

# Notice Of Ninth Annual General Meeting



## MAA HOLDINGS BERHAD

(471403-A)  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the **NINTH ANNUAL GENERAL MEETING** of the Company will be held at The Auditorium, Podium 1, Menara MAA, 12, Jalan Dewan Bahasa, 50460 Kuala Lumpur on Thursday, 28 June 2007 at 10.00 a.m. for the following purposes: -

### AS ORDINARY BUSINESS

### Resolution

- |  |           |
|--|-----------|
| (1) To receive the Audited Financial Statements for the year ended 31 December 2006 together with the Reports of the Directors and the Auditors thereon.   |           |
| (2) To approve the payment of a first and final tax-exempt dividend of 2% in respect of the financial year ended 31 December 2006.   | <b>1</b>  |
| (3) To approve the increase of the Non-Executive Directors' fees commencing from 1 January 2007.   | <b>2</b>  |
| (4) To approve the payment of Directors' fees amounting to RM616,500.00 for the period from 1 January 2007 until the forthcoming Annual General Meeting to be held in 2008 to be payable quarterly in arrears. | <b>3</b>  |
| (5) To re-elect Dato' Iskandar Michael bin Abdullah who is retiring in accordance with Article 73 of the Company's Articles of Association and who, being eligible, offers himself for re-election.            | <b>4</b>  |
| (6) To re-elect the following Directors of the Company who are retiring in accordance with Article 79 of the Company's Articles of Association and who, being eligible, offer themselves for re-election :-    |           |
| (i) Datuk Razman Md Hashim bin Che Din Md Hashim   | <b>5</b>  |
| (ii) Muhamad Umar Swift  | <b>6</b>  |
| (iii) Datuk Ramlan bin Abdul Rashid  | <b>7</b>  |
| (iv) Tan Sri Ahmad bin Mohd Don  | <b>8</b>  |
| (v) Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah  | <b>9</b>  |
| (7) To re-appoint the following directors who are retiring pursuant to Section 129(6) of the Companies Act 1965 to hold office until the conclusion of the next Annual General Meeting :-                      |           |
| (i) Tunku Tan Sri Abdullah ibni Almarhum Tuanku Abdul Rahman   | <b>10</b> |
| (ii) Major General Lai Chung Wah (Rtd)   | <b>11</b> |
| (8) To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>12</b> |

### AS SPECIAL BUSINESS

- (9) To consider and, if thought fit, to pass the following resolutions as Ordinary/Special Resolutions: -

#### ORDINARY RESOLUTIONS

#### **(a) Authority to allot and issue shares in general pursuant to Section 132D of the Companies Act, 1965**

**13**

"THAT subject to the Companies Act, 1965, Articles of Association of the Company and approvals from the Bursa Malaysia Securities Berhad and other Governmental or regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue shares of the Company from time-to-time and 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 shall not exceed ten percent (10%) of the issued share capital of the Company for the time being and such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

## **(b) Proposed Renewal of authority for the Company to purchase its own shares**

**14**

"THAT subject to compliance with Section 67A of the Companies Act 1965, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, the Company be and is hereby unconditionally and generally authorized to purchase and hold such number of ordinary shares of RM1.00 each in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this Resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company and that an amount not exceeding the Company's total audited retained profits of RM41,442,000 as at 31 December 2006 would be allocated by MAAH for the Proposed Renewal of Share Buy-Back Authority.

AND THAT such authority shall commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of shareholders of MAAH in a general meeting or upon the expiration of the period within which the next Annual General Meeting is required by law to be held whichever is the earlier but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date;

AND THAT the Directors be and are hereby authorized to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and further THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both."

