



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting ("20<sup>th</sup> AGM") of Bumi Armada Berhad ("Bumi Armada" or "Company") will be held at 10.00 a.m. on Monday, 23 May 2016 at Ballrooms 1 & 2, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia for the following purposes:-

## AS ORDINARY BUSINESS\*

- To consider the audited Financial Statements of the Company for the financial year ended 31 December 2015 and the Reports of the Directors and Auditors therein.  
*(Please see Explanatory Note 1)*
- To declare a tax exempt final cash dividend of 0.82 sen per share in respect of the financial year ended 31 December 2015 to the members of the Company, as recommended by the Directors.  
*(Please see Explanatory Note 2)* **Resolution 1**
- To re-elect Chan Chee Beng who retires by rotation in accordance with Article 113 of the Company's Articles of Association, and who being eligible, offers himself for re-election as a Director of the Company.  
*(Please see Explanatory Note 3)* **Resolution 2**
- To re-elect Tunku Ali Redhaudin ibni Tuanku Muhriz who retires by rotation in accordance with Article 113 of the Company's Articles of Association, and who being eligible, offers himself for re-election as a Director of the Company.  
*(Please see Explanatory Note 3)* **Resolution 3**
- To elect Steven Leon Newman as a Director of the Company in accordance with Article 120 of the Company's Articles of Association, and who being eligible, offers himself for election as a Director of the Company.  
*(Please see Explanatory Note 3)* **Resolution 4**
- To elect Leon Andre Harland as a Director of the Company in accordance with Article 120 of the Company's Articles of Association, and who being eligible, offers himself for election as a Director of the Company.  
*(Please see Explanatory Note 3)* **Resolution 5**
- To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company for the financial year ending 31 December 2016 and to authorise the Directors to fix their remuneration for that year.  
*(Please see Explanatory Note 4)* **Resolution 6**

## AS SPECIAL BUSINESS\*

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:

- Continuing in Office as an Independent Non-Executive Director of the Company.  
"THAT Saiful Aznir bin Shahabudin, who would, on 1 December 2016, have served as an Independent Non-Executive Director for a cumulative term of 10 years, be and is hereby re-appointed as an Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting of the Company".  
*(Please see Explanatory Note 3)* **Resolution 7**
- Authority to issue new ordinary shares pursuant to Section 132D of the Companies Act, 1965 (the "Act") and the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").  
"THAT subject to the Act, the Articles of Association of the Company, and the approvals of any relevant governmental/regulatory authorities where required, the Directors be and are hereby authorised and empowered to issue and allot new ordinary shares in the Company:  
(i) at any time, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit; and/or  
(ii) in pursuance of any offer, agreement, option, or any other instruments (collectively the "Instruments") to be made, granted, or issued by them (as the case may be), while the approval under this resolution remains in force, AND THAT the Directors be and are hereby further authorised to make, grant or issue such Instruments which would or might require new ordinary shares in the Company to be issued after the expiration of the approval hereof;  
provided that:  
(i) the number of shares or Instruments to be issued pursuant to the authority granted under this resolution, when aggregated with all shares issued in the preceding 12 months and/or shares that are capable of being issued from the Instruments issued in the preceding 12 months (calculated in accordance with the MMLR), does not exceed 10% of the issued and paid-up share capital (excluding treasury shares) of the Company at the time of issuance of the shares or issuance, making or granting of the Instruments except where the shares and/or the Instruments are issued with the prior shareholder approval in a general meeting in accordance with the precise terms and conditions of the issue; and  
(ii) for the purpose of determining the number of shares which are capable of being issued from the Instruments, each Instrument is treated as giving rise to the maximum number of shares into which it can be converted or exercised,

and such authority under this resolution shall continue to be in force until the conclusion of the next annual general meeting of the Company or when it is required by law to be held, whichever is earlier, and that:

- approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and

- the Directors of the Company be and are also empowered to obtain, if required, the approval for the listing of and quotation on Bursa Securities for the additional shares to be or so issued."  
*(Please see Explanatory Note 5)* **Resolution 8**

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the members at the 20<sup>th</sup> AGM of the Company, to be held on 23 May 2016, a tax exempt final cash dividend of 0.82 sen per share in respect of the financial year ended 31 December 2015 will be paid on 18 August 2016 to the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd on 1 August 2016.

A Depositor shall qualify for entitlement to the dividend in respect of:

- shares transferred into the Depositor's securities account before 4.00 p.m. on 1 August 2016 in respect of transfers; and
- shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board  
Noreen Melini binti Muzamli  
(LS0008290)  
Noor Hamiza binti Abd Hamid  
(MAICSA 7051227)  
Joint Company Secretaries

Kuala Lumpur  
28 April 2016

## Instructions for Appointment of Proxy

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote for him/her provided that the number of proxies appointed shall not be more than two 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 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 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:  
(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.
- Where a member appoints more than one 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. Faxed 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. 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.
- 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.

## Members Entitled to Attend

- For the purpose of determining members who shall be entitled to attend the 20<sup>th</sup> AGM, only the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd on 18 May 2016 shall be entitled to attend the said meeting or appoint proxies to attend on their behalf.

