

# OTHER BURSA SECURITIES COMPLIANCE INFORMATION

## Other Bursa Securities Compliance Information

### 1. Utilisation of Proceeds Raised from Corporate Proposal

During the financial year ended 31 December 2011, there were no proceeds raised by the Company from any corporate proposal.

### 2. Share Buy-Back

The Company has not purchased any of its own shares during the financial year ended 31 December 2011 and the preceding financial year.

### 3. Options, Warrants or Convertible Securities

During the financial year ended 31 December 2011, there were no options, warrants or convertible securities exercised or converted by the Company.

### 4. American Depository Receipt (ADR) or Global Depository Receipt (GDR)

The Company has not sponsored any ADR or GDR programme for the financial year ended 31 December 2011.

### 5. Sanctions and/or Penalties

Save as disclosed below, there were no sanctions and/or penalties imposed on the Company, its subsidiaries, directors or management by the relevant regulatory bodies during the financial year ended 31 December 2011:

- (i) Chelsea Parking Services Sdn Bhd, a wholly owned subsidiary of MAA Corporation Sdn Bhd ("MAA Corp"), which in turn is a wholly owned subsidiary of the Company, had on 2 August 2011 paid a sum of Ringgit Malaysia Fifty and Sen Twenty (RM50.20) only to Lembaga Hasil Dalam Negeri for under estimation of income tax for year of assessment 2010.
- (ii) Multioto Services Sdn Bhd, a wholly owned subsidiary of MAA Corp until 30 September 2011, which in turn is a wholly owned subsidiary of the Company, had on 2 August 2011 paid a sum of Ringgit Malaysia One Thousand Five Hundred Fifty Five and Sen Seventy Four (RM1,555.74) only to Lembaga Hasil Dalam Negeri for under estimation of income tax for year of assessment 2010.

### 6. Non-Audit Fees

During the financial year ended 31 December 2011, there was a non-audit fee of Ringgit Malaysia One Hundred Forty Thousand (RM140,000.00) paid to external auditors being the fee for engagement as reporting accountants in connection with the proposal disposal of the Malaysian Assurance Alliance Berhad, Multioto Services Sdn Bhd, Malaysian Alliance Property Services Sdn Bhd, Maagnet Systems Sdn Bhd and Maagnet-SSMS Sdn Bhd.

### 7. Variation in Results

The Company did not make or announce any profit forecast or projection during the financial year ended 31 December 2011. There was also no variation of 10% or more between the audited results and the unaudited result which were announced for the financial year ended 31 December 2010.

### 8. Profit Guarantees

During the financial year, there were no profit guarantees given by the Company.

### 9. Material Contracts

There was no material contracts (not being entered into in the ordinary course of business) entered into by the Group which involved directors and shareholders, either still subsisting at the end of the financial year ended 31 December 2011 or entered into since the end of the previous financial year.

### 10. Revaluation Policy

For the financial year ended 31 December 2011, the Company does not own any landed properties. The subsidiary companies that own landed properties revalued their properties in accordance with the applicable accounting standards approved by Malaysian Accounting Standards Board and requirements of the relevant regulatory authorities.

# OTHER BURSA SECURITIES COMPLIANCE INFORMATION

(continued)

## Recurrent Related Party Transactions of a Revenue or Trading Nature

On 28 June 2011, the Company sought approval for a shareholders' mandate for MAAG Group to enter into Recurrent Transactions (as defined in the Circular to Shareholders dated 6 June 2011) in their ordinary course of business with related parties ("Shareholders' Mandate") as defined in Chapter 10 of the Listing Requirements of Bursa Securities.

The aggregate value of transactions conducted during the financial year ended 31 December 2011 are:

