risk Management Approach	4
1.2.5	Update to Risk Management Governance	5
1.2.6	Update to Risk Management Approach	6
2.	ADDITIONAL INFORMATION	8
2.1	Base Prospectus and First Supplementary Base Prospectus Remain in Full Force and Effect Subject to Amendments	8
2.2	Documents for Inspection	8
2.3	Responsibility Statements	8

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1. UPDATE TO THE INFORMATION CONTAINED IN THE BASE PROSPECTUS

For the avoidance of doubt, the terms used in this Second Supplementary Base Prospectus shall have the same meanings given to them in the Base Prospectus and the First Supplementary Base Prospectus issued by AmBank (M) Berhad unless otherwise specifically defined herein or the context otherwise requires or permits.

1.1 Update to the Directors under the Corporate Directory

We wish to update the information on the Directors under the Corporate Directory which was disclosed in Section 1 – Corporate Directory on page 1 of the Base Prospectus and Section 1.2 on page 2 of the First Supplementary Base Prospectus.

Mr. Khaw Hock Hoe has been appointed as an Independent Non-Executive Director of the Issuer effective 5 March 2025.

Accordingly, we wish to replace the table setting out the Directors under the Corporate Directory in Section 1 – Corporate Directory on page 1 of the Base Prospectus and Section 1.2 on page 2 of the First Supplementary Base Prospectus in its entirety with the following:

DIRECTORS

Name	Designation	Address	Nationality / Profession
Seow Yoo Lin	Chairman/ Independent Non-Executive Director	17 Elitis Gapura Senja Valencia 47000 Sungai Buloh Selangor Malaysia	Malaysian/ Company Director
Soo Kim Wai	Non-Independent Non-Executive Director	A-07-03 Serai Bukit Bandaraya 98 Jalan Medang Serai Bukit Bandaraya Bangsar 59100 Kuala Lumpur Malaysia	Malaysian/ Company Director
Dr Veerinderjeet Singh a/l Tejwant Singh	Independent Non-Executive Director	Unit 3-7-6 The Residence Condominium Jalan Wan Kadir 5 Taman Tun Dr Ismail 60000 Kuala Lumpur Malaysia	Malaysian/ Company Director
U Chen Hock	Independent Non-Executive Director	Mont Kiara 10 Unit BA-18-02 Jalan Kiara 1 50480 Kuala Lumpur Malaysia	Malaysian/ Company Director
Ng Chih Kaye	Independent Non-Executive Director	53 Jalan Hujan Bubuk Taman Overseas Union 58200 Kuala Lumpur Malaysia	Malaysian/ Company Director
Foong Pik Yee	Independent Non-Executive Director	E-07-03, Vivaldi Kiara 1 Jalan 19/70A Desa Sri Hartamas 50480 Kuala Lumpur Malaysia	Malaysian/ Company Director

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1. UPDATE TO THE INFORMATION CONTAINED IN THE BASE PROSPECTUS (cont'd)

Khaw Hock Hoe	Independent Non-Executive Director	A2-3A-03 No. 2 Persiaran Tropicana Jalan PJU3 47410 Petaling Jaya Selangor Malaysia	Malaysian/ Company Director
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1.2 Update to the Information on AmBank

1.2.1 Update to Our Board

We wish to update the information on our Board which was disclosed in Section 4.4 – Our Board on page 21 of the Base Prospectus and Section 1.3.1 on page 3 of the First Supplementary Base Prospectus.

Mr. Khaw Hock Hoe has been appointed as an Independent Non-Executive Director of the Issuer effective 5 March 2025.

Accordingly, we wish to replace the table setting out the members of our Board in Section 4.4 – Our Board on page 21 of the Base Prospectus and Section 1.3.1 on page 3 of the First Supplementary Base Prospectus in its entirety with the following:

Name	Designation
Seow Yoo Lin	Chairman / Independent Non-Executive Director
Soo Kim Wai	Non-Independent Non-Executive Director
Dr Veerinderjeet Singh a/l Tejwant Singh	Independent Non-Executive Director
U Chen Hock	Independent Non-Executive Director
Ng Chih Kaye	Independent Non-Executive Director
Foong Pik Yee	Independent Non-Executive Director
Khaw Hock Hoe	Independent Non-Executive Director

1. UPDATE TO THE INFORMATION CONTAINED IN THE BASE PROSPECTUS (cont'd)**1.2.2 Update to Our key management team**

We wish to update the information on Our key management team which was disclosed in Section 4.5 – Our key management team on page 21 of the Base Prospectus and Section 1.3.2 on page 4 of the First Supplementary Base Prospectus.

