

NOTICE
There will be no
distribution
of door gifts

FORM OF PROXY



MAA GROUP BERHAD

(471403-A)

Incorporated in Malaysia

No. of ordinary shares held	CDS Account No.

I/We _____ (Full Name in Block Letters) NRIC No./Co. No./CDS No. : _____

of _____ (Full Address)

being a member/members of **MAA GROUP BERHAD** hereby appoint * Chairman of the meeting or

_____ of _____ (Full Address) or failing him/her

_____ of _____ (Full Address) as *my/our proxy

to vote for *me/us and on *my/our behalf at the **18th 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 Monday, 20 June 2016 at 10.00 a.m.** or at any adjournment thereof on the following resolutions referred to in the Notice of 18th AGM. My/our proxy is to vote as indicated below:-

Resolution	Description	FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
Resolution 1	To approve the payment of Directors' fees amounting to RM180,000.00 for the period from 1 July 2016 to 30 June 2017 to be payable quarterly in arrears.				
	To re-elect the following Directors of the Company who are retiring pursuant to Article 113(1) of the Company's Articles of Association:-				
Resolution 2	(i) Tunku Dato' Yaacob Khyra				
Resolution 3	(ii) Dato' Narendrakumar Jasani a/l Chunilal Rugnath				
Resolution 4	To re-elect Tan Sri Datuk Seri Razman Md Hashim who is retiring pursuant to Section 129(6) of the Companies Act, 1965.				
Resolution 5	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.				
Resolution 6	Approval for Tan Sri Datuk Seri Razman Md Hashim to continue in office as Independent Non-Executive Director.				
Resolution 7	Approval for Tan Sri Ahmad bin Mohd Don to continue in office as Independent Non-Executive Director.				
Resolution 8	To approve the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions.				
Resolution 9	To approve the Proposed Renewal of Share Buy-Back Authority.				
Resolution 10	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		%
Total		100%

Dated this _____ day of _____ 2016

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)(a)&(b) of the Act 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 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 79(a), 79(b) and 79(c) 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 2016. Only a depositor whose name appears on the Record of Depositors as at 14 June 2016 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:
 - Continuing in Office as Independent Non-Executive Directors**
At the last AGM in 2015, the shareholders of the Company had approved the continuation in office of both Tan Sri Datuk Seri Razman Md Hashim and Tan Sri Ahmad bin Mohd Don as Independent Non-Executive Directors of the Company until the conclusion of this AGM.
In line with the recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, the Proposed Resolutions 6 and 7, if passed, will enable both Tan Sri Datuk Seri Razman Md Hashim and Tan Sri Ahmad bin Mohd Don, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Directors of the Company to fulfil the requirements of Paragraph 3.04 of the Listing Requirements of Bursa Securities.

Both Nomination and Remuneration Committee and the Board have assessed the independence of Tan Sri Datuk Seri Razman Md Hashim and Tan Sri Ahmad bin Mohd Don, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to continue to act as Independent Non-Executive Directors of the Company until the conclusion of the next AGM.

The justifications of the Board of Directors for recommending and supporting the Proposed Resolutions 6 and 7 are set out under Notice of the 18th AGM in the Company's Annual Report 2015.

(b) Proposed Renewal of 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.

(c) Proposed Renewal of Share Buy-Back Authority

The Proposed Resolution 9, 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.

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

The Ordinary Resolution proposed under Resolution 10 of the Agenda is a renewal of the General Mandate for the Directors to issue and allot shares pursuant to Section 132D of the Act. 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 10, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 17th AGM held on 28 May 2015 and which will lapse at the conclusion of the 18th AGM to be held on 20 June 2016.

The detailed information on Special Business of Agenda 6 except for Ordinary Resolutions 6 and 7 as mentioned above is set out in the Circular to Shareholders of the Company dated 29 April 2016 which is despatched together with the Company's 2015 Annual Report.

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