

# BERTAM ALLIANCE BERHAD

(Company No. 305530-A)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Bertam Alliance Berhad ("**Bertam**" or the "**Company**") will be held at Crown Hall 2, Level 1, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan, on Wednesday, 26 November 2014 at 10.00 a.m. for the purpose of considering and if thought fit, passing the following ordinary resolution, with or without modification:

### ORDINARY RESOLUTION

**PROPOSED DISPOSAL BY UH CAPITAL SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF BERTAM, OF EIGHT (8) PARCELS OF FREEHOLD VACANT LAND HELD UNDER LOT 186 GERAN 217688 (FORMERLY UNDER GERAN 24697), LOT 2734 GERAN 218521 (FORMERLY UNDER GERAN 52430), LOT 10725 GERAN 219932 (FORMERLY UNDER GERAN 97219), LOT 11613 GERAN MUKIM 545 (FORMERLY UNDER GERAN MUKIM 327), LOT 5492 GERAN MUKIM 5932 (FORMERLY UNDER GERAN MUKIM 5833), LOT 5493 GERAN MUKIM 5934 (FORMERLY UNDER GERAN MUKIM 5834), LOT 14129 GERAN 218574 (FORMERLY UNDER GERAN 60082), LOT 8111 GERAN 218580 (FORMERLY UNDER GERAN 60247), ALL LOCATED IN MUKIM OF SEROM AND DISTRICT OF LEDANG AND STATE OF JOHOR, TO KT LEE PROPERTIES SDN BHD ("KT LEE PROPERTIES") FOR A TOTAL CASH CONSIDERATION OF RM63,500,000**

"**THAT** subject to and conditional upon the approvals of all relevant authorities being obtained, where required, approval be and is hereby given for the Company to dispose eight (8) parcels of freehold vacant land held under Lot 186 Geran 217688 (formerly under Geran 24697), Lot 2734 Geran 218521 (formerly under Geran 52430), Lot 10725 Geran 219932 (formerly under Geran 97219), Lot 11613 Geran Mukim 545 (formerly under Geran Mukim 327), Lot 5492 Geran Mukim 5932 (formerly under Geran Mukim 5833), Lot 5493 Geran Mukim 5934 (formerly under Geran Mukim 5834), Lot 14129 Geran 218574 (formerly under Geran 60082), Lot 8111 Geran 218580 (formerly under Geran 60247), all located in Mukim of Serom and District of Ledang and State of Johor, to KT Lee Properties for a total cash consideration of RM63,500,000 ("Proposed Disposals"), subject to and upon such terms and conditions as set out in the conditional sale and purchase agreements dated 24 July 2014 entered into between UH Capital Sdn Bhd and KT Lee Properties in relation to the Proposed Disposals ("SPAs").

**AND THAT** the Directors of Bertam be and are hereby authorised to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Ordinary Resolution under the terms and conditions of the SPAs with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of Bertam."

By Order of the Board

**Kuan Hui Fang (MIA 16876)**

**Wong Wai Foong (MAICSA 7001358)**

Secretaries

Kuala Lumpur

3 November 2014

### Notes:

1. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 20 November 2014. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, speak or vote on his/her behalf.
2. A member entitled to attend and vote at this meeting is entitled to appoint proxy/proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
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 (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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the Company's Share Registrar at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.