



MALAYSIA MARINE AND HEAVY ENGINEERING HOLDINGS BERHAD (178821-X)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of Malaysia Marine and Heavy Engineering Holdings Berhad will be held at Ballroom 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia, on Wednesday, 19 April 2017 at 11.00 a.m. for the following purposes:-

1. To receive the audited financial statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.
2. To elect the following Directors who retire pursuant to Article 112 of the Company's Articles of Association and who being eligible, have offered themselves for election:-
 - i. Rozainah binti Awang Resolution 1
 - ii. Wan Mashitah binti Wan Abdullah Sani Resolution 2
3. To re-elect the following Directors who retire by rotation pursuant to Article 115 of the Company's Articles of Association and who being eligible, have offered themselves for re-election:-
 - i. Yong Nyan Choi @ Yong Guan Choi Resolution 3
 - ii. Bernard Rene Francois di Tullio Resolution 4
4. To receive the retirement of Mr Heng Heyok Chiang @ Heng Hock Cheng who retires by rotation pursuant to Article 115 of the Company's Articles of Association.
5. To approve the payment of Directors' remuneration of RM1,050,000 for the financial year ended 31 December 2016. Resolution 5
6. To re-appoint Messrs Ernst & Young as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Resolution 6
7. To transact any other ordinary business for which due notice has been given.

By Order of the Board

Fadzillah binti Kamaruddin (LS 0008989)

Ausmal bin Kardin (LS 0009383)

Company Secretaries

Kuala Lumpur

24 March 2017

Notes on Proxy Form

1. Only depositors whose names appear in the Record of Depositors as at 12 April 2017 shall be entitled to attend, speak and vote at the meeting.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, participate, speak and vote at the meeting.
3. A member may appoint not more than two proxies to attend the same meeting. Where a member appoints two (2) proxies the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account and the number of shares to be represented by each proxy must be clearly indicated.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall not be valid unless the exempt authorised nominee specifies the proportion of the shareholding to be represented by each proxy.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. Where a member or the authorised nominee appoints two proxies, or where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the Form of Proxy.
7. The Form of Proxy must be signed by the appointor of the proxy, or its attorney duly authorised in writing. In the case of a corporation, the Form of Proxy shall be executed under its common seal, or signed by its attorney duly authorised in writing or by a duly authorised officer on behalf of the corporation.
8. The Form of Proxy duly completed and executed, must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D) at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty eight (48) hours before the time fixed for the holding of the meeting or any adjournment thereof.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all the resolutions set out in the Notice of AGM will be put to vote by poll.

Explanatory Notes

1. **Audited Financial Statements for the financial year ended 31 December 2016**
This Agenda item is meant for discussion only as Section 340(1) of the Companies Act, 2016 does not require the Audited Financial Statements to be formally approved by the shareholders. Hence, this Agenda item is not put forward for voting.
2. **Retirement of Director**
Mr Heng Heyok Chiang @ Heng Hock Cheng has informed the Board in writing of his intention to retire as an Independent Non-Executive Director and therefore would not be seeking re-election at the AGM in accordance with Article 115 of the Company's Articles of Association. Hence, he will retain office until the conclusion of this AGM.