

General Announcement

Reference No **CU-091027-35037**

Company Name : **MALAYSIAN AE MODELS HOLDINGS BERHAD**
Stock Name : **MAEMODE**
Date Announced : **29/10/2009**

Type : **Announcement**
Subject : **MALAYSIAN AE MODELS HOLDINGS BERHAD ("MAE")**
-Notice of Seventeenth Annual General Meeting

Contents : **Kindly be informed that the Seventeenth Annual General Meeting of MAE will be held at Bukit Banang Golf & Country Club, No. 1, Persiaran Gemilang, Bandar Banang Jaya, 83000 Batu Pahat, Johor Darul Takzim on Monday, 23 November 2009 at 11.00 a.m.**

A copy of the Notice of Seventeenth Annual General Meeting is attached herewith for your attention.

Attachments : **See Page 2**

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of the Company will be held at Bukit Banang Golf & Country Club, No. 1, Persiaran Gemilang, Bandar Banang Jaya, 83000 Batu Pahat, Johor Darul Takzim on Monday, 23 November 2009 at 11.00 a.m. for the following business:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 May 2009 and the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- To approve the payment of a first and final dividend of 1% less income tax in respect of the financial year ended 31 May 2009. **Ordinary Resolution 2**
- To approve the proposed payment of Directors' fees totaling RM232,710 for the financial year ending 31 May 2010, to be payable monthly in arrears. **Ordinary Resolution 3**
- To re-elect the following Directors retiring by rotation pursuant to Article 70 of the Company's Articles of Association: -
 - Mr Choo Chee Kiat **Ordinary Resolution 4**
 - Mr Low Peng Lum **Ordinary Resolution 5**
 - Encik Taza Bin Razali Ismail **Ordinary Resolution 6**
- To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 7**

As Special Business

- To consider and, if thought fit, pass the following resolutions: -

ORDINARY RESOLUTION

Authority for Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965 **Ordinary Resolution 8**

"**THAT** pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being.

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

ORDINARY RESOLUTION

Proposed Renewal of Authority for the Company to Purchase Its Own Shares ("Proposed Share Buy-Back") **Ordinary Resolution 9**

"**THAT** subject to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Companies Act, 1965 ("the Act"), and the Articles of Association of the Company, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company through Bursa Securities, as may be determined by the Directors of the Company from time to time upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;
- the funds allocated by the Company for the Proposed Share Buy-Back shall not exceed the aggregate retained profits and share premium accounts of the Company; and
- the authority conferred by this resolution shall continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which this resolution was passed, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, whether unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased in the following manner:

- cancel all the shares so purchased; and/or
- retain the shares so purchased as treasury shares, for distribution as share dividends to the shareholders and/or resell on the market of Bursa Securities; and/or
- retain part thereof as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Share Buy-Back with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT a First and Final Dividend of 1% less income tax, in respect of the financial year ended 31 May 2009, if approved by the shareholders at the Seventeenth Annual General Meeting of the Company, will be paid on 22 February 2010 to shareholders registered in the Record of Depositors of the Company at the close of business on 29 January 2010.

A Depositor shall qualify for entitlement only in respect of: -

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 29 January 2010 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

CHIN NGEOK MUI (MAICSA 7003178)

CHEN BEE LING (MAICSA 7046517)

Secretaries

Batu Pahat

30 October 2009

Notes: -

- Any member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy or in the case of a corporation, a duly authorised representative to attend and to vote in his stead.
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting. Where a member appoints more than one (1) proxy, the appointments shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the proxy form is executed by a corporation, the Proxy Form must be executed under seal or under the hand of an officer or attorney duly authorised. If the Proxy Form or Corporate Representative Certificate is executed by an officer or attorney duly authorised in writing by a corporation, supporting documents are to be produced on the day of the Annual General Meeting for verification by the Company Secretary.
- The instrument appointing a proxy must be deposited at the Share Registrar's Office at Level 26, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur not less than 48 hours before the time set for holding the Meeting or adjourned meeting.
- Explanatory Notes on Special Business: -

Ordinary Resolution 8

Authority for Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution in relation to authority for directors of the Company to allot shares pursuant to Section 132D of the Companies Act, 1965, if passed will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider would be in the best interests of the Company ("Share Mandate"). This Share Mandate will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares were issued by the Company pursuant to the Share Mandate granted to the Directors at the last Annual General Meeting held on 27 November 2008. This Share Mandate will lapse at the conclusion of the Seventeenth Annual General Meeting.

The Share Mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issue of new shares and to avoid delay and cost in convening general meetings to approve such issue of shares.

Ordinary Resolution 9

Proposed Renewal of Authority for the Company to Purchase Its Own Shares ("Proposed Share Buy-Back")

This proposed resolution, if passed, will empower the Directors of the Company to buy-back the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company at any point in time, by utilising the funds allocated which shall not exceed the aggregate retained profits and share premium of the Company.

This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

For further information on the Proposed Share Buy-Back, please refer to the Circular to Shareholders dated 30 October 2009 enclosed together with the Company's 2009 Annual Report.