



ATURMAJU RESOURCES BERHAD

(Company No. 448934-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of Aturmaju Resources Berhad ("ARB" or "the Company") will be held at TB 8285 Lot 20C, Perdana Square Commercial Centre, Mile 3 1/2, Jalan Apas, 91000 Tawau, Sabah, Malaysia on Saturday, 6 June 2015, at 10.00 a.m. for the purpose of transacting the following businesses:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A.**
2. To approve the payment of Directors' fees to the directors of the Company for the financial year ended 31 December 2014. (Ordinary Resolution 1)
3. To re-elect Datuk Baharon Bin Talib as a Director of the Company in accordance with Article 89 of the Company's Articles of Association. (Ordinary Resolution 2)
4. To re-elect Mr Yeo Gee Kuan as a Director of the Company in accordance with Article 89 of the Company's Articles of Association. (Ordinary Resolution 3)
5. To re-appoint Messrs. CHI-LLTC as Auditors of the Company and to authorize the Directors to fix their remuneration. (Ordinary Resolution 4)

As Special Business:

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

6. **Ordinary Resolution**
Authority To Directors To Allot And Issue Shares (Ordinary Resolution 5)
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue."
7. **Ordinary Resolution**
Retention of Independent Non-Executive Director (Ordinary Resolution 6)
"THAT Datuk Tan Choon Hwa (JMK, JP) be retained as Independent Non-Executive Director of the Company pursuant to the Malaysian Code of Corporate Governance 2012."
8. To transact any other business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)
CHONG VOON WAH (MAICSA 7055003)
Company Secretaries

Kuala Lumpur
Date: 15 May 2015

NOTES ON APPOINTMENT OF PROXY

- A. This Agenda item is meant for discussion only as Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association provide that the audited financial statements are to be laid in the general meeting. Hence, it is not put forward for voting.
1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member and / or a qualified legal practitioner, an approved company auditor or a person approved by the Registrar of Companies.
2. Where a member duly executed the form of proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
5. In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney, duly authorised.
6. The instrument appointing a proxy must be deposited at the Registered Office at TB 8285, Lot 20C, Perdana Square Commercial Centre, Mile 3 1/2, Jalan Apas, 91000 Tawau, Sabah, Malaysia not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the Seventeenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 1 June 2015. Only members whose name appears on the Record of Depositors as at 1 June 2015 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 5: Authority to Directors to Allot and Issue Shares

The Proposed Ordinary Resolution 5, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Sixteenth Annual General Meeting held on 27 June 2014 and which will lapse at the conclusion of the Sixteenth Annual General Meeting.

Ordinary Resolution 6: Retention of Independent Non-Executive Director

The Proposed Resolution 6, if passed, will retain Datuk Tan Choon Hwa (JMK, JP) as Independent Non-Executive Director of the Company. Datuk Tan Choon Hwa (JMK, JP) was appointed an Independent Director of the Company since 1 November 2003 and has, therefore served for more than 9 years. Pursuant to the Malaysian Code of Corporate Governance 2012, the Board of Directors had assessed the status of independence of Datuk Tan Choon Hwa (JMK, JP) and agreed that he has been and can continue to bring independent and objective judgment to Board deliberations and decisions. Therefore, the Board of Directors (save for Datuk Tan Choon Hwa (JMK, JP)) recommends to the shareholders for approval, the resolution to retain Datuk Tan Choon Hwa (JMK, JP) as Independent Director. The profile of Datuk Tan Choon Hwa (JMK, JP) is set out in the Annual Report 2014.