Transacting Party	Nature of Transaction	Related Party	Nature of Interest	Value of Transaction (1/1/2011 - 31/12/2011 RM '000)
Malaysian Assurance Alliance Berhad (MAA) <sup>(1)</sup>	Office rental income received and receivable	Mitra Malaysia Sdn Bhd (Mitra)	A company in which TY* and TYY* have deemed interest by virtue of their relationships with TI* who is a brother of TY and TYY. TI has indirect substantial interest in Melewar Leisure Sdn Bhd, the holding company of Mitra.	14
		Trace Management Services Sdn Bhd (Trace)	A company in which TY and TYY have deemed interest by virtue of their substantial interest in The Melewar Corporation Berhad, the major shareholder of Trace.	105
		Melewar Group Berhad (MGB)	A company in which TY and TYY are directors and major shareholders of MGB.	45
		MAAKL Mutual Bhd (MAAKL Mutual)	A 55% subsidiary of the Company and 20% owned by Khyra Liberty Sdn Bhd, whose ultimate holding company is Khyra Legacy Berhad (Khyra). TY is the founder and ultimate beneficial owner of Khyra.	633
		MAA Bancwell Trustee Berhad (MAA Bancwell)	An associated company and a company in which TY and TYY have deemed interest by virtue of their substantial shareholdings in MGB, a shareholder of MAA Bancwell.	39
		Melewar Industrial Group Berhad (MIG)	A company in which TY and TYY are directors. TY is deemed interested in MIG by virtue of his indirect substantial interest in MESB, who in turn is the major shareholder of MIG. TYY is deemed interested in MIG by virtue of his family relationship with TY based on Section 122A(1)(a) of the Act.	207
		Melewar Integrated Engineering Sdn Bhd (MIE)	A subsidiary of MIG in which TYY is a director. TY is deemed interested in MIE by virtue of his indirect substantial interest in MIG. TYY is deemed interested in MIE by virtue of his family relationship with TY based on Section 122A(1)(a) of the Act.	98
		Melewar Equities Sdn Bhd (MESB)	A company in which TY is deemed interested in MESB as MESB is a subsidiary of Khyra. TY is the founder and ultimate beneficial owner of Khyra. TYY is deemed interested in MESB by virtue of his family relationship with TY based on Section 122A(1)(a) of the Act.	75
MAA <sup>(1)</sup>	Collection agent fee income received and receivable	MAAKL Mutual	A 55% subsidiary of the Company and 20% owned by Khyra Liberty Sdn Bhd, whose ultimate holding company is Khyra. TY is the founder and ultimate beneficial owner of Khyra.	18
MAAG Group	Corporate secretarial and related services fees paid and payable	Trace	A company in which TY and TYY have deemed interest by virtue of their substantial interest in The Melewar Corporation Berhad, the substantial shareholder of Trace.	490
MAAG Group	Purchase of air tickets and travel package paid and payable	Mitra	A company in which TY and TYY have deemed interest by virtue of their relationships with TI* who is a brother of TY and TYY. TI has indirect substantial interest in Melewar Leisure Sdn Bhd, the holding company of Mitra.	1,736

# OTHER BURSA SECURITIES COMPLIANCE INFORMATION

(continued)

Transacting Party	Nature of Transaction	Related Party	Nature of Interest	Value of Transaction (1/1/2011 - 31/12/2011 RM '000)
Maagnet Systems Sdn Bhd ("MAAGNET") <sup>(1)</sup>	Provision of Information Technology Services	MAAKL Mutual	A 55% subsidiary of the Company and 20% owned by Khyra Liberty Sdn Bhd, whose ultimate holding company is Khyra. TY is the founder and ultimate beneficial owner of Khyra.	292
		MAA Bancwell	An associated company and a company in which TY and TYY have deemed interest by virtue of their substantial shareholdings in MGB, a shareholder of MAA Bancwell.	5
MAAG Group	Trustee fees paid and payable	MAA Bancwell	An associated company and a company in which TY and TYY have deemed interest by virtue of their substantial shareholdings in MGB, a shareholder of MAA Bancwell.	150
MAAG	Management fee income	MAAKL Mutual	A 55% subsidiary of the Company and 20% owned by Khyra Liberty Sdn Bhd, whose ultimate holding company is Khyra. TY is the founder and ultimate beneficial owner of Khyra.	48
		MAA Bancwell	An associated company and a company in which TY and TYY have deemed interest by virtue of their substantial shareholdings in MGB, a shareholder of MAA Bancwell.	1,189
Wira Security Services Sdn Bhd	Provision of security services	MIG Group	A company in which TY and TYY are directors. TY is deemed interested in MIG by virtue of his indirect substantial interest in MESB, who in turn is the major shareholder of MIG. TYY is deemed interested in MIG by virtue of his family relationship with TY based on Section 122A(1)(a) of the Act.	316

Definition:

- \* TI is Tunku Dato' Seri Iskandar bin Tunku Tan Sri Abdullah
- TY is Tunku Dato' Ya'acob bin Tunku Tan Sri Abdullah
- TYY is Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah

<sup>(1)</sup> Ceased to be a subsidiary company subsequent to its disposal to Zurich on 30 September 2011.