

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Bumi Armada Berhad ("Bumi Armada" or "Company") will be held at 10.30 a.m. on Tuesday, 8 July 2014 at Conference Hall 2, Level 3, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF BUMI ARMADA BERHAD ("BUMI ARMADA" OR "COMPANY") FROM RM800,000,000 COMPRISING 4,000,000,000 ORDINARY SHARES OF RM0.20 EACH IN BUMI ARMADA ("SHARES") TO RM2,000,000,000 COMPRISING 10,000,000,000 SHARES ("PROPOSED IASC")**

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF BUMI ARMADA ("PROPOSED AMENDMENT")**

**THAT**, the authorised share capital of the Company be increased from RM800,000,000 comprising 4,000,000,000 Shares to RM2,000,000,000 comprising 10,000,000,000 Shares;

**THAT**, Clause 6 of the Memorandum of Association of the Company shall be amended to read as "The share capital of the Company is **RM2,000,000,000.00** divided into **10,000,000,000** ordinary shares of RM0.20 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges or conditions or restrictions as to dividends, capital, voting or otherwise." in substitution for the existing Clause 6 of the Memorandum of Association of the Company;

**AND THAT**, authority be and is hereby given to the Directors of the Company to sign and execute on behalf of the Company all necessary documents and to do all things and acts as may be required to give full effect to the Proposed IASC and the Proposed Amendment with full power to alter any condition, variation, modification and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all such acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed IASC and the Proposed Amendment."

**ORDINARY RESOLUTION 2**

**PROPOSED BONUS ISSUE OF UP TO 1,479,238,150 NEW ORDINARY SHARES OF RM0.20 EACH IN BUMI ARMADA BERHAD ("BUMI ARMADA" OR "COMPANY") ("SHARES") ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF BUMI ARMADA, ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")**

**THAT**, subject to the passing of Ordinary Resolutions 1 and 3, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities and the approvals of any other relevant authorities and/or parties (if required), approval and authority be and is hereby given for and to the Directors of the Company ("Directors") to capitalise up to RM295,847,630 from the Company's share premium account for the purpose of the Proposed Bonus Issue;

**THAT**, the Directors are hereby authorised to apply such capitalised sums to pay for in full the nominal value of RM0.20 per Bonus Share for up to 1,479,238,150 Bonus Shares and for such Bonus Shares to be allotted, issued and credited as fully paid-up, to the Entitled Shareholders (as defined in the Circular to shareholders of the Company dated 23 June 2014) on the basis of one (1) Bonus Share for every two (2) existing Shares held;

**THAT**, any fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue shall be dealt with in such manner as the Directors in their absolute discretion think fit and expedient, and in the best interest of the Company;

**THAT**, the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the Bonus Shares shall not be entitled to any dividend, right, allotment and/or other distribution which may be declared, made or paid to the shareholders of Bumi Armada, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares;

**AND THAT**, authority be and is hereby given to the Directors to sign and execute on behalf of the Company all necessary documents and to do all things and acts as may be required to give full effect to the Proposed Bonus Issue with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all such acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

**ORDINARY RESOLUTION 3**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,479,238,150 NEW ORDINARY SHARES OF RM0.20 EACH IN BUMI ARMADA BERHAD ("BUMI ARMADA" OR "COMPANY") ("SHARES") ("RIGHTS SHARES") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF BUMI ARMADA, ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE")**

**THAT**, subject to the passing of Ordinary Resolution 1, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities and the approvals of any other relevant authorities and/or parties (if required), the Directors of the Company ("Directors") be and are hereby authorised to offer, allot (whether provisionally or otherwise) and/or issue by way of a renounceable rights issue of up to 1,479,238,150 Rights Shares, to the Entitled Shareholders (as defined in the Circular to shareholders of the Company dated 23 June 2014 ("Circular")) and/or their renounees, on the basis of one (1) Rights Share for every two (2) existing Shares held, at an issue price to be determined later (which shall not be lower than the Company's par value of RM0.20 each);

**THAT**, any fractional entitlements of the Rights Shares arising from the Proposed Rights Issue shall be dealt with in such manner as the Directors in their absolute discretion think fit and expedient, and in the best interest of the Company (including, without limitation, to disregard such fractional entitlements, if any, and to include such fractional entitlements in the pool of excess Rights Shares to be made available for excess applications);

**THAT**, the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the Rights Shares shall not be entitled to any dividend, right, allotment and/or other distribution which may be declared, made or paid to the shareholders of Bumi Armada, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

**THAT**, the Directors be and are hereby authorised to make available Rights Shares which are not taken up or cannot be taken up or not validly taken up, including any fractional entitlements thereof, for excess applications in such manner as the Directors in their absolute discretion deem fit and expedient and in a fair and equitable manner, and thereafter (if applicable) for such excess Rights Shares to be taken up by the underwriters participating in the Proposed Rights Issue;

**THAT**, approval be and is hereby given for the proceeds for the Proposed Right Issue to be utilised by the Company for the purposes as set out in Section 2.2.6 of the Circular, and the Directors be and are hereby authorised with full powers to vary the manner, timing and/or purpose of utilisation of such proceeds in such manner as the Directors shall in their absolute discretion think fit and in the best interest of the Company;

**AND THAT**, authority be and is hereby given to the Directors to sign and execute on behalf of the Company all necessary documents and to do all things and acts as may be required to give full effect to the Proposed Rights Issue with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all such acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue."

**BY ORDER OF THE BOARD OF DIRECTORS OF BUMI ARMADA BERHAD**

**Noor Hamiza binti Abd Hamid**

(MAICSA 7051227)

Company Secretary

**Chew Ann Nee**

(MAICSA 7030413)

Joint Company Secretary

**Kuala Lumpur**

23 June 2014

**Notes:**

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint one (1) or more proxies to attend and vote for him/her provided that the number of proxies appointed shall not be more than two (2) 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 (1) 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 (1) 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 and the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- For the purpose of determining members who shall be entitled to attend the EGM, only the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd on 2 July 2014 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.