## **(c) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")**

**15**

"THAT the mandate granted by the shareholders of the Company on 21 June 2006 pursuant to paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), authorizing the Company and its subsidiaries ("the MAAH Group") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the MAAH Group's day-to-day operations as set out in Section 3 of Part B of the Circular to Shareholders ("the Circular") dated 6 June 2007 with the related parties mentioned therein, be and is hereby renewed, AND THAT mandate be and is hereby granted by the shareholders of the Company to apply to the additional recurrent related party transactions of a revenue or trading nature as set out in Section 3 of Part B of the Circular with the related parties mentioned therein provided that :-

- (a) the transactions are in the ordinary course of business and are on terms which are not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company;
- (b) the transactions are made at arm's length and on normal commercial terms; and
- (c) disclosure will be made in the annual report providing the breakdown of the aggregate value of the transactions conducted pursuant to the mandate during the financial year, amongst others, based on the following information: -
  - i) the type of the RRPTs made;
  - ii) the names of the related parties involved in each type of the RRPTs made and their relationship with the Company.

# Notice Of Ninth Annual General Meeting (continued)

AND THAT, authority conferred by such renewed and granted mandate shall continue to be in force (unless revoked or varied by the Company in general meeting), until

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting whereby the authority is renewed; or
  - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders in general meeting;
- whichever is earlier.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

## **SPECIAL RESOLUTION**

### **(d) Proposed Amendments to Articles of Association of the Company**

**16**

"THAT the deletion, alterations, modifications and/or additions to the Articles of Association of the Company as set out under Section 1 of Part C of the Circular to Shareholders of the Company dated 6 June 2007 be and are hereby approved and adopted."

**NOTICE IS ALSO HEREBY GIVEN** that the Register of Members of the Company will be closed at 5.00 p.m. on 12 July 2007 for the purpose of determining shareholders' entitlement to the First and Final tax-exempt dividend of 2% in respect of the financial year ended 31 December 2006.

The dividend, if approved, will be paid on 10 August 2007 to shareholders whose names appear in the Record of Depositors dated 12 July 2007.

A Depositor shall qualify for entitlement to the dividend only in respect of: -

- (a) Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 12 July 2007 in respect of transfers; and
- (b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

**YEO TOOK KEAT (MIA NO. 3308)**  
**LILY YIN KAM MAY (MAICSA NO. 0878038)**  
**Company Secretaries**

**Kuala Lumpur**  
**Dated: 6 June 2007**

# Notice Of Ninth Annual General Meeting (continued)

## NOTES: -

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint one (1) proxy in respect of each securities account.
3. The instrument appointing a proxy, shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under seal or under hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office, Suite 20.03, 20th Floor, Menara MAA, No. 12, Jalan Dewan Bahasa, 50460 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Any alteration in the form of proxy must be initialed.
6. Explanatory notes to Special Business of the Agenda 9 : -

### **(a) Authority to allot and issue shares in general pursuant to Section 132D of the Companies Act, 1965.**

*This resolution is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.*

### **(b) Proposed Renewal of authority for the Company to purchase its own shares**

*The proposed Resolution 14, if passed, would empower the Directors to exercise the power of the Company to purchase its own shares ("the Proposal") by utilising its financial resources not immediately required. The Proposal may have a positive impact on the market price of the Company's shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.*

### **(c) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")**

*The Proposed Resolution 15, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.*

*The detailed information on Recurrent Related Party Transactions is set out in Part B of the Circular dated 6 June 2007 which is dispatched together with this Annual Report.*

### **(d) Proposed Amendments to Articles of Association of the Company**

*The Proposed Resolution 16, if passed, will update the Articles of Association of the Company to ensure continued compliance with the Listing Requirements of Bursa Securities and to further enhance the administration of the internal affairs of the Company as well as to streamline and add clarity to the Articles of Association.*

## **Statement Accompanying Notice Of Annual General Meeting**

The details of the Directors who are seeking for re-election or re-appointment in Agenda 5, 6 and 7 of the Notice of Ninth Annual General Meeting of the Company are set out in the Directors' Profile on pages 8 to 13 of this Annual Report. Their securities holdings in the Company are set out in the Analysis of Shareholdings which appears on page 168 of this Annual Report.