



MALAYSIA AIRPORTS HOLDINGS BERHAD

(Company No. 487092-W)
(Incorporated in Malaysia)

NOTICE OF 17TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting of Malaysia Airports Holdings Berhad (MAHB or the Company) will be held at Gateway Ballroom, Level 1, Sama-Sama Hotel, Kuala Lumpur International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan on Wednesday, 27 April 2016 at 11.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Directors and Auditors Reports thereon.

Explanatory Note:-

The above Agenda 1 is meant for discussion only as the Audited Financial Statements does not require shareholders' approval under the provision of Section 169(1) of the Companies Act, 1965. As such, this Agenda item is not to be put forward for voting.

2. To declare and approve the payment of a final single-tier dividend of 4.50 sen per ordinary share in respect of the financial year ended 31 December 2015 as recommended by the Directors. **Ordinary Resolution 1**

Explanatory Note:-

In accordance with Article 154 of the Company's Articles of Association, the Board is recommending that the shareholders approve the payment of the final dividend. Pursuant to paragraph 8.26 of the Main Market Listing Requirements, the final dividend, if approved, will be paid no later than three months from the shareholders' approval. The Book Closure Date (BCD) will be announced by the Company after the Annual General Meeting.

3. To approve the payment of Directors' fees for the financial year ended 31 December 2015. **Ordinary Resolution 2**

Explanatory Note:-

In accordance with Article 112 of the Company's Articles of Association, the Board is recommending that the shareholders approve the payment of Directors' fees totalling RM1,035,000.00 to the Non-Executive Directors for the financial year ended 31 December 2015.

4. To re-elect Dato' Sri Dr Mohamad Isa bin Hussain who shall retire in accordance with Article 129 of the Company's Articles of Association and being eligible, offers himself for re-election. **Ordinary Resolution 3**

Explanatory Note:-

Article 129 stipulates that any newly appointed Director shall hold office only until the next following Annual General Meeting of the Company at which the Director is due to retire under these Articles, when he shall retire but shall then be eligible for re-election.

5. To re-elect Datuk Seri Yam Kong Choy who shall retire in accordance with Article 131 of the Company's Articles of Association and being eligible, offers himself for re-election. **Ordinary Resolution 4**

6. To re-elect Datuk Zalekha binti Hassan who shall retire in accordance with Article 131 of the Company's Articles of Association and being eligible, offers herself for re-election. **Ordinary Resolution 5**

7. To re-elect Rosli bin Abdullah who shall retire in accordance with Article 131 of the Company's Articles of Association and being eligible, offers himself for re-election. **Ordinary Resolution 6**

Explanatory Note for Ordinary Resolutions 5 to 7:-

Article 131 expressly states that in every subsequent Annual General Meeting, at least one-third of the Directors for the time being shall retire from office and the retiring Directors shall be eligible to seek for re-election thereof.

The Board has conducted assessment on the independence of the Independent Directors who are seeking re-election and is satisfied that the incumbents have complied with the independence criteria applied by the Company and continue to bring independent and objective judgement to the Board deliberations.

8. To re-appoint Messrs. Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

Explanatory Note:-

Pursuant to Section 172 (2) of the Companies Act, 1965, shareholders are required to approve the re-appointment of Auditors who shall hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration thereof. The present auditors, Messrs. Ernst & Young have indicated their willingness to continue their services for another year.

9. To transact any other business of which due notice shall have been given.

By Order of the Board

SABARINA LAILA BINTI DATO' MOHD HASHIM

LS 0004324

Company Secretary

Sepang

Selangor Darul Ehsan

5 April 2016

Notes to the Notice of Annual General Meeting

1. All resolutions at the Meeting will be decided on a show of hands, unless otherwise instructed.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. 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 and the provisions of Section 149(a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in print or writing under the hand of the appointer or his duly constituted attorney, or if such appointer is a corporation, under its common seal or the hand seal of its attorney.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Malaysia Airports Corporate Office, Persiaran Korporat KLIA, 64000 KLIA, Sepang, Selangor Darul Ehsan not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.
5. Please note that in order to attend and vote at the Meeting, a member must be registered in the Record of Depositors at 4.00 p.m. on 20 April 2016 in accordance with Article 48(2) of the Company's Articles of Association. Any changes in the entries on the Record of Depositors after the abovementioned date and time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
6. Please be reminded that the AGM is a private meeting between the directors, shareholders, proxies, duly authorised representatives and the auditors. As such, non-shareholders are barred from entering the Meeting. However, any disabled shareholder may be allowed to enter the Meeting accompanied by a person who is not a shareholder.
7. Shareholders' attention is hereby drawn to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which allows a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) to appoint multiple proxies in respect of each omnibus account it holds.