Ms. Tricia Lim Chiew Shia has been appointed as the Group Chief Human Resources Officer and a key management team of the Issuer effective 10 February 2025.

Accordingly, we wish to replace the table setting out Our key management team in Section 4.5 – Our key management team on page 21 of the Base Prospectus and Section 1.3.2 on page 4 of the First Supplementary Base Prospectus in its entirety with the following:

Name	Designation
Ling Fou-Tsong @ Jamie Ling	Group Chief Executive Officer
Shafiq Abdul Jabbar	Group Chief Financial Officer
Datuk Iswaraan Suppiah	Group Chief Operations Officer
Faradina Binti Mohammad Ghouse	Group Chief Compliance Officer
Jeroen Petrus Margaretha Maria Thijs	Group Chief Risk Officer
Shamsul Bahrom Bin Mohamed Ibrahim	Group Chief Internal Auditor
Tricia Lim Chiew Shia	Group Chief Human Resource Officer
Wong Eng Teng	Group Chief Fintech & Technology Officer
Cheong Chee Wai	Managing Director, Retail Banking
Christopher Yap Huey Wen	Managing Director, Business Banking
Datuk Jamzidi Khalid	Managing Director, Wholesale Banking

1. UPDATE TO THE INFORMATION CONTAINED IN THE BASE PROSPECTUS (*cont'd*)

1.2.3 Update to Risk Management

We wish to update the information on the risk management which was disclosed in Sections 3.5 and 4.9 – Risk Management on page 15 and page 31 of the Base Prospectus respectively.

The reference to Group Operational Risk under the Group Risk Management Division has been replaced by the Enterprise Fraud and Operational Risk Management.

Accordingly, we wish to replace Section 3.5 and the first paragraph of Section 4.9 – Risk Management on page 15 and page 31 of the Base Prospectus respectively in its entirety with the following:

Our Group Risk Management Division is independent of the various business units and acts as the catalyst for the development and maintenance of comprehensive and sound risk management policies, strategies and procedures within our Group, wherein our Board plays a vital role in approving policies set for our Group. Our Group Risk Management Division comprises Wholesale Credit Risk (“**WCR**”), Business Credit Risk, Retail Credit Risk, Investment Banking and Markets Risk (“**IBMR**”), Enterprise Fraud and Operational Risk Management, Group Technology Risk, Portfolio Risk Management (which is responsible for the development of credit models and climate-related risk measures capturing both physical and transition risk for the group), Credit Model Validation, Independent Credit Review, and Group Loan Rehabilitation departments.

1.2.4 Update to Risk Management Approach

We wish to update the information on the risk management approach which was disclosed in Section 3.5.2 – Risk Management Approach on page 15 of the Base Prospectus.

Climate risk has been added to the list of risks that the Issuer is generally exposed to.

Accordingly, we wish to replace the list in Section 3.5.2 – Risk Management Approach on page 15 of the Base Prospectus in its entirety with the following:

The following are the risks which our Group is generally exposed to:

- (a) Business risk;
- (b) Capital risk;
- (c) Market risk;
- (d) Liquidity risk and funding management;
- (e) Credit risk;
- (f) Operational risk;
- (g) Technology and cyber security risk;
- (h) Legal risk;
- (i) Regulatory compliance risk;
- (j) Reputational risk; and
- (k) Climate risk.

1. UPDATE TO THE INFORMATION CONTAINED IN THE BASE PROSPECTUS (*cont'd*)

1.2.5 Update to Risk Management Governance

We wish to update the information on the risk management governance which was disclosed in Section 4.9.1 – Risk Management Governance on page 31 of the Base Prospectus.

The Group Chief Fintech & Technology Officer has been added to the list of permanent members of the Group Management Risk Committee (“**GMRC**”).

Accordingly, we wish to replace the list of GMRC in Section 4.9.1 – Risk Management Governance on page 31 of the Base Prospectus in its entirety with the following:

GMRC comprises the following permanent members:

- Group Chief Executive Officer (the chairman)
- Group Chief Risk Officer (the alternate chairman)
- Group Chief Financial Officer
- Group Chief Operations Officer
- Group Chief Fintech & Technology Officer
- AmBank Chief Executive Officer
- AmBank Islamic Berhad Chief Executive Officer
- AmInvestment Bank Chief Executive Officer
- Managing Directors – line of business

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1. UPDATE TO THE INFORMATION CONTAINED IN THE BASE PROSPECTUS (*cont'd*)

1.2.6 Update to Risk Management Approach

We wish to update the information on the operational risk which was disclosed in Section 4.9.2(vi) – Risk Management Approach on pages 38 and 39 of the Base Prospectus.

