



**MALAYSIA MARINE AND HEAVY ENGINEERING HOLDINGS BERHAD (178821-X)**  
**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting of Malaysia Marine and Heavy Engineering Holdings Berhad will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 19 May 2014 at 11.00 a.m. for the following purposes:-

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| 1. | To receive the audited financial statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.   | Resolution 1 |
| 2. | To declare a final single tier dividend of 5 sen per share in respect of the financial year ended 31 December 2013.  | Resolution 2 |
| 3. | To re-elect the following Directors who retire by rotation pursuant to Article 115 of the Company's Articles of Association and who being eligible, have offered themselves for re-election:-                                      |              |
|    | i. Yong Nyan Choi @ Yong Guan Choi   | Resolution 3 |
|    | ii. Bernard Rene Francois di Tullio  | Resolution 4 |
|    | iii. Dominique de Soras  | Resolution 5 |
| 4. | To approve the payment of Directors' fees of RM964,143 for the financial year ended 31 December 2013.  | Resolution 6 |
| 5. | To re-appoint Messrs Ernst & Young as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Resolution 7 |
| 6. | To transact any other ordinary business for which due notice has been given in accordance with the Companies Act, 1965.  |              |

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN that subject to the approval of members at the 25th Annual General Meeting on 19 May 2014, a final single tier dividend of 5 sen per share in respect of the financial year ended 31 December 2013 will be paid on 16 June 2014 to depositors whose names appear in the Record of Depositors on 26 May 2014.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- i. shares transferred into the depositor's securities account before 4.00 p.m. on 26 May 2014 in respect of ordinary transfers; and
- ii. 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  
**Fadzillah binti Kamaruddin** (LS 0008989)  
**Ausmal bin Kardim** (LS 0009383)  
Company Secretaries  
Kuala Lumpur  
25 April 2014

**Notes on Proxy Form**

1. Only depositors whose names appear in the Record of Depositors as at 12 May 2014 shall be entitled to attend, speak and vote at the meeting.
2. A member may appoint not more than two proxies to attend the same meeting. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Companies Act, 1965, Malaysia shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account and the number of shares to be represented by each proxy must be clearly indicated.
4. Where a member of the Company is 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall not be valid unless the exempt authorised nominee specifies the proportion of the shareholding to be represented by each proxy.  
An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. Where a member or the authorised nominee appoints two proxies, or where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the Form of Proxy.
6. The Form of Proxy must be signed by the appointor of the proxy, or its attorney duly authorised in writing. In the case of a corporation, the Form of Proxy shall be executed under its common seal, or signed by its attorney duly authorised in writing or by a duly authorised officer on behalf of the corporation.
7. The Form of Proxy duly completed and executed, must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D) at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty eight (48) hours before the time fixed for the holding of the meeting or any adjournment thereof.