## EXPLANATORY NOTES

## 1) Audited Financial Statements and the Reports of the Directors and Auditors therein

The audited Financial Statements and the Reports of the Directors and Auditors therein for the financial year ended 31 December 2015, will be laid before the Company at the 20<sup>th</sup> AGM for consideration of the members pursuant to the Act. There is no requirement for the members to approve them and hence, the matter will not be put forward for voting.

## 2) Final cash dividend

The Directors have recommended a tax exempt final cash dividend of 0.82 sen per share in respect of the financial year ended 31 December 2015, which if approved, will be paid on 18 August 2016 to those members whose names appear on the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd as at close of business on 1 August 2016.

## 3) Re-election/Election of Directors

Pursuant to Article 113 of the Company's Articles of Association ("Articles"), at least 1/3 of Directors should retire by rotation or if that number is not a multiple of three, then the number nearest to 1/3 should retire. Further, pursuant to Article 120 of the Articles, any Director of the Company appointed by the Board of Directors ("Board") pursuant to Article 120 shall not be taken into account in determining the Directors who are to retire by rotation. Presently we have eight Directors on the Board, out of whom, one of them, namely Mr Steven Leon Newman was appointed by the Board on 1 July 2015 pursuant to Article 120. Accordingly, two Directors will be up for retirement by rotation pursuant to Article 113 at the 20<sup>th</sup> AGM. Tunku Ali Redhaudin ibni Tuanku Muhriz, a Non-Executive Director of the Company and Mr Chan Chee Beng, an Executive Director\* of the Company, are due for retirement at the 20<sup>th</sup> AGM having been last re-elected at the 2013 Annual General Meeting, and being eligible, they have offered themselves for re-election as Directors of the Company.

In addition, Mr Saiful Aznir bin Shahabudin who was appointed as an Independent Director of the Company on 1 December 2006, would on 1 December 2016 have served in that capacity for 10 years. Pursuant to Principle 3, Recommendation 3.3, of the 2012 Malaysian Code on Corporate Governance, the Board must justify and seek shareholders' approval in the event it retains as an independent director, a person who has served in that capacity for more than nine years. Please refer to the Corporate Governance Statement on pages 61 in the Annual Report 2015 for the justification on the re-appointment of Mr Saiful Aznir bin Shahabudin as an Independent Director of the Company.

Mr Steven Leon Newman who was appointed as a Director of the Company by the Board on 1 July 2015, is required to submit himself for election at the 20<sup>th</sup> AGM pursuant to Article 120. On being eligible, he has offered himself for election pursuant to Article 120. His recent appointment was based on the Nomination & Corporate Governance Committee's recommendation after considering relevant criteria in respect of his appointment including his experience, qualifications, potential contribution and time commitments. The Board was also satisfied that his appointment will further strengthen the composition of the Board.

Mr Leon Andre Harland whose appointment as the Chief Executive Officer/ Executive Director of the Company will take effect on 16 May 2016, is required to submit himself for election at the 20<sup>th</sup> AGM pursuant to Article 120. On being eligible, he has offered himself for election pursuant to Article 120.

The Board is satisfied that the Directors standing for re-election or election will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions.

All Directors offering themselves for re-election or election, as the case may be, have consented to the same.

For details of the Directors who are standing for re-election or election, viz Tunku Ali Redhaudin ibni Tuanku Muhriz, Mr Chan Chee Beng, Mr Steven Leon Newman, Mr Leon Andre Harland and Mr Saiful Aznir bin Shahabudin, please refer to the Statement accompanying this Notice as well as the Directors' Profiles on pages 28, 29, 31 and 32 of the Annual Report 2015.

\* Mr Chan Chee Beng will be re-designated as a Non-Independent Non-Executive Director effective 16 May 2016.

## 4) Re-appointment of Auditors

Messrs. PricewaterhouseCoopers ("PwC"), the auditors of the Company have expressed their willingness to continue in office as auditors of the Company for the financial year ending 31 December 2016. The Board has approved the Audit Committee's recommendation that they be retained after taking into account relevant feedback on their experience, performance and independence following a formal assessment.

## 5) Authority to issue ordinary shares pursuant to Section 132D of the Act and the MMLR

Proposed Resolution 8 is to seek a renewal of the general authority pursuant to Section 132D of the Act and the MMLR for the issue and allotment of new ordinary shares in the Company.

As at 23 March 2016, the Company has not issued any new shares from the exercise of options by employees under the Company's Employee Share Option Scheme ("ESOS") pursuant to the previous mandate. The previous mandate will expire at the conclusion of the 20<sup>th</sup> AGM to be held on 23 May 2016.

Proposed Resolution 8, if passed, would enable Directors to issue and allot new ordinary shares up to an amount not exceeding ten per centum (10%) of the Company's issued share capital from time to time. This will, among others, provide them the flexibility to raise funds, including but not limited to further placement of shares for purposes of funding future investment project(s), working capital and/or acquisitions without convening a general meeting which will be both time and cost consuming. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

At this juncture, there is no decision to carry out any placement of new shares. Should there be a decision to do so after the said authority has been given, the Company will make the appropriate announcement on the purpose and/or utilisation of proceeds arising from such issuance and allotment.