



**NOTICE OF ANNUAL GENERAL MEETING**

**Date/Time:** Tuesday, 18 June 2013 at 2.30 p.m.

**Venue :** Grand Ballroom, Level 1, Renaissance Kuala Lumpur Hotel, Corner of Jalan Sultan Ismail & Jalan Ampang, 50450 Kuala Lumpur, Malaysia

**NOTICE IS HEREBY GIVEN** that the Seventeenth ("17th") Annual General Meeting of Bumi Armada Berhad ("Bumi Armada" or the "Company") will be held at 2.30 p.m. on **Tuesday, 18 June 2013** at the **Grand Ballroom, Level 1, Renaissance Kuala Lumpur Hotel, Corner of Jalan Sultan Ismail & Jalan Ampang, 50450 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 2012 and the Reports of the Directors and Auditors thereon.  
*(Please see Explanatory Note 1)*
- To declare a final cash dividend comprising a single tier tax exempt dividend of 3.0 sen per share and a dividend of 0.14 sen per share less 25% income tax in respect of the financial year ended 31 December 2012 to the members of the Company, as recommended by the Directors.  
*(Please see Explanatory Note 2)* **RESOLUTION 1**
- To re-elect the following Directors of the Company who retire by rotation in accordance with Article 113 of the Company's Articles of Association and who being eligible, offer themselves for re-election:  
*(Please see Explanatory Note 3)*
  - Saiful Aznir bin Shahabudin **RESOLUTION 2**
  - Chan Chee Beng **RESOLUTION 3**
- To elect Tunku Ali Redhaudin ibni Tuanku Muhriz who retires pursuant to Article 120 of the Company's Articles of Association and who being eligible, offers himself for re-election.  
*(Please see Explanatory Note 3)* **RESOLUTION 4**
- To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company for the financial year ending 31 December 2013 and to authorise the Directors to fix their remuneration for that year.  
*(Please see Explanatory Note 4)* **RESOLUTION 5**

**AS SPECIAL BUSINESS\***

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

- Authority to issue ordinary shares pursuant to Section 132D of the Companies Act, 1965  
**RESOLUTION 6**  
"THAT subject to the Companies Act, 1965 (the "Act"), the Articles of Association of the Company, and the approvals of any relevant governmental/regulatory authorities where required, the Directors be and are hereby authorised and empowered to issue and allot new ordinary shares in the Company:  
  - at any time, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit; and/or
  - in pursuance of any offer, agreement, option, or any other instruments (collectively the "Instruments") to be made, granted, or issued by them (as the case may be), while the approval under this resolution remains in force, AND THAT the Directors be and are hereby further authorised to make, grant or issue such Instruments which would or might require new ordinary shares in the Company to be issued after the expiration of the approval hereof;provided that:  
  - the number of shares to be issued pursuant to the authority granted under this resolution, when aggregated with all shares issued and/or shares that are capable of being issued from the Instruments issued in the preceding 12 months (calculated in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad), does not exceed 10% of the issued and paid-up share capital (excluding treasury shares) of the Company at the time of issuance of the shares or issuance, making or granting the Instruments, and
  - for the purpose of determining the number of shares which are capable of being issued from the Instruments, each Instrument is treated as giving rise to the maximum number of shares into which it can be converted or exercised,and such authority under this resolution shall continue to be in force until the conclusion of the next annual general meeting of the Company or when it is required by law to be held, whichever is earlier, and that:  
  - approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
  - the Directors of the Company be and are also empowered to obtain, if required, the approval for the listing of and quotation for the additional shares to be or so issued on Bursa Malaysia Securities Berhad." *(Please see Explanatory Note 5)*
- Proposed offer and grant of options to subscribe for new ordinary shares of RM0.20 each in the Company ("Shares") ("Options") under the Company's Employee Share Option Scheme ("ESOS") to the Executive Director/Chief Executive Officer and the Executive Director/Chief Financial Officer of Bumi Armada Berhad.  
**RESOLUTION 7**  
"THAT authority be and is hereby given to the Directors of the Company to:  
  - offer, grant and/or issue to Hassan Assad Basma, 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"), up to 7,500,000 Options pursuant to the provisions of the Company's ESOS, and

- issue and allot to him, up to a maximum of 7,500,000 new Shares in the Company upon exercise by him of such Options which were offered, granted and/or issued to him during the Mandate Period."

