



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting ("21st AGM") of Bumi Armada Berhad ("Bumi Armada" or the "Company") will be held at 2.30 p.m. on Tuesday, 30 May 2017 at Ballrooms 1 & 2, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia for the following purposes:

AS ORDINARY BUSINESS

- To consider the audited Financial Statements of the Company for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors therein.
(Please see Explanatory Note 1)
- To re-elect Alexandra Elisabeth Johanna Maria Schaapveld who retires by rotation in accordance with Article 113 of the Company's Articles of Association, and who being eligible, offers herself for re-election as a Director of the Company.
(Please see Explanatory Note 2)
- To re-elect Maureen Toh Siew Guat who retires by rotation in accordance with Article 113 of the Company's Articles of Association, and who being eligible, offers herself for re-election as a Director of the Company.
(Please see Explanatory Note 2)
- To re-elect Shaharul Rezza bin Hassan who retires by rotation in accordance with Article 113 of the Company's Articles of Association, and who being eligible, offers himself for re-election as a Director of the Company.
(Please see Explanatory Note 2)
- To elect Uthaya Kumar A/L K Vivekananda in accordance with Article 120 of the Company's Articles of Association, and who being eligible, offers himself for election as a Director of the Company.
(Please see Explanatory Note 2)
- To approve the payment of fees and benefits to the Non-Executive Directors up to an amount of RM6.0 million from 31 January 2017 until the conclusion of the next AGM.
(Please see Explanatory Note 3)
- To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Directors to fix their remuneration for that year.
(Please see Explanatory Note 4)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:

- Authority to issue new ordinary shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
"THAT, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof provided that the aggregate number of shares to be issued pursuant to this approval does not exceed 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 for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act 2016, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant regulatory bodies being obtained (if required)."
(Please see Explanatory Note 5)
- Proposed offer, grant and/or allotment in respect of ordinary shares in the Company to Leon Andre Harland, Executive Director/Chief Executive Officer and Shaharul Rezza bin Hassan, Executive Director/Head of Offshore Marine Services pursuant to the Company's Management Incentive Plan ("MIP").
"THAT authority be and is hereby given to the Directors of the Company to:
(i) make and/or award offers and grants to Leon Andre Harland, Executive Director/Chief Executive Officer of the Company, at any time and from time to time, commencing from the date of the shareholders' approval ("Approval Date") and expiring at the conclusion of the annual general meeting of the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held ("Mandate Period") pursuant to the MIP, comprising such number of ordinary shares of the Company ("Bumi Armada Shares") equivalent to an amount of up to RM11,287,500 divided by the 5-day volume weighted average market price of the Bumi Armada Shares preceding the date of the offer as traded on Bursa Malaysia Securities Berhad (rounded up to the nearest 100 Bumi Armada Shares), subject always to the terms and conditions of, and/or any adjustments which may be made pursuant to the provisions of the By-Laws of the MIP;
(ii) issue and allot to him, such number of new Bumi Armada Shares (whether during or after the Mandate Period) in respect of such Bumi Armada Shares comprised in the offers and grants made and/or awarded to him during the Mandate Period; and
(iii) take all such actions that may be necessary and/or desirable to give effect to this resolution and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit and in the best interest of the Company."
Resolution 8
"THAT authority be and is hereby given to the Directors of the Company to:
(i) make and/or award offers and grants to Shaharul Rezza bin Hassan, Executive Director/Head of Offshore Marine Services of the Company, at any time and from time to time, commencing from the date of the shareholders' approval ("Approval Date") and expiring at the conclusion of the annual general meeting of

the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held ("Mandate Period") pursuant to the MIP, comprising such number of ordinary shares of the Company ("Bumi Armada Shares") equivalent to an amount of up to RM1,998,000 divided by the 5-day volume weighted average market price of the Bumi Armada Shares preceding the date of the offer as traded on Bursa Malaysia Securities Berhad (rounded up to the nearest 100 Bumi Armada Shares), subject always to the terms and conditions of, and/or any adjustments which may be made pursuant to the provisions of the By-Laws of the MIP;

- issue and allot to him, such number of new Bumi Armada Shares (whether during or after the Mandate Period) in respect of such Bumi Armada Shares comprised in the offers and grants made and/or awarded to him during the Mandate Period; and
- take all such actions that may be necessary and/or desirable to give effect to this resolution and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit and in the best interest of the Company."
Resolution 9

By Order of the Board
Noreen Melini binti Muzamli
(LS0008290)
Noor Hamiza binti Abd Hamid
(MAICSA 7051227)
Joint Company Secretaries

Kuala Lumpur
28 April 2017

Instructions for Appointment of Proxy

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote for him/her provided that the number of proxies appointed shall not be more than two except in the circumstances set out in Note 2. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee shall be by a separate instrument of proxy which shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting. For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), 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:
(i) in the case of an individual, be signed by the appointor or by his/her attorney; and
(ii) in the case of a corporation, be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrars, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 24 hours before the time appointed for the taking of the poll at the 21st AGM or adjourned meeting otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Faxed copies of the duly executed form of proxy are not acceptable.
- The resolutions put to the votes at the AGM shall be determined by polls. A proxy may vote on a poll. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy may exercise his discretion as to whether to vote on such matter and if so, how. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

Members Entitled to Attend

- For the purpose of determining members who shall be entitled to attend the 21st AGM, only the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd on 23 May 2017 shall be entitled to attend the said meeting or appoint proxies to attend on their behalf.

EXPLANATORY NOTES

1) Audited Financial Statements and the Reports of the Directors and Auditors thereon

The audited Financial Statements and the Reports of the Directors and Auditors therein for the financial year ended 31 December 2016, will be laid before the Company at the 21st AGM for consideration of the members pursuant to the Companies Act, 2016 ("CA 2016"). There is no requirement for the members to approve them and hence, the matter will not be put forward for voting.

