



BERJAYA

BERJAYA ASSETS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Berjaya Assets Berhad ("**BAssets**" or "**Company**") will be held at Manhattan III, Level 14, Berjaya Times Square Hotel, Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Wednesday, 1 November 2017 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the special resolution to give effect to the Proposed Share Split:

SPECIAL RESOLUTION

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 EXISTING ORDINARY SHARE IN BASSETS INTO 2 ORDINARY SHARES IN BASSETS ("SUBDIVIDED SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT")

"THAT subject to the approvals of all relevant regulatory authorities being obtained for the Proposed Share Split:

- (i) each of the existing ordinary shares in the Company ("**BAssets Shares**") be subdivided into 2 Subdivided Shares held by the shareholders of BAssets whose names appear in the Record of Depositors of the Company on the Entitlement Date; and
- (ii) the Board of Directors of the Company ("**Board**") be authorised (in addition to and without prejudice to any authority previously given by the Company in general meeting) to allot and issue any such additional warrants 2008/2018 of BAssets ("**Additional BAssets Warrants**") to be issued pursuant to the adjustments made in accordance with the provisions of the Deed Poll dated 12 February 2008 as a result of the Proposed Share Split and to allot and issue new BAssets Shares to be issued arising from the exercise of the Additional BAssets Warrants;

THAT the Subdivided Shares will, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the Subdivided Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Subdivided Shares;

THAT the Additional BAssets Warrants to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing warrants 2008/2018 of BAssets;

THAT the new BAssets Shares to be issued arising from the exercise of the Additional BAssets Warrants shall, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the new BAssets Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new BAssets Shares;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Share Split and any of the above with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

By order of the Board

WONG SIEW GUEK

(MAICSA 7042922)

Company Secretary

Kuala Lumpur

Date: 9 October 2017

Notes:

1. A member of the Company who is entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member.
2. A member, other than an authorised nominee or an exempt authorised nominee, may appoint only one (1) proxy.
3. 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.
4. An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), may appoint multiple proxies in respect of each of its omnibus account.
5. An individual member who appoints a proxy must sign the Form of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form of Proxy under seal or under the hand of its officer or attorney duly authorised.
6. The duly executed Form of Proxy must be deposited at the Company's Registered Office at 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.
7. Only members whose names appear in the Record of Depositors as at 25 October 2017 shall be entitled to attend and vote at the meeting.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Special Resolution set out in this Notice will be put to vote by poll.