

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING



MAA GROUP BERHAD

(471403-A)
Incorporated in Malaysia

NOTICE IS HEREBY GIVEN that the 19TH ANNUAL GENERAL MEETING of the Company will be held at Crystal Function Room, 4th Floor, Mutiara Complex, 3 ½ Miles, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 25 May 2017 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

Resolution

- | | | |
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| (1) | To receive the Audited Financial Statements for the year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon.
[Please refer to Explanatory Note A] | |
| (2) | To approve the payment of Directors' fees amounting to RM326,400 for the period from 1 July 2017 to 30 June 2018 to be payable quarterly in arrears to the Non-Executive Directors of the Company and its subsidiary.
[Please refer to Explanatory Note B] | 1 |
| (3) | To approve an amount of up to RM350,000 as benefits payable to the Non-Executive Directors of the Company and its subsidiary for the period from 1 June 2017 until the conclusion of the next Annual General Meeting ("AGM") of the Company.
[Please refer to Explanatory Note C] | 2 |
| (4) | To re-elect the following Directors who are retiring in accordance with Article 113(1) of the Company's Articles of Association and who, being eligible, offer themselves for re-election: | |
| | (i) Datuk Muhamad Umar Swift | 3 |
| | (ii) Tan Sri Ahmad bin Mohd Don | 4 |
| | (iii) Mr Onn Kien Hoe | 5 |
| (5) | To re-appoint Tan Sri Datuk Seri Razman Md Hashim as Independent Non-Executive Director of the Company.
[Please refer to Explanatory Note D] | 6 |
| (6) | To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. | 7 |

AS SPECIAL BUSINESS

- (7) To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-
- (a) Continuing in Office as Independent Non-Executive Directors**
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|------|--|----------|
| (i) | "THAT subject to the passing of the Ordinary Resolution 6, approval be and is hereby given to Tan Sri Datuk Seri Razman Md Hashim, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company."
[Please refer to Explanatory Note E] | 8 |
| (ii) | "THAT subject to the passing of the Ordinary Resolution 4, approval be and is hereby given to Tan Sri Ahmad bin Mohd Don, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company."
[Please refer to Explanatory Note E] | 9 |
- (b) Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")** **10**

"THAT the mandate granted by the shareholders of the Company on 20 June 2016 pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), authorising the Company and its subsidiaries ("the MAAG Group") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the MAAG Group's day-to-day operations as set out in Section 3.3, Table 3.3(A) of Part A of the Circular to Shareholders dated 28 April 2017 ("the Circular") with the related parties mentioned therein, be and is hereby renewed, AND THAT mandate be and is hereby granted by the shareholders of the Company to apply to the new recurrent related party transactions of a revenue or trading nature as set out in Section 3.3, Table 3.3(B) of the Circular with the related parties mentioned therein, provided that:-

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(continued)

Resolution

- (a) the transactions are in the ordinary course of business and are on terms which are not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company; and
- (b) the transactions are made at arm's length and on normal commercial terms.

AND THAT, authority conferred by such renewed and granted mandate shall continue to be in force (unless revoked or varied by the Company in general meeting), until

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(c) Proposed Renewal of Share Buy-Back Authority

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"THAT subject to compliance with Section 127 of the Act, the Listing Requirements of Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, the Company be and is hereby unconditionally and generally authorised to purchase and hold such amount of shares in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time-to-time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company and that an amount not exceeding the Company's total audited retained profits of RM152,251,000 as at 31 December 2016 would be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

AND THAT such authority shall commence immediately upon passing of this Ordinary Resolution and will expire at the conclusion of the next AGM of the Company unless earlier revoked or varied by Ordinary Resolution of shareholders of the Company in a general meeting or upon the expiration of the period within which the next AGM is required by law to be held whichever is earlier but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date.

AND THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and further THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both."

(d) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act

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"THAT, subject always to the Act, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time until the conclusion of the next AGM, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued."

BY ORDER OF THE BOARD

YEO TOOK KEAT (MIA NO. 3308)
LILY YIN KAM MAY (MAICSA NO. 0878038)
Company Secretaries

Kuala Lumpur
28 April 2017

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(continued)

NOTES:

1. Applicable to shares held through a nominee account.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. Any alteration in the form of proxy must be initialled.
8. Form of Proxy sent through facsimile transmission shall not be accepted.
9. For the purpose of determining a member who shall be entitled to attend this 19th 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 19 May 2017. Only a depositor whose name appears on the Record of Depositors as at 19 May 2017 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 Ordinary Business:

(A) Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act, does not require a formal approval of the shareholders and hence, is not put forward for voting.

(B) Payment of Non-Executive Directors' Fees (Resolution 1)

The Board had on 13 April 2017 approved the Nomination and Remuneration Committee's ("NRC") recommendation for the Directors' fees for 2017 to be revised and adjusted based on various factors including the Board remuneration framework of comparable public listed companies in Malaysia as well as the probable increase in the number of Independent Non-Executive Directors of the Company in the near future to meet the Malaysian Code on Corporate Governance 2012 Guidelines ("MCCG 2012"). The proposed increase in Directors' fees for 2017 is set out in the table as follows:

	Directors' Fees as approved at 18th AGM held on 20 June 2016	Proposed increase in Directors' Fees for 2017 (Approval to be sought at 19th AGM)
Non-Executive Directors	RM180,000 per annum	RM326,400 per annum

The payment of the Directors' Fees for the period from 1 July 2017 to 30 June 2018 will only be made if the Proposed Resolution 1 has been passed at this 19th AGM pursuant to Section 230(1)(b) of the Act and Articles 121(a) & 121(c) of the Company's Articles of Association.

