

OTHER BURSA SECURITIES COMPLIANCE INFORMATION

1. Utilisation of Proceeds Raised from Corporate Proposal

During the financial year ended 31 December 2013, 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 2013 and the preceding financial year.

3. Options, Warrants or Convertible Securities

During the financial year ended 31 December 2013, 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 2013.

5. Sanctions and/or Penalties

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 2013.

6. Non-Audit Fees

During the financial year ended 31 December 2013, the following non-audit fees were incurred by the Company for services rendered by the external auditors or a firm or corporation affiliated to them:

- (i) Ringgit Malaysia Three Hundred Eighteen Thousand (RM318,000.00) being fee for professional services rendered in connection with the review and validation of Zurich's counter claims with regards to alleged breach of warranties and indemnities in relation to the disposal of Malaysian Assurance Alliance Berhad;
- (ii) Ringgit Malaysia Three Thousand (RM3,000.00) being fee for professional services rendered in connection with the agreed upon procedures as Independent Scrutineers at the Fifteenth Annual General Meeting; and
- (iii) Ringgit Malaysia Two Hundred Thousand (RM200,000.00) being fee for professional services rendered in connection with the review of financial forecasts of the Group for PN17 regularisation plan.

7. Variation in Results

The Company did not make or announce any profit forecast or projection during the financial year ended 31 December 2013. 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 2013.

8. Profit Guarantees

During the financial year ended 31 December 2013, 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 2013 or entered into since the end of the previous financial year.

OTHER BURSA SECURITIES COMPLIANCE INFORMATION (continued)

Recurrent Related Party Transactions of a Revenue or Trading Nature

On 20 June 2013, the Company sought approval for a shareholders' mandate for MAAG Group to enter into Recurrent Transactions (as defined in the Circular to Shareholders dated 29 May 2013) 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 Recurrent Transactions conducted during the financial year ended 31 December 2013 are:

Transacting Party	Nature of Transaction	Related Party	Nature of Interest	Value of Transaction (1/1/2013 - 31/12/2013) RM '000
MAAG Group	Corporate secretarial and related services fees paid and payable	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 substantial shareholder of Trace.	370
MAAG	Management fee income	MAAKL Mutual Bhd ("MAAKL Mutual") ⁽¹⁾	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.	56
		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 Melewar Group Berhad ("MGB"), a shareholder of MAA Bancwell.	(676) **
MAA Takaful Berhad ("MAAT")	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.	318
		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.	6
MAAG	Human resource system licence 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.	10
		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.	-***
MAA Corporation Sdn Bhd ("MAA Corp")	Office service charge 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.	79
		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
		Melewar Equities Sdn Bhd ("MESB")	A company in which TY is deemed interested in MESB and 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.	10

OTHER BURSA SECURITIES COMPLIANCE INFORMATION (continued)

Transacting Party	Nature of Transaction	Related Party	Nature of Interest	Value of Transaction (1/1/2013 - 31/12/2013) RM '000
MAA Corp	Office service charge income	Melewar Industrial Group Berhad ("MIG")	TY and TYY are directors of MIG. 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.	15
MAA Corp	Office rental income	MESB	A company in which TY is deemed interested in MESB and 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.	43
		MIG	TY and TYY are directors of MIG. 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.	67
		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.	86
MAAT	Disaster recovery centre services 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.	153
MAA International Assurance Ltd	Provision of corporate advisory services	MAACA Labuan Ltd ("MAACAL")	TY is deemed interested in MAACAL by virtue of his deemed substantial interest in MAA Corporate Advisory Sdn Bhd, who in turn is the subsidiary of MAA Corp, who in turn is a subsidiary of MAAG.	-
MAA Corp	Property management service 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.	44
MAAG	Office rental charge	Melewar Integrated Engineering Sdn Bhd ("MIE")	TYY is a director of MIE. MIE is a subsidiary of MIG. 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.	61

Definition:

* TY is Tunku Dato' Ya'acob bin Tunku Tan Sri Abdullah

* TYY is Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah

** Consist of management fee charged to MAA Bancwell of RM204,000 and a fee reduction of RM880,000 for previous year's management fee charged for services rendered on a special purpose vehicle ("SPV") assignment undertaken by MAA Bancwell. The fee reduction was on a back-to-back fee discount given by MAA Bancwell to the bondholders of the SPV after due negotiation.

*** Transaction value of RM204 only

(1) MAAKL Mutual Bhd ceased to be a subsidiary of MAAG Group on 31 December 2013.