

**NOTICE**  
There will be no  
distribution  
of door gifts

# FORM OF PROXY

(please refer to the notes below)



## MAA GROUP BERHAD

(471403-A)

Incorporated in Malaysia

No. of ordinary shares held	CDS Account No.

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 **15<sup>th</sup> Annual General Meeting ("AGM")** of the Company to be held at the **Crystal Function Room, 4th Floor, Mutiara Complex, 3 ½ Miles, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 20 June 2013 at 10.00 a.m.** or at any adjournment thereof on the following resolutions referred to in the Notice of 15th AGM. My/our proxy is to vote as indicated below: -

		FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
<b>Resolution 1</b>	To approve the payment of Directors' fees amounting to RM225,000.00 for the period from 1 July 2013 to 30 June 2014 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:-				
<b>Resolution 2</b>	(i) Tunku Dato' Ya'acob bin Tunku Tan Sri Abdullah				
<b>Resolution 3</b>	(ii) Mr Yeo Took Keat				
	To re-elect the following Directors of the Company who are retiring pursuant to Article 79 of the Company's Articles of Association:-				
<b>Resolution 4</b>	(i) Dato' Narendrakumar Jasani A/L Chunilal Rugnath				
<b>Resolution 5</b>	(ii) Mr Onn Kien Hoe				
<b>Resolution 6</b>	To re-elect Datuk Seri Razman Md Hashim who is retiring pursuant to Section 129(6) of the Companies Act, 1965.				
<b>Resolution 7</b>	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.				
<b>Resolution 8</b>	To re-elect Dato' Jaffar Indot who is retiring pursuant to Section 129(6) of the Companies Act, 1965.				
<b>Resolution 9</b>	To approve the Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions.				
<b>Resolution 10</b>	Proposed Renewal of Share Buy-Back Authority.				

(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		%
<b>Total</b>		<b>100%</b>

\*Strike out whichever is not desired.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature of Shareholder(s)/Common Seal

### NOTES :-

- Applicable to shares held through a nominee account.
- A member entitled to attend, speak and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend, speak 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.
- Where a member is an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- 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 12.03, 12<sup>th</sup> Floor, No.566, Jalan Ipoh, 51200 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 15th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 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 2013. Only a depositor whose name appears on the Record of Depositors as at 14 June 2013 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.

### 10. Explanatory notes to Special Business of the Agenda 7 :-

#### (a) Proposed Re-election of Director pursuant to Section 129(6) of the Act

The re-appointment of Dato' Jaffar Indot, who is over the age of seventy (70) years as Director of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the Proposed Resolution 8 has been passed by a majority of not less than three-fourth (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting.

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

The Proposed Resolution 9, 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.

#### (c) Proposed Renewal of Share Buy-Back Authority

The Proposed Resolution 10, if passed, would empower the Directors 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.

The detailed information on Special Business of Agenda 7 except for Agenda 7(a) as mentioned above is set out in the Circular to Shareholders of the Company dated 29 May 2013 which is despatched together with the Company's 2012 Annual Report.

\*Please strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit)