

NOTICE
There will be no
distribution
of door gifts

FORM OF PROXY

(please refer to the notes below)



MAA GROUP BERHAD

(471403-A)
(Formerly known as MAA Holdings Berhad)
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 GROUP BERHAD** hereby appoint * Chairman of the meeting or

_____ of _____ or failing him/her
(Name of Proxy, NRIC No.) (Full Address)

_____ of _____ as *my/our proxy
(Name of Proxy, NRIC No.) (Full Address)

to vote for *me/us and on *my/our behalf at the **14th Annual General Meeting ("AGM")** of the Company to be held at the **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.** or at any adjournment thereof on the following resolutions referred to in the Notice of 14th 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 amounting to RM288,750.00 for the period from 1 July 2012 to 30 June 2013 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) Encik Muhamad Umar Swift				
Resolution 3	(ii) Tan Sri Ahmad bin Mohd Don				
Resolution 4	(iii) Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah				
	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 Seri 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 Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions.				
Resolution 9	To approve the Proposed Authority to Buy Back Shares of the Company.				
Resolution 10	To approve the Proposed Amendments to the Articles of Association of the Company.				

(Please indicate with a "✓" or "X" in the spaces provided above on 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).

The proportion of my holdings to be represented by my *proxy/proxies are as follows:

	Number of shares	Percentage
First proxy		%
Second proxy		%
Total		100%

In case of a vote taken by a show of hands, the First Proxy shall vote on *my/our behalf.

*Strike out whichever is not desired.

Dated this _____ day of _____ 2012

Signature of Shareholder(s)/Common Seal

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, No.12, Menara Zurich, 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 initialled.
- 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 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.
- Explanatory notes to Special Business of the Agenda 6 :-
 - 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. The detailed information on Recurrent Related Party Transactions is set out in Section 3 of Part A of the Circular dated 29 May 2012 which is despatched together with the Company's 2011 Annual Report.
 - 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.
 - 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.

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STAMP

The Secretary
MAA GROUP BERHAD
(FORMERLY KNOWN AS MAA HOLDINGS BERHAD)
Suite 20.03, 20th Floor, Menara Zurich
No. 12, Jalan Dewan Bahasa
50460 Kuala Lumpur

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There will be no distribution of door gifts



MAA GROUP BERHAD

(471403-A)

(Formerly known as MAA Holdings Berhad)

13th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur, Malaysia.

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