"THAT authority be and is hereby given to the Directors of the Company to:  
**RESOLUTION 8**

- offer, grant and/or issue to Shaharul Rezza bin Hassan, Executive Director/Chief Financial 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"), up to 1,250,000 Options pursuant to the provisions of the Company's ESOS, and
- issue and allot to him, up to a maximum of 1,250,000 new Shares in the Company upon exercise by him of such Options which were offered, granted and/or issued to him during the Mandate Period." *(Please see Explanatory Note 6)*

\* The resolutions for the ordinary and special businesses at this meeting will be tabled as Ordinary Resolutions.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATES**

**NOTICE IS ALSO HEREBY GIVEN** that subject to the approval of shareholders at the 17th Annual General Meeting to be held on 18 June 2013, a final cash dividend comprising a single tier tax exempt dividend of 3.0 sen per share and a dividend of 0.14 sen per share less 25% income tax in respect of the financial year ended 31 December 2012 will be paid on 16 July 2013 to the Company's members whose names appear in the Record of Depositors maintained by Bursa Malaysia Depository Sdn Bhd on 27 June 2013.

A Depositor shall qualify for entitlement to the dividend in respect of:

- shares transferred into the Depositor's securities account before 4.00 p.m. on 27 June 2013 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board  
**Noor Hamiza binti Abd Hamid**  
(MAICSA 7051227)  
Company Secretary

Kuala Lumpur  
23 May 2013

**Chew Ann Nee**  
(MAICSA 7030413)  
Joint Company Secretary

**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, and the provision of Section 149(1)(b) of the Companies Act, 1965 (the "Act") shall not apply to 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 (1) 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:  
  - in the case of an individual, be signed by the appointor or by his/her attorney; and
  - 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 48 hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll, not less than 24 hours before the taking of the poll; 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. Fax copies of the duly executed form of proxy are not acceptable.
- A proxy may vote on a show of hands and 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.
- 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. 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.

**EXPLANATORY NOTES**

- Audited Financial Statements and the Reports of the Directors and Auditors thereon**  
The Companies Act, 1965 requires that the Directors shall lay before the Company in general meeting the audited financial statements (comprising profit and loss account, balance sheet and the reports of the Directors and Auditors attached thereto). The audited financial statements and the Reports of the Directors and Auditors thereon will accordingly be laid before the Company at the Seventeenth Annual General Meeting ("17th AGM") for consideration of the shareholders. There is no requirement for the shareholders to approve such documents and hence, the matter will not be put forward for voting.

- Final cash dividend**  
The Directors have recommended a final cash dividend comprising a single tier tax exempt dividend of 3.0 sen per share and a dividend of 0.14 sen per share less 25% income tax in respect of the financial year ended 31 December 2012, which if approved, will be paid on 16 July 2013 to those shareholders on the record of the Company at the close of business on 27 June 2013.
- Re-election/Election of Directors**  
In accordance with Article 113 of the Company's Articles of Association, 3 Directors viz Dato' Ahmad Fuad bin Md Ali, Encik Saiful Aznir bin Shahabudin and Mr Chan Chee Beng are due for retirement by rotation at this AGM and being eligible, may offer themselves for re-election. Of the 3, Dato' Ahmad Fuad bin Md Ali has decided not to offer himself for re-election. Accordingly, he will cease to be a Director of the Company on the conclusion of the 17th AGM. Encik Saiful Aznir bin Shahabudin and Mr Chan Chee Beng have offered themselves for re-election as Directors of the Company.

Tunku Ali Redhaudin ibni Tuanku Muhriz who was appointed to the Board on 17 January 2013, being eligible, has offered himself for re-election pursuant to Article 120 of the Company's Articles of Association.

The Board is satisfied that following the Nomination Committee's review of the assessment feedback from Directors, the Directors standing for re-election will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board discussions, deliberations and decisions.

