



**BERJAYA**  
**BERJAYA ASSETS BERHAD**

(Company No. 3907-W)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Fifty-Fifth Annual General Meeting of the Company will be held at Manhattan III, Level 14, Berjaya Times Square Hotel, Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Friday, 27 November 2015 at 10:00 a.m. for the following purposes:

**AGENDA**

- |   |  |                                      |
|---|--|--------------------------------------|
| 1 | To receive and adopt the audited financial statements of the Company for the year ended 30 June 2015 and the Directors' and Auditors' Reports thereon.   | (Please refer to Explanatory Note A) |
| 2 | To approve the payment of a final dividend of 1 sen single tier dividend per ordinary share of RM1.00 each in respect of the year ended 30 June 2015.  | <b>Resolution 1</b>                  |
| 3 | To approve the payment of Directors' fees amounting to RM120.00 for the year ended 30 June 2015.   | <b>Resolution 2</b>                  |
| 4 | To re-elect the following Directors who retire pursuant to Article 102 of the Company's Articles of Association:-  |                                      |
|   | a) Heng Kiah Choong  | <b>Resolution 3</b>                  |
|   | b) Lim Meng Kwong  | <b>Resolution 4</b>                  |
|   | c) Dato' Dickson Tan Yong Loong  | <b>Resolution 5</b>                  |
| 5 | To re-appoint YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965. | <b>Resolution 6</b>                  |
| 6 | To re-appoint Dato' Mohd Salleh Bin Ahmad as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965.                                  | <b>Resolution 7</b>                  |
| 7 | To re-appoint Messrs Deloitte as Auditors and to authorise the Directors to fix their remuneration.  | <b>Resolution 8</b>                  |
| 8 | As special business:   |                                      |

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

**(i) Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965**

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot 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 share capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 9**

**(ii) Proposed Renewal of and new Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT, subject to the provisions of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 5 November 2015 ("Proposed Mandate") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

**Resolution 10**

**(iii) Proposed Renewal of authority for the Company to purchase its own shares**

"THAT, subject always to the Companies Act, 1965, ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Exchange") and any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company ("BAssets Shares") through the Exchange and to take all such steps as are necessary (including the opening and maintaining of central depositories accounts under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

- the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total issued and paid-up share capital of the Company;
- the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits or share premium reserve of the Company or both;
- the authority shall commence immediately upon passing of this ordinary resolution until:-
  - the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such resolution was passed, at which time it will lapse unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM after that date it is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever occurs first;

AND THAT upon completion of the purchase(s) of the BAssets Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with the BAssets Shares so purchased by the Company in the following manner:-

- cancel all the BAssets Shares so purchased; or
- retain all the BAssets Shares as treasury shares for future re-sale or for distribution as dividends to the shareholders of the Company; or
- retain part thereof as treasury shares and subsequently cancelling the balance; or
- in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force."

**Resolution 11**

**(iv) Proposed Retention of Independent Non-Executive Director**

"THAT Heng Kiah Choong be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has been on the Board of the Company for a cumulative term of more than 9 years."

**Resolution 12**

**(v) Proposed Retention of Independent Non-Executive Director**

"THAT Dato' Mohd Salleh Bin Ahmad be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has been on the Board of the Company for a cumulative term of more than 9 years."

**Resolution 13**

**NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE**

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 1 sen single tier dividend per ordinary share of RM1.00 each in respect of the financial year ended 30 June 2015 if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 28 January 2016.

The entitlement date shall be fixed on 8 January 2016 and a Depositor shall qualify for entitlement only in respect of:-

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 8 January 2016 in respect of ordinary transfers.
- Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

WONG SIEW GUEK  
Secretary  
Kuala Lumpur  
5 November 2015

**NOTES:**

- A member entitled to attend and vote at the Meeting is entitled to appoint one (1) proxy only, to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint one (1) proxy in respect of each securities account. Where a member is an exempt authorised nominee as defined under the SICDA and holding 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal, or the hand of its officer or its duly authorised attorney.
- The instrument appointing a proxy must be deposited at the Company's Registered Office, Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- Only depositors whose names appears in the Record of Depositors as at 20 November 2015 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.

**(A) EXPLANATORY NOTE A**

The audited financial statements are for discussion only under Agenda 1, as it does not require shareholders' approval under the provisions of Section 169(1) and (3) of the Companies Act 1965. Hence, it will not be put for voting.

**(B) EXPLANATORY NOTES ON THE SPECIAL BUSINESS**

- Resolution 9 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Fifty-Fourth Annual General Meeting held on 4 December 2014 and which will lapse at the conclusion of the Fifty-Fifth 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 purpose of funding future investment project(s), working capital and/or acquisitions.

- Resolution 10 is in relation to the approval on the Shareholder's Mandate on Recurrent Related Party Transactions and if passed, will allow the Company and its subsidiary companies to enter into Recurrent Related Party Transactions in accordance with paragraph 10.09 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The explanatory notes on Resolution 10 are set out in the Circular/Statement to Shareholders dated 5 November 2015 which is despatched together with the Company's 2015 Annual Report.

- Resolution 11 is proposed to provide the Company to buy back its own shares up to a limit of 10% of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back Renewal"). Detailed information on the Proposed Share Buy-Back Renewal is set out under Part B of the Circular/Statement to Shareholders dated 5 November 2015 which is despatched together with the Company's 2015 Annual Report.

- Resolution 12 is proposed pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Mr Heng Kiah Choong to be retained and continue to act as an Independent Non-Executive Director of the Company.

The Nomination Committee and the Board have assessed the independence of Mr Heng Kiah Choong and recommended him to continue to act as an Independent Non-Executive Director of the Company. The Board's justifications for the retention of Mr Heng Kiah Choong are set out in the Statement on Corporate Governance in the Company's 2015 Annual Report.

- Resolution 13 is proposed pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Dato' Mohd Salleh Bin Ahmad to be retained and continue to act as an Independent Non-Executive Director of the Company.

The Nomination Committee and the Board have assessed the independence of Dato' Mohd Salleh Bin Ahmad and recommended him to continue to act as an Independent Non-Executive Director of the Company. The Board's justifications for the retention of Dato' Mohd Salleh Bin Ahmad is set out in the Statement on Corporate Governance in the Company's 2015 Annual Report.