

NOTICE OF ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of ABC Banking Corporation Ltd (the “bank”) will be held at the ABC Banking Private Lounge, Royal Road, Port Louis, on Tuesday 22 December 2020 at 14.00 to transact the following business:

1. To receive the Annual Report for the financial year ended 30 June 2020.
2. To receive the report of Messrs. **ERNST & YOUNG**, External Auditors of the bank.
3. To consider and adopt the audited financial statements of the bank for the financial year ended 30 June 2020.
4. To re-elect (by way of separate resolutions) as directors of the bank to hold office until the conclusion of the next Annual Meeting of Shareholders, in accordance with Section 138 (6) of the Companies Act 2001 the following persons² who have been nominated by the Board on the recommendation of the Nominations and Remuneration Committee:
 - (i) Professor Donald **Ah-Chuen**, G.O.S.K
 - (ii) Mr. André Kwet-Tsong **Tze Sek Sum**³
 - (iii) Hon. Ah Foon **Chui Yew Cheong**
5. To re-elect (by way of separate resolutions) as directors of the bank to hold office until the conclusion of the next Annual Meeting of Shareholders, the following persons² who have been nominated by the Board on the recommendation of the Nominations and Remuneration Committee:
 - (i) Mr David Brian **AH-CHUEN**
 - (ii) Mr Patrick Andrew Dean **AH-CHUEN**
 - (iii) Mr Sydney **AH YOONG**
 - (iv) Mr. Bhanu Pratabsingh **JADDOO**
 - (v) Mr. Lakshmana **LUTCHMENARRAIDOO**³
6. Remuneration of directors
 - (i) To ratify the fees paid to the Directors for the year ended 30 June 2020
 - (ii) To fix the remuneration of the Directors of the bank for the year ending 30 June 2021
7. To ratify the remuneration paid to the External Auditors for the year ended 30 June 2020⁴
8. To re-appoint **ERNST & YOUNG** as External Auditors of the bank for the financial year ending 30 June 2021 pursuant to recommendation of the Audit Committee through the Board of Directors and to authorize the Board of Directors to fix their remuneration.

By order of the Board.

Mahesh Ittoo, ACIS MCSI
Company Secretary

14 December 2020

Note 1 A member of the Company entitled to attend and vote at this meeting but who is unable to attend may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The appointment should be made in writing and the instrument (copy annexed) must be deposited at with the Secretary, Mahesh Ittoo, c/o ABC Banking Corporation Ltd, WEAL HOUSE, Duke of Edinburgh Avenue, Place d’Armes, 11328 Port Louis not less than 24 hours before the meeting.

Note 2 The profiles and categories of the directors proposed for re-election are set out in the Annual Report 2020.

Note 3 The profiles of Messrs. Tze Sek Sum and Lutchmenarraidoos are annexed to this Agenda.

Note 4 The fees paid to Messrs. Ernst & Young Mauritius during the year ended 30 June 2020 are set out in the Annual Report 2020

Please refer to the website of ABC Banking Corporation Ltd to have access to its [Annual Report 2020](#) and the [Proxy Form](#).

PROXY FORM

I / We of being a member / members of ABC banking Corporation Ltd, hereby appoint of or failing him / her of as my/our proxy to vote for me / us on my / our behalf at the Annual Meeting of the Company to be held on Tuesday 22 December 2020 or at any adjournment thereof.