An assessment of the independence of the Independent Directors including Encik Saiful Aznir bin Shahabudin as at 31 December 2012 was undertaken as part of the Board and Board Committees assessment. Based on the assessment, the Board upon the recommendation of the Nomination Committee, has concluded that Encik Saiful continues to demonstrate his independence and objectivity in the conduct of the Board and Board Committees business and in his conduct and behaviour pursuant to the ingredients imperative for such independence and that he continues to fulfill the criteria for independence not only in the MMLR but also as set in the 2012 Malaysian Code on Corporate Governance. An assessment was conducted for Tunku Ali Redhaudin ibni Tuanku Muhriz who joined the Board as an Independent Director on 17 January 2013, prior to his appointment and the Board is satisfied that he meets the criteria for independence.

None of the Independent Non-Executive Directors' tenure exceeds a cumulative term of nine years. The Board recommends and supports their re-election/election.

The details of the Directors who are standing for re-election/election pursuant to Articles 113 and 120 of the Company's Articles of Association are set out in the Directors' Profiles on pages 28 to 31. Their interests in the shares of the Company and its related corporations are disclosed in the Analysis of Shareholdings under Directors' Interests on page 169 of the Annual Report.

- Re-appointment of Auditors**  
A company at each general meeting shall appoint a person to be the auditor of the company and any auditors so appointed shall hold office until the conclusion of the next annual general meeting of the company. Messrs PricewaterhouseCoopers, the auditors of the Company have consented to be re-appointed as auditors of the Company for the financial year ending 31 December 2013. The Audit Committee has reviewed their suitability and independence and has recommended that they be retained.
- Authority to issue ordinary shares pursuant to Section 132D of the Companies Act 1965**  
The proposed **Resolution 6** is to seek a renewal of the general authority pursuant to Section 132D of the Companies Act, 1965 for the issue and allotment of new ordinary shares in the Company.  
As at the date of this Notice, the Company has issued 1,247,000 new shares from the exercise of options by employees under the ESOS pursuant to the previous mandate. The proceeds from the issuance of the shares of RM3,778,410 were used for working capital purposes. The previous mandate will expire at the conclusion of the 17th AGM to be held on 18 June 2013.  
The proposed **Resolution 6**, if passed, will 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 pursuant to exercise of any options under the Company's Employee Share Option Scheme ("ESOS") as well as 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 next annual general meeting of the Company.  
At this juncture, there is no decision to issue any new shares other than any such shares that may be issued pursuant to exercising options under the ESOS. Should there be a decision to issue new shares other than pursuant to the ESOS, 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.
- Proposed offer and grant of options to subscribe for new ordinary shares of RM0.20 each in the Company ("Shares") ("Options") under the Employee Share Option Scheme ("ESOS") to the Executive Director/Chief Executive Officer and Executive Director/Chief Financial Officer of Bumi Armada Berhad**

The proposed **Resolutions 7 and 8** are to seek authority in respect of the offer and grant of options to subscribe for new Shares in the Company under the ESOS to the Executive Director/Chief Executive Officer ("ED/CEO") and Executive Director/Chief Financial Officer ("ED/CFO") of the Company ("Proposed Offer and Grant of Options to EDs").

The ESOS which came into effect on 28 June 2011, was established in conjunction with our listing on the Main Market of Bursa Securities on 21 July 2011. The ESOS was established for the grant of Options to eligible employees of our Group and our Executive Directors to subscribe for new Shares, not exceeding in aggregate 10% of the enlarged issued and paid-up share capital of our Company during the subsistence of the ESOS.

The approval for the listing of the new Shares to be issued pursuant to the exercise of the Options under the ESOS has been obtained from Bursa Securities on 28 June 2011.

On 21 June 2012, we had obtained your approval for the authority to offer, grant and/or issue to the Executive Director/Chief Executive Officer, up to 7,500,000 Options pursuant to the provisions of the ESOS and to issue and allot to him, of up to 7,500,000 new Shares in the unissued share capital of the Company, during the period from the last Extraordinary General Meeting up to the forthcoming AGM. On 19 March 2013, he was offered 6,500,000 Options based on that authority.

The details on the Proposed Offer and Grant of Options to EDs and their interests are set out in the Circular to Shareholders dated 23 May 2013 which accompanies this Notice. The ED/CEO and ED/CFO will abstain from voting on the proposed **Resolution 7** and **Resolution 8** respectively.