



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 11.30 a.m. on Monday, 8 June 2015 at Conference Halls 1, 2 & 3, Level 3, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia or immediately after the conclusion or the adjournment (as the case may be) of the Nineteenth Annual General Meeting of the Company which will be held at the same venue and on the same day to commence at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing the following resolution, with or without modifications:

ORDINARY RESOLUTION

FORMATION OF A JOINT VENTURE WITH SHAPOORJI PALLONJI AND COMPANY PRIVATE LIMITED ("SPCL") AND SHAPOORJI PALLONJI INTERNATIONAL FZE ("SPINT"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF SPCL, TO UNDERTAKE THE ENGINEERING, PROCUREMENT, CONVERSION AND CONSTRUCTION OF A FLOATING PRODUCTION, STORAGE AND OFFLOADING VESSEL

1. That approval be and is given for the Company, and its wholly-owned subsidiary Bumi Armada Offshore Holdings Limited ("BAOHL"), to fully implement a joint venture with SPCL and SPINT in connection with the engineering, design, acquisition, conversion, development, construction, fitting out, completion, mobilisation, transportation, installation, hook-up, testing, commission and integration of a floating production, storage and offloading facility ("FPSO") and all equipment thereon at the Madura BD Field in the Madura Strait, Offshore East Java, Indonesia ("Joint Venture") to be carried out by the joint venture entity Armada Madura EPC Limited ("Armada Madura") in accordance with the terms of a shareholders' agreement dated 10 April 2015 entered into between the Company, BAOHL, SPCL, SPINT and Armada Madura ("FPSO Project SHA") the salient terms of which are set out in Section 2 and Appendix I of the Company's Circular to Shareholders dated 22 May 2015 ("Circular");
2. That approval be and is given for the Company, together with BAOHL, to carry out and implement all such things necessary to give full effect to the Joint Venture including the sale of the fully converted and completed FPSO vessel by Armada Madura to PT Armada Gema Nusantara ("PT AGN") (a joint venture company of BAOHL and PT Gema Marine Service) upon the terms and conditions set out in the FPSO sale and purchase agreement dated 10 April 2015 entered into between Armada Madura and PT AGN ("FPSO SPA") the salient terms of which are set out in Appendix II of the Circular;
3. That all prior acts and things done by the Directors of the Company to give effect to the Joint Venture, the FPSO Project SHA and the FPSO SPA, be and are approved and confirmed; and
4. That authority be and is given for the Board of Directors of the Company, and to BAOHL, to do all such acts and things, and to enter into or execute, on behalf of the Company, all such transactions, arrangements and agreements as the Directors of the Company may deem fit, necessary and/or expedient in order to give full effect to the Joint Venture, the FPSO Project SHA and the FPSO SPA, with full power and authority to accept or assent to any condition, modification, variation and/or amendment in any manner as the Directors of the Company may deem fit, necessary and/or expedient for the implementation of the Joint Venture, the FPSO Project SHA and the FPSO SPA.

BY ORDER OF THE BOARD OF DIRECTORS OF BUMI ARMADA BERHAD

Noor Hamiza binti Abd Hamid
(MAICSA 7051227)
Company Secretary

Kuala Lumpur
22 May 2015

Notes:

1. 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.
2. 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 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.
3. 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.
4. 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.
5. The instrument appointing a proxy must be lodged 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, by 11.45 a.m. on Sunday, 7 June 2015, which is not less than 24 hours before the time appointed for the taking of the poll at the EGM; 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.
6. 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.
7. 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.
8. For the purpose of determining members who shall be entitled to attend the EGM, only the Company's members whose names appear on the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd as at 4 June 2015 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.