



MAA GROUP BERHAD

(Company No. 471403-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of the Company will be held at Crystal Function Room, 4th Floor, Mutiara Complex, 3½ Miles, Jalan Ipoh, 51200 Kuala Lumpur on Tuesday, 28 June 2016 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering, and, if thought fit, passing the following special resolution, with or without any modifications:-

SPECIAL RESOLUTION

PROPOSED DISPOSAL BY MAA GROUP BERHAD ("MAAG" OR "COMPANY") OF ITS ENTIRE 75% EQUITY INTEREST IN MAA TAKAFUL BERHAD ("MAAT") TO ZURICH INSURANCE COMPANY LTD ("ZURICH") FOR A CASH CONSIDERATION OF RM393.75 MILLION SUBJECT TO ADJUSTMENTS ("PROPOSED DISPOSAL")

"**THAT** subject to the fulfilment of the conditions precedent as set out in the Conditional Share Purchase Agreement dated 4 May 2016 entered into between MAAG, Zurich and Solidarity Group Holding BSC (Closed) ("**SPA**") , approval be and is hereby given to the Company to dispose of its entire 75% equity interest in MAAT, representing 75,000,000 ordinary shares of RM1.00 each in MAAT, to Zurich for a cash consideration of RM393,750,000 subject to the terms and conditions as stipulated in the SPA;

AND THAT the Directors of the Company be and are hereby empowered and authorised to take all steps and to enter into and execute all other agreements, undertakings, indemnities, transfers, assignments and/or guarantees with any party or parties as the Directors may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to and complete the Proposed Disposal with full power to assent to any condition, revaluation, modification, variation and/or amendment as may be required by any relevant authorities and to do all such acts and things as they may consider necessary or expedient in the best interest of the Company."

BY THE ORDER OF THE BOARD

YEO TOOK KEAT (MIA NO. 3308)

LILY YIN KAM MAY (MAICSA NO. 0878038)

Company Secretaries

Kuala Lumpur

6 June 2016

Notes:-

1. *Applicable to shares held through a nominee account.*
2. *A member entitled to attend, speak and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company, and the provision of the Section 149(1)(a) & (b) of the Companies Act, 1965 ("the Act") shall not apply to the Company.*
3. *Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be presented by each proxy.*
4. *Where a member is an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
5. *The instrument appointing a proxy, shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under seal or under hand of an officer or attorney duly authorised.*
6. *The instrument appointing a proxy must be deposited at the Company's registered office, Suite 12.03, 12th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
7. *Any alteration in the form of proxy must be initialled.*
8. *Form of Proxy sent through facsimile transmission shall not be accepted.*
9. *For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 79(a), 79(b) and 79(c) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 21 June 2016. Only a depositor whose name appears on the Record of Depositors as at 21 June 2016 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.*