



## 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, 23 May 2016 at Ballrooms 1 & 2, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia** or immediately after the conclusion or the adjournment (as the case may be) of the Twentieth Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is the later, for the purpose of considering and if thought fit, passing the following resolution, with or without modifications:

**ORDINARY RESOLUTION****PROPOSED ESTABLISHMENT OF A MANAGEMENT INCENTIVE PLAN FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF BUMI ARMADA AND ITS SUBSIDIARIES ("PROPOSED MIP")**

"**THAT** subject to the approvals of all relevant regulatory authorities for the Proposed MIP being obtained and to the extent permitted by law and the memorandum and articles of association of Bumi Armada, the board of directors of Bumi Armada ("**Board**") be and is hereby authorised:

- (i) to establish, implement and administer the Proposed MIP which comprises a share grant for the benefit of the employees and Executive Directors of Bumi Armada and its subsidiaries (excluding subsidiaries which are dormant) who fulfill the criteria of eligibility for participation in the Proposed MIP ("**Eligible Employees**") and who are selected to be offered a grant ("**Selected Employees**") in accordance with the by-laws of the Proposed MIP ("**By-Laws**") set out in Appendix II of the circular to shareholders of Bumi Armada dated 28 April 2016;
- (ii) to allot and issue from time to time and at any time such number of new ordinary shares of RM0.20 each in Bumi Armada ("**Shares**") as may be required to be issued to the Selected Employees who have accepted the grants ("**Grants**") under the Proposed MIP, subject to and in accordance with the By-Laws:
  - (a) provided that the total number of Shares which may be made available under the Proposed MIP shall not, when aggregated with the total number of new Shares allotted and issued and/or to be allotted and issued under the Bumi Armada 2011 Employee Share Option Scheme exceed 10% of the total issued and paid-up share capital of Bumi Armada (excluding treasury shares) at any point of time during the duration of the Proposed MIP; and
  - (b) that such new Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued Shares, save and except that they shall not be entitled to any voting right, dividend, right, allotment, distribution and/or any other entitlement, for which the entitlement date is prior to the date on which the new Shares are credited into the central depository system accounts of the relevant allottees upon vesting;
- (iii) to add, delete, modify and/or amend all or any part of the terms and conditions governing the Proposed MIP, the By-Laws and all rules, regulations and administration processes relating to the Proposed MIP and/or the administration thereof, from time to time as may be permitted or deemed necessary by the relevant regulatory authorities or deemed necessary by the Board or any committee established to administer the Proposed MIP, provided that such additions, deletions, modifications, and/or amendments are effected and permitted in accordance with the provisions of the By-Laws; and
- (iv) to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or to impose all such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed MIP and the terms of the By-Laws;

**THAT** the Board be and is hereby authorised to give effect to the Proposed MIP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix II of the circular to shareholders of Bumi Armada dated 28 April 2016) as it may deem fit and/or as may be required by the relevant regulatory authorities;

**AND THAT** the By-Laws of the Proposed MIP, as set out in Appendix II of the circular to shareholders of Bumi Armada dated 28 April 2016, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved."

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

**Noreen Melini binti Muzamli** (LS 0008290)  
**Noor Hamiza binti Abd Hamid** (MAICSA 7051227)  
Joint Company Secretaries

**Kuala Lumpur**  
28 April 2016

**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 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.
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 11.30 a.m. on Saturday, 21 May 2016, which is not less than 48 hours before the time appointed for 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 18 May 2016 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.