

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING



MAA GROUP BERHAD

(471403-A)
(Formerly known as MAA Holdings Berhad)
Incorporated in Malaysia

NOTICE IS HEREBY GIVEN that the **14TH ANNUAL GENERAL MEETING** of the Company will be held at Banquet Hall, 2nd Floor, Kelab Taman Perdana Diraja Kuala Lumpur, Taman Tasek Perdana, Jalan Cenderamulia, Off Jalan Parlimen, 50480 Kuala Lumpur on Wednesday, 20 June 2012 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 2011 together with the Reports of the Directors and the Auditors thereon.	Please refer to Explanatory Note A
(2) To approve the payment of Directors' fees amounting to RM288,750.00 for the period from 1 July 2012 to 30 June 2013 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) Encik Muhamad Umar Swift	2
(ii) Tan Sri Ahmad bin Mohd Don	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 Seri Razman 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 resolutions as Ordinary and Special Resolutions:-

ORDINARY RESOLUTION

- (A) Proposed Renewal and 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 28 June 2011 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorizing the Company and its subsidiaries ("the MAAG Group") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the MAAG Group's day-to-day operations as set out in Section 3.4(B) of the Circular to Shareholders dated 29 May 2012 ("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 3.4(C) of the Circular with related party 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.

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(continued)

Resolution

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."

ORDINARY RESOLUTION

(B) Proposed Authority to Buy Back Shares of the Company

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"THAT subject to compliance with the Companies Act, 1965, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company to utilise up to an amount not exceeding the latest audited retained profits and share premium of the Company to purchase up to 10% of the issued and paid up ordinary share capital of the Company;

AND THAT such authority shall commence upon the passing of this Ordinary Resolution until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by Ordinary Resolution of the shareholders of the Company in a general meeting but so as not to prejudice the completion of a purchase made before such date;

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both;

AND THAT the Directors of the Company be and are hereby empowered to take all such steps as are necessary (including the appointment of a stock broking firm and the opening and maintaining of a Central Depository Account with Bursa Malaysia Depository Sdn Bhd designated as Share Buy Back Account) and entering into any agreement, arrangement and guarantee with any party or parties to implement, finalise and give full effect to the authority to buy back shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

SPECIAL RESOLUTION

(C) Proposed Amendments to the Articles of Association of the Company

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"THAT the proposed new Articles of Association of the Company as set out in Section 1 of Part C of the Circular to Shareholders dated 29 May 2012, be and are hereby approved and adopted as the new Articles of Association of the Company AND THAT the Directors of the Company and Company Secretary be and are hereby authorised to take all such steps and carry out all the necessary formalities to give full effect to the proposed adoption of the Company's new Articles of Association."

BY ORDER OF THE BOARD

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

Kuala Lumpur
Dated : 29 May 2012

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(continued)

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 the 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 presented 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 Zurich, 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 initialled.*
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 14th 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 14 June 2012. Only a depositor whose name appears on the Record of Depositors as at 14 June 2012 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*
10. (a) *Explanatory note to Ordinary Business of the Agenda 1 (Explanatory Note A): -*
This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965, does not require a formal approval of the shareholders and hence, is not put forward for voting.
- (b) *Explanatory Notes to Special Business of the Agenda 6:*

(i) Proposed Renewal and 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.

(ii) Proposed Authority to Buy Back Shares of the Company

The Proposed Resolution 9, if passed, will empower the Directors of the Company 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 Annual General Meeting of the Company.

(iii) Proposed Amendments to Articles of Association of the Company

The Proposed Resolution 10, if passed, will give authority for the Company to amend its Articles of Association in line with the recent amendments prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The detailed information on Special Business of the Agenda 6 as mentioned above is set out in the Circular to Shareholders of the Company dated 29 May 2012 which is despatched together with the Company's 2011 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities, the details of the Directors who are seeking for re-election or re-appointment in Agenda 3 and 4 of the Notice of 14th Annual General Meeting of the Company are set out in the Directors' Profile on pages 5, 11 and 12 of this Annual Report. Their securities holdings in the Company are set out in the Directors' Shareholdings which appears on page 205 of this Annual Report.