The reference to the Group Operational Risk under the Group Risk Management Division has been replaced by the Enterprise Fraud and Operational Risk Management.

Accordingly, we wish to replace the third and fourth paragraphs under operational risk in Section 4.9.2(vi) – Risk Management Approach on pages 38 and 39 of the Base Prospectus in its entirety with the following:

The strategy for managing operational risk in our Group is anchored on the three (3) lines of defence concept which are as follows:

- The first line of defence is responsible for the management of operational risk in ensuring that accountability and ownership is as close as possible to the activity that creates the risk and ensuring that effective action is taken to manage them. First line of defence provides a business specific focus on the implementation of operational risk management activities and supports more effective day-to-day monitoring of operational risks.
- In the second line of defence, our Enterprise Fraud and Operational Risk Management consists of two separate units which are Enterprise Fraud Unit and Operational Risk Management Unit. The Enterprise Fraud Unit is responsible for developing and facilitating the implementation of the fraud risk management framework, managing, analysing, and deploying the fraud system's deterrence rules, developing fraud awareness through training programs and customer communication, providing fraud risk advisory and independent review on operational process changes and new products, and conducting independent fraud investigations. The Operational Risk Management Unit is responsible for exercising governance over operational risk through the Operational Risk Framework, guideline development and communication within our Group, quality assurance of internal controls, evaluating the review or updating of the Identification and Measurement process / KRIs / KCTs of all line of business, conducting operational risk management training, timely reporting of significant operational risk incidents including KCT, KRI breaches and risk mitigation measures and strategies to our GMRC, RMC and Board.
- Our Group Internal Audit acts as the third line of defence by providing independent assurance on the internal control effectiveness through periodic audit programme.

Our Enterprise Fraud and Operational Risk Management works closely with all lines of business to identify operational risks inherent in their respective business activities, assessing the impact and significance of these risks and ensuring that satisfactory risk mitigation measures and controls are in place. Various tools and methods are employed to identify, measure, control and monitor/report operational risk issues within our Group.

1. UPDATE TO THE INFORMATION CONTAINED IN THE BASE PROSPECTUS (*cont'd*)

Separately, we also wish to include the information on climate risk as one of the risks that the Issuer will be generally exposed to.

Accordingly, we wish to insert the following Climate Risk under a new Section 4.9.2(xi) – Risk Management Approach on page 40 of the Base Prospectus:

(xi) Climate Risk

Climate risk refers to potential risks that may arise from climate change, their related impacts and their economic and financial consequences including physical and transition risks. Physical risk arises from the direct impact of climate-related events which can be acute (extreme change in climate events such as floods) or chronic (over long-term changes in climate patterns such as rising sea levels). Transition risk emerges from the shift towards a low-carbon economy due to changes in government policies, market preferences and technological advancements. Such disasters could disrupt our Group's operations or the operations of customers or third parties on which our Group relies. Additionally, climate change could result in transition risks such as changes to laws and regulations, technology development and disruptions and changes in consumer and market preferences. Failure to effectively manage these risks could adversely affect the Issuer's business, prospects, reputation, financial performance or financial condition, which could in turn affect the price of the Structured Warrants. In response to climate change risks, our Group have prioritised enhancing our climate risk management capabilities and embedding climate risk considerations within our overall enterprise risk management framework.

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2. ADDITIONAL INFORMATION

2.1 Base Prospectus and First Supplementary Base Prospectus Remain in Full Force and Effect Subject to Amendments

The Base Prospectus and the First Supplementary Base Prospectus remain in full force and effect, save and except for the amendments to the Base Prospectus and the First Supplementary Base Prospectus as set out in this Second Supplementary Base Prospectus.

2.2 Documents for Inspection

In addition to the documents described in Section 9.4 on page 66 of the Base Prospectus and Section 2.2 on page 5 of the First Supplementary Base Prospectus, a copy of this Second Supplementary Base Prospectus may be inspected at our registered office during office hours for a period of twelve (12) months from the date of the Base Prospectus.

2.3 Responsibility Statements

- (i) We acknowledge that, based on all available information, and to the best of our knowledge and belief, the Base Prospectus, the First Supplementary Base Prospectus and this Second Supplementary Base Prospectus constitute a full and true disclosure of all material facts concerning the Offer.
- (ii) Our Directors have seen and approved this Second Supplementary Base Prospectus. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Second Supplementary Base Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Second Supplementary Base Prospectus false or misleading.

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