

**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

<b>No. of ordinary shares held</b>	<b>CDS Account No.</b>

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 **16<sup>th</sup> Annual General Meeting ("AGM")** of the Company to be held at the **Crystal Function Room, 4th Floor, Mutiara Complex, 3 1/2 Miles, Jalan Ipoh, 51200 Kuala Lumpur on Friday, 20 June 2014 at 10.00 a.m.** or at any adjournment thereof on the following resolutions referred to in the Notice of 16th AGM. My/our proxy is to vote as indicated below:-

Resolution	Description	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 2014 to 30 June 2015 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) Tan Sri Ahmad bin Mohd Don				
<b>Resolution 3</b>	(ii) Encik Muhamad Umar Swift				
<b>Resolution 4</b>	To re-elect Datuk Seri Razman Md Hashim who is retiring pursuant to Section 129(6) of the Companies Act, 1965.				
<b>Resolution 5</b>	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.				
<b>Resolution 6</b>	To approve the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions.				
<b>Resolution 7</b>	To approve the Proposed Renewal of Share Buy-Back Authority.				
<b>Resolution 8</b>	Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965.				

(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 \_\_\_\_\_ 2014

\_\_\_\_\_  
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, 12th 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 16th 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 16 June 2014. Only a depositor whose name appears on the Record of Depositors as at 16 June 2014 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.
- Explanatory notes to Special Business of the Agenda 6 :-

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

The Proposed Resolution 6, 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.

**(b) Proposed Renewal of Share Buy-Back Authority**

The Proposed Resolution 7, 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 AGM of the Company.

**(c) Authority to Issue and Allot Shares Pursuant to Section 132D of the Act**

This mandate for issue and allot of shares was not sought for in the preceding year and the Board is now desirous of seeking a new mandate at this forthcoming AGM. This mandate will provide flexibility for the Company to undertake future possible fund raising activities, including but not limited to placement of shares for purpose of funding the Company's future investment projects, working capital and/or acquisition(s) without having to convene another general meeting.

The Proposed Resolution 8, if passed, will empower the Board to issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued share capital of the Company, subject to compliance with regulatory requirements. The approval is sought to avoid any delay and cost in convening a general meeting for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The detailed information on Special Business of Agenda 6 except for Ordinary Resolution 8 as mentioned above is set out in the Circular to Shareholders of the Company dated 29 May 2014 which is despatched together with the Company's 2013 Annual Report.

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