(C) Benefits Payable to Non-Executive Directors (Resolution 2)

The benefits comprises the meeting allowances, benefits in kind and other emoluments payable to the Non-Executive Directors of the Company and its subsidiary, namely MAA International Group Ltd ("MAAIG") (formerly known as MAA International Assurance Ltd).

In determining the estimated total amount of remuneration (excluding directors' fees) for the Non-Executive Directors of the Company and its subsidiary, MAAIG, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees and Board of subsidiary as well as the number of Non-Executive Directors involved in these meetings. Payment of the directors' remuneration (excluding directors' fees) will be made by the Company and its subsidiary as and when incurred if the Proposed Resolution 2 has been passed at this 19th AGM. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid the directors' remuneration (excluding directors' fees) as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiary throughout the relevant period.

(D) To re-appoint Tan Sri Datuk Seri Razman Md Hashim as Independent Non-Executive Director of the Company (Resolution 6)

The Proposed Resolution 6 is to re-appoint Tan Sri Datuk Seri Razman Md Hashim who is over 70 years of age and was re-appointed at the Eighteenth AGM of the Company held on 20 June 2016 pursuant to Section 129(6) of the Companies Act, 1965 (which was then in force) to hold office until the conclusion of the next AGM to be held in 2017. The said Section 129(6) is now superseded by the Act which does not require a director over 70 years of age to be re-appointed at the AGM. The Proposed Resolution 6 once passed will confirm the appointment of Tan Sri Datuk Seri Razman Md Hashim without any further requirement for him to seek re-appointment in future except that he shall still be subject to the Article 113(1) of the Company's Articles of Association requiring one-third of the directors to retire from office in every subsequent year.

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(continued)

11. Explanatory Notes to Special Business:

(E) Continuing in Office as Independent Non-Executive Directors (Resolutions 8 and 9)

At the last AGM in 2016, 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 MCCG 2012, the Proposed Resolutions 8 and 9, 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 NRC 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 based on the following justifications:

Tan Sri Datuk Seri Razman Md Hashim

- (1) He had fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements of Bursa Securities, and thus he would be able to function as check and balance and bring an element of objectivity to the Board.
- (2) He has vast experience in the accounting and audit industry enabling him to provide the Board with a diverse set of experience, expertise and independent judgement.
- (3) He is independent in character and judgement, independent of management and free from any relationship or circumstances which are likely to affect or could affect his judgement or making of decisions in the best interest of the Company.
- (4) He had devoted sufficient time and attention to his professional obligations for an informed and balanced decision making.
- (5) He has demonstrated his ability to participate constructively and with integrity in all decisions in the best interest of the overall business of the Company.

Tan Sri Ahmad bin Mohd Don

- (1) He had fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements of Bursa Securities, and thus he would be able to function as check and balance and bring an element of objectivity to the Board.
- (2) He has vast experience in the accounting and audit industry enabling him to provide the Board with a diverse set of experience, expertise and independent judgement.
- (3) He had consistently challenged management in an effective and constructive manner and provided an independent voice on the Board.
- (4) He had devoted sufficient time and attention to his professional obligations for an informed and balanced decision making.
- (5) He has been able to contribute effectively and lead in rigorous debate on important issues besides providing sound advice and has made suggestions for improvements on the issues or matters brought to the attention of the Board.

The profiles of the above mentioned Directors are set out in the Directors' Profile on pages 9 and 10 of the Annual Report. The details of their shareholdings in the Company are set out in the Directors' Shareholdings which appears on page 207 of the Annual Report.

(F) Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") (Resolution 10)

The Proposed Resolution 10, 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.

(G) Proposed Renewal of Share Buy-Back Authority (Resolution 11)

The Proposed Resolution 11, 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.

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(continued)

(H) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act (Resolution 12)

The Ordinary Resolution proposed under Resolution 12 of the Agenda is a renewal of the General Mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 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 12, 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 total number of issued shares 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 18th AGM held on 20 June 2016 and which will lapse at the conclusion of the 19th AGM to be held on 25 May 2017.

12. Poll Voting

All the Resolutions mentioned above will be put to vote by Poll.

The detailed information on Special Business of Agenda 7 except for Ordinary Resolutions 8, 9 and 12 as mentioned above is set out in the Circular to Shareholders of the Company dated 28 April 2017 which is despatched together with the Company's 2016 Annual Report.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"). (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities, the details of the Directors who are seeking for re-election or re-appointment in Agenda 4 and 5 of the Notice of the 19th AGM of the Company are set out in the Directors' Profile on pages 7, 9, 10 and 13 of this Annual Report. Their securities holdings in the Company are set out in the Directors' Shareholdings which appears on page 207 of this Annual Report.

The detailed information relating to general mandate for issue of securities pursuant to Paragraph 6.03(3) of the Listing Requirements of Bursa Securities are set out under Note H of the Notice of the 19th AGM of the Company.