

NOTICE
There will be
no distribution
of door gifts

FORM OF PROXY

(please refer to the notes below)



MAA HOLDINGS BERHAD

(471403-A)

Incorporated in Malaysia

No. of ordinary shares held

I/We, _____ NRIC No./Co. No./CDS No. : _____
(Full Name in block letters)

of _____
(Full address)

being a member/members of **MAA HOLDINGS BERHAD** hereby appoint the following person(s) :-

Name of proxy, NRIC No. & Address	No. of shares to be represented by proxy
1. _____	_____
2. _____	_____

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and my/our behalf at the Thirteenth Annual General Meeting of the Company to be held at the **Auditorium, Podium 1, Menara MAA, No. 12 Jalan Dewan Bahasa, 50460 Kuala Lumpur on Tuesday, 28 June 2011 at 10.00 a.m.** and at any adjournment thereof on the following resolutions referred to in the Notice of 13th AGM. My/our proxy is to vote as indicated below:-

		FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
Resolution 1	To approve the payment of Directors' fees for the financial year ending 31 December 2011 to be payable quarterly in arrears.				
	To re-elect the following Directors of the Company who are retiring pursuant to Article 73 of the Company's Articles of Association :-				
Resolution 2	(i) Dato' Sri Iskandar Michael bin Abdullah				
Resolution 3	(ii) General Dato' Sri Hj Suleiman bin Mahmud RMAF (Rtd)				
Resolution 4	(iii) Dr Zaha Rina Zahari				
	To re-elect the following Directors who are retiring pursuant to Section 129(6) of the Companies Act, 1965:-				
Resolution 5	(i) Major General Datuk Lai Chung Wah (Rtd)				
Resolution 6	(ii) Datuk Razman Md Hashim				
Resolution 7	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.				
Resolution 8	To approve the Renewal of Shareholders' Mandate for Recurrent Related Party Transactions.				
Resolution 9	To approve the Proposed Amendments to the Articles of Association of the Company.				

(Please indicate with a "✓" or "X" in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion).

Dated this _____ day of _____ 2011

Signature/Common Seal of Member(s)

NOTES: -

- Applicable to shares held through a nominee account.
- 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 the Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be presented by each proxy.
- 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.
- 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.
- 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.
- Any alteration in the form of proxy must be initialed.
- Form of Proxy sent through facsimile transmission shall not be accepted.
- For the purpose of determining a member who shall be entitled to attend this 13th 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 22 June 2011. Only a depositor whose name appears on the Record of Depositors as at 22 June 2011 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 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 Section 3 of Part A of the Circular dated 6 June 2011 which is despatched together with the Company's 2010 Annual Report.

(b) **Proposed Amendments to Articles of Association of the Company**

The Proposed Resolution 9, if passed, will give authority for the Company to amend its Articles of Association in order to align with the amendments of the Main Market Listing Requirements of Bursa Securities pursuant to the directive from Bursa Securities on the implementation of payment of electronic cash dividend.

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STAMP

**The Secretary
MAA HOLDINGS BERHAD
Suite 20.03, 20th Floor, Menara MAA
12, Jalan Dewan Bahasa
50460 Kuala Lumpur**

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