



MAA HOLDINGS BERHAD

(471403-A)

Incorporated in Malaysia

NOTICE IS HEREBY GIVEN that the **TWELFTH ANNUAL GENERAL MEETING** of the Company will be held at The Auditorium, Podium 1, Menara MAA, 12, Jalan Dewan Bahasa, 50460 Kuala Lumpur on Monday, 28 June 2010 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

Resolution

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| (1) | To receive the Audited Financial Statements for the year ended 31 December 2009 together with the Reports of the Directors and the Auditors thereon. | |
| (2) | To approve the payment of Directors' fees amounting to RM315,000.00 for the period from July 2010 until the forthcoming Annual General Meeting to be held in 2011 to be payable quarterly in arrears. | 1 |
| (3) | To re-elect the following Directors who are retiring in accordance with Article 73 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:- | |
| | (i) Tunku Dato' Ya'acob bin Tunku Tan Sri Abdullah | 2 |
| | (ii) Mr Yeo Took Keat | 3 |
| | (iii) Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah | 4 |
| (4) | To re-elect 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) Major General Datuk Lai Chung Wah (Rtd) | 5 |
| | (ii) Datuk Razman Md Hashim bin Che Din Md Hashim | 6 |
| (5) | To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. | 7 |

AS SPECIAL BUSINESS

- (6) To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:-

ORDINARY RESOLUTION

- (a) Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")** 8

"THAT the mandate granted by the shareholders of the Company on 29 May 2009 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising 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 (i) of the Circular to Shareholders dated 4 June 2010 ("the Circular") 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 new recurrent related party transactions of a revenue or trading nature as set out in Section 3 (ii) of the Circular with new 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) 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 TWELFTH 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."

By Order of the Board

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

Kuala Lumpur
Dated : 4 June 2010

NOTES:-

1. Applicable to shares held through a nominee account.
2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company, and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
4. 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.
5. 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.
6. 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.
7. Any alteration in the form of proxy must be initialed.
8. Form of Proxy sent through facsimile transmission shall not be accepted.
9. For the purpose of determining a member who shall be entitled to attend this 12th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 51(b), 51(c) and 51(d) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 23 June 2010. Only a depositor whose name appears on the Record of Depositors as at 23 June 2010 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
10. Explanatory notes to Special Business of the Agenda 6:-

(a) Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")

The Proposed Resolution 8, 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 the Circular dated 4 June 2010 which is despatched together with this Annual Report.