I/We desire my/our vote(s) to be cast on the Ordinary Resolutions as follows:

		For	Against	Abstain
1	To receive the Annual Report for the financial year ended 30 June 2020			
2	To receive the report of Ernst & Young, External Auditors of the bank			
3	To consider and adopt the Audited Financial Statements of the bank for the financial year ended 30 June 2020			
4	To re-appoint (by way of separate resolutions) as directors of the bank to hold office until the conclusion of the next Annual Meeting of Shareholders, in accordance with Section 138 (6) of the Companies Act 2001 the following persons who have been nominated by the Board on the recommendation of the Nominations and Remuneration Committee: (i) Professor Donald Ah-Chuen, G.O.S.K (ii) Mr. André Kwet-Tsong Sek Sum (iii) Hon. Ah Foon Chui Yew Cheong			
5	To re-appoint (by way of separate resolutions) as directors of the bank to hold office until the conclusion of the next Annual Meeting of Shareholders, the following persons who have been nominated by the Board on the recommendation of the Nominations and Remuneration Committee: (i) Mr. David Brian Ah-Chuen (ii) Mr. Patrick Andrew Dean Ah-Chuen (iii) Mr. Sydney Ah Yoong (iv) Mr. Bhanu Pratabsingh Jaddoo (v) Mr. Lakshmana Lutchmenarraido			
6	Remuneration of directors. (ii) To ratify the fees paid to the Directors for the year ended 30 June 2020 (iii) To fix the remuneration of the Directors of the bank for the year ending 30 June 2021			
7	To ratify the remuneration paid to the External Auditors for the year ended 30 June 2020			
8	To re-appoint Ernst & Young as External Auditors of the bank for the financial year ending 30 June 2021 and to authorize the Board of Directors to fix their remuneration.			

Signature:

Signed this day of 2020

Profile of Directors

Mr. Andre K. T. Tze Sek Sum (78 years) **Independent Director**

Mr. Tze Sek Sum is a seasoned professional with nearly 50 years of experience in the fields of Accountancy, Auditing and Financial Services. He is currently the Managing Director of Port Louis Management Services Ltd (PMSL) which is a specialist provider of international corporate services, fund administration, trusts, tax planning and expatriate services.

He has a wide range of experience of industry, commerce and banking and has played an important role in the setting up of new companies in the Export Processing Zone and substitution industries and helped clients to develop their links internationally through India and Africa. He has also advised businesses and interested parties on key aspects of business operations, management strategies and organization.

Mr. Tze Sek Sum holds several memberships in Professional Societies, namely:

- Barrister-at-Law (Member of the Honourable Society of the Middle Temple Inns of Court (London))
- Fellow of the Association of Chartered Certified Accountants (UK)
- Member of the Chartered Institute of Taxation (England)
- Member of Society of Trust and Estate Practitioners
- Member of Mauritius Institute of Professional Accountants

Mr. Tze Sek Sum is also currently the Honorary Consul General of Thailand in Mauritius.

Mr. Lakshmana (Kris) Lutchmenarraido (69 years) **Independent Director**

Mr Lakshmana (Kris) Lutchmenarraido holds a Banking Diploma from Finafrica Institute and has worked for the State Bank of Mauritius between 1973 and 1986, for which he has been the Assistant General Manager between 1982 and 1986. He then joined the Mauritius Leasing Company in 1987 as General Manager before being appointed as Managing Director of same in 1997, and President of the Financial Services arm of the British American Group from 1999 to 2002. Mr. Lutchmenarraido was then appointed as the Executive Chairman of The Mauritius Post Ltd in 2002 and thereafter as Chief Executive Officer of the Mauritius Post and Cooperative Bank Ltd in May 2003 until September 2005. For the following 2 years, he was the General Manager of Mauritours Ltd which he left to join La Prudence (Mauricienne) Assurances Ltée in September 2007 as General Manager of the general insurance department. He was appointed to the board of the insurance company on 28 May 2010.

Following the merger between Mauritius Union Assurance Cy Ltd and La Prudence Mauricienne Assurance Ltée in 2010, he was appointed Group Chief Executive Officer of The Mauritius Union Assurance Cy. Ltd effective 1st January 2011, and held this position till 31 December 2014.

He was appointed as Group Managing Director of Phoenix of East Africa Assurance Company Limited in July 2014 until May 2016.

Prior to joining the bank, Mr. Lutchmenarraido was the Chief Executive Officer of SBM (NBFC) Holdings Limited between 2016 and 2020.