2) Re-election/Election of Directors

Pursuant to Article 113 of the Company's Articles of Association ("Articles"), at least 1/3 of Directors should retire by rotation or if that number is not a multiple of three, then the number nearest to 1/3 should retire. Further, pursuant to Article 120 of the Articles, any Director of the Company appointed by the Board of Directors ("Board") pursuant to Article 120 shall not be taken into account in determining the Directors who are to retire by rotation. Presently we have nine Directors on the Board, one of them, namely Uthaya Kumar A/L K Vivekananda was appointed by the Board on 10 April 2017. Accordingly, three Directors will be up for retirement by rotation pursuant to Article 113 at the 21st AGM. Ms Alexandra Elisabeth Johanna Maria Schaapveld, a

Non-Executive Director, Ms Maureen Toh Siew Guat, a Non-Executive Director, and Mr Shaharul Rezza bin Hassan, an Executive Director, are due for retirement at the 21st AGM, and being eligible, they have offered themselves for re-election as Directors of the Company.

Mr Uthaya Kumar A/L K Vivekananda who was appointed as a Non-Executive Director of the Company by the Board on 10 April 2017, is required to submit himself for election at the 21st AGM pursuant to Article 120. On being eligible, he has offered himself for election pursuant to Article 120. His recent appointment was based on the Nomination & Corporate Governance Committee's recommendation after considering relevant criteria in respect of his appointment including his experience, qualifications, potential contribution and time commitments. The Board was also satisfied that his appointment will further strengthen the composition of the Board and a suitable successor to the outgoing Independent Director and Audit Committee Chairman, Mr Saiful Azmir bin Shahabudin.

The Board is satisfied that the Directors standing for re-election or election will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions.

All Directors offering themselves for re-election or election, as the case may be, have consented to the same.

For details of the Directors who are standing for re-election, Ms Alexandra Elisabeth Johanna Maria Schaapveld, Ms Maureen Toh Siew Guat and Mr Shaharul Rezza bin Hassan, please refer to the Directors' Profiles on pages 24, 27 and 29 of the Annual Report 2016 respectively.

For details of the Director who is standing for election, Mr Uthaya Kumar A/L K Vivekananda's profile is stated in the Statement accompanying this Notice on page 209 of the Annual Report 2016.

3) Directors' Remuneration

Section 230(1) of the CA 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 21st AGM on the Directors' remuneration.

Since the listing of the Company on the Main Market of Bursa Malaysia Securities Berhad in 2011 and until 30 January 2017, the payment of fees to Non-Executive Directors has been made pursuant to Article 121 of the Company's Articles of Association that allows the Company to pay its directors fees of up to RM3.0 million per year. The payment of fees to Non-Executive Directors for FYE 31 December 2016 did not exceed RM3.0 million.

The Directors' remuneration comprises fees, meeting allowances and other emoluments payable to the Chairmen and members of the Board and Board Committees. The Non-Executive Directors' current remuneration policy came into effect on 1 July 2014 and neither the policy nor fees paid to individual directors have been revised since then.

The proposed amount of RM6.0 million for the payment of directors' fees and benefits for the 16-month period from 31 January 2017 to the next AGM estimated to be in May 2018 comprise the estimated total fees of RM4.5 million and estimated total benefits of RM1.5 million.

4) Re-appointment of Auditors

Messrs. PricewaterhouseCoopers ("PwC"), the auditors of the Company have expressed their willingness to continue in office as auditors of the Company for the financial year ending 31 December 2017. The Board has approved the Audit Committee's recommendation that they be retained after taking into account relevant feedback on their experience, performance and independence following a formal assessment.

5) Authority to issue ordinary shares pursuant to Section 75 and Section 76 of the CA 2016 and the MMLR

Proposed Resolution 7 is to seek a renewal of the general authority pursuant to Section 75 and Section 76 of the CA 2016 and the MMLR for the issue and allotment of new ordinary shares in the Company.

As at 10 April 2017, the Company has not issued any new shares pursuant to the previous mandate.

Proposed Resolution 7, if passed, would enable Directors to issue and allot new ordinary shares up to an amount not exceeding ten per centum (10%) of the Company's issued share capital from time to time. This will, among others, provide them the flexibility to raise funds, including but not limited to further placement of shares for purposes of funding future investment project(s), working capital and/or acquisitions without convening a general meeting which will be both time and cost consuming. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

Should there be a decision to issue and allot ordinary shares after the said authority has been given, the Company will make the appropriate announcement on the purpose and/or utilisation of proceeds arising from such issuance and allotment.

6) Proposed offer, grant and/or allotment in respect of ordinary shares in the Company to Leon Andre Harland, Executive Director/Chief Executive Officer and Shaharul Rezza bin Hassan, Executive Director/Head of Offshore Marine Services pursuant to the Company's Management Incentive Plan ("MIP")

Proposed Resolutions 8 and 9 are to seek authority in respect of the proposed offer, grant and/or allotment in respect of ordinary shares in the Company under the MIP to Leon Andre Harland, Chief Executive Officer/Executive Director and Shaharul Rezza bin Hassan, Executive Director/Head of Offshore Marine Services.

On 23 May 2016, we had obtained your approval for the authority to offer, grant and/or allot shares to employees and Executive Directors who fulfil the criteria of eligibility for participation in the MIP.

The details on the proposed offer, grant and/or allotment in respect of ordinary shares under the Company's MIP to both the Executive Directors are set out in the Circular to the Shareholders dated 28 April 2017 which accompanies this notice. These Executive Directors will abstain from voting on the proposed Resolution 8 and Resolution 9 respectively and will ensure that persons connected to them abstain from doing so.