



MARCO HOLDINGS BERHAD
(Company No.: 8985-P) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth Annual General Meeting ("44th AGM") of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana, 1st Floor, Sports Complex, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Wednesday, 25 June 2014 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions: -

AGENDA

1. To receive the Directors' Report and the Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2013 and the Auditors' Report thereon.
Please refer Explanatory Note A
2. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2013.
Ordinary Resolution 1
3. (i) To re-elect the following Directors retiring in accordance with Article 83 of the Company's Articles of Association: -
(a) Mr Woo Hin Weng ; and **Ordinary Resolution 2(a)**
(b) Haji Azizzuddin Bin Haji Hussein **Ordinary Resolution 2(b)**
(ii) To re-elect Ms Siew Cheau Sheang, a Director retiring in accordance with Article 90 of the Company's Articles of Association. **Ordinary Resolution 2(c)**
4. To re-appoint Tan Sri Dato' Tan Hua Choon as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 3**
5. To re-appoint Messrs PCCO PLT (formerly known as Messrs Paul Chuah & Co. PLT and Paul Chuah & Co.) (AF: 1056) as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**
6. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

By Order of the Board

Lim Lai Sam (MAICSA No. 0877479)
Tan Shien Yin (MAICSA No. 7018545)
Secretaries

Kuala Lumpur
3 June 2014

Notes on Proxy Form

1. A member entitled to attend and vote is entitled to appoint one or more proxies (**but not more than two**) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. The Proxy Form shall be deposited with the Company's Share Registrars, Bina Management (M) Sdn Bhd, at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

General Meeting Record of Depositors

Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be regarded as Member of the Company entitled to attend and vote at the Annual General Meeting or appoint a proxy to attend and vote on his behalf.

Authorised Nominee and Exempt Authorised Nominee

Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it shall be entitled to appoint not more than 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.

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 authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

Explanatory Note A

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of members and hence, the matter will not be put forward for voting.

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