

BERTAM ALLIANCE BERHAD (305530-A)
(Incorporated in Malaysia)

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of the Company will be held at Agatis Room, Level 2, Sabah Oriental Hotel, Lorong Kemajuan, 88000 Kota Kinabalu, Sabah on **Friday, 19 June 2015 at 11.00 a.m.**, to transact the following businesses:

AS ORDINARY BUSINESS:

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of Directors and Auditors thereon. | (Please refer Explanatory Note 1) |
| 2. | To re-elect Datuk Mohamed Arsad bin Sehan who retires pursuant to Article 96 of the Company's Articles of Association. | (Ordinary Resolution 1) |
| 3. | To re-elect Lim Nyuk Foh who retires pursuant to Article 96 of the Company's Articles of Association. | (Ordinary Resolution 2) |
| 4. | To re-elect Yap Yee May who retires pursuant to Article 96 of the Company's Articles of Association. | (Ordinary Resolution 3) |
| 5. | To re-elect Lim Shaw Keong @ Alfred Lim who retires pursuant to Article 96 of the Company's Articles of Association. | (Ordinary Resolution 4) |
| 6. | To re-elect Chiew Boon Chin who retires pursuant to Article 96 of the Company's Articles of Association. | (Ordinary Resolution 5) |
| 7. | To re-elect Lee Keh Ting who retires pursuant to Article 96 of the Company's Articles of Association. | (Ordinary Resolution 6) |
| 8. | To re-elect Koo Jenn Man who retires pursuant to Article 96 of the Company's Articles of Association. | (Ordinary Resolution 7) |
| 9. | To approve the payment of Directors' Fees of RM203,671.00 for the financial year ended 31 December 2014. | (Ordinary Resolution 8) |
| 10. | To appoint Auditors and to authorise the Directors to fix their remuneration. | |

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked "Annexure A" has been received by the Company for the nomination of Messrs

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UHY who have given their consent to act, for appointment as Auditors, and of the intention to move the following motion to be passed as an Ordinary Resolution:-

“THAT Messrs UHY be appointed as Auditors of the Company in place of the retiring Auditors, Messrs Styl Associates to hold office until the conclusion of the next annual general meeting at a remuneration to be determined by the Directors.”

(Ordinary
Resolution 9)

AS SPECIAL BUSINESS:

11. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

AUTHORITY TO ISSUE SHARES

“THAT, subject always to the Companies Act, 1965, Articles of Association of the Company and approval of any other governmental and/or regulatory bodies, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company, at any time 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 issued pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being and 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 authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, or the expiration of the period within which the next annual general meeting after that date is required by law to be held, whichever is the earlier, unless revoked or varied by the Company at a general meeting.”

(Ordinary
Resolution 10)

12. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies (“the Group”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a

(Ordinary
Resolution 11)

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revenue or trading nature with the related party as set out in Section 2.3 of the Circular to Shareholders dated 27 May 2015 (“the Related Parties”) provided that such transactions are:-

- (a) necessary for the day-to-day operations;
- (b) undertaken in the ordinary course of business and at arm’s length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (c) are not prejudicial to the minority shareholders of the Company

(“the Shareholders’ Mandate”).

THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which the Shareholders’ Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Companies Act (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) is revoked or varied by resolution passed by shareholders in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.”

13. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Articles of Association.

By Order of the Board
KUAN HUI FANG (MIA 16876)
WONG WAI FOONG (MAICSA 7001358)
Secretaries
Kuala Lumpur
27 May 2015

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Notes:

- i. 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 15 June 2015. 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.
- ii. 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.
- iii. 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.
- iv. 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.
- v. 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.
- vi. 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.
- vii. 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.

Explanatory Notes:

1. Item 1 of the Agenda

The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolutions 1, 4 and 5

Datuk Mohamed Arsad bin Sehan, Lim Shaw Keong @ Alfred Lim and Chiew Boon Chin are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this Twenty-First Annual General Meeting. The Board has conducted an assessment on the independence of three Directors and is satisfied that they have complied with the independence criteria applied by the Company.

3. Ordinary Resolution 10

The proposed resolution, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next Annual General Meeting of the Company.

This is a renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

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The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

4. Ordinary Resolution 11

The proposed ordinary resolution, if passed, will allow the Group to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms and which are not prejudicial to the interests of the minority shareholders. For more information, please refer to the Circular to Shareholders dated 27 May 2015.