



BERJAYA
BERJAYA ASSETS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Second 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 Thursday, 6 December 2012 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 2012 and the Directors' and Auditors' Reports thereon. **Resolution 1**
- 2 To approve the payment of a final dividend of 2 sen per ordinary share of RM1.00 each less 25% income tax in respect of the year ended 30 June 2012. **Resolution 2**
- 3 To approve the payment of Directors' fees amounting to RM132,000 for the year ended 30 June 2012. **Resolution 3**
- 4 To re-elect the following Directors who retire pursuant to Article 102 of the Company's Articles of Association:
 - a) Heng Kiah Choong **Resolution 4**
 - b) Lim Meng Kwong **Resolution 5**
- 5 To re-elect the following Directors who retires pursuant to Article 93 of the Company's Articles of Association:-
 - a) Dato' Chan Tien Ghee **Resolution 6**
 - b) Datuk Lye Ek Seang **Resolution 7**
 - c) Dickson Tan Yong Loong **Resolution 8**
- 6 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. **Resolution 9**
- 7 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. **Resolution 10**
- 8 To appoint Auditors pursuant to a Notice of Nomination received by the Company, a copy of which is annexed hereto and marked as "Appendix I", for the nomination of Messrs Deloitte KassimChan for appointment as the auditors of the Company and to consider and if thought fit, to pass the following Ordinary Resolution:-
"THAT Messrs Deloitte KassimChan be and are hereby appointed as the auditors of the Company in place of the retiring auditors, Messrs Ernst & Young and to hold office until the conclusion of the next Annual General Meeting and that the directors be authorised to fix their remuneration."
Resolution 11
- 9 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 12
 - (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 14 November 2012 ("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:
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the ordinary resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
 - (b) 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
 - (c) revoked or varied by resolution passed by the shareholders at 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 13

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 2 sen per ordinary share of RM1.00 each less 25% income tax in respect of the financial year ended 30 June 2012, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 30 January 2013.

The entitlement date shall be fixed on 10 January 2013 and a Depositor shall qualify for entitlement only in respect of:

- a. Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 10 January 2013 in respect of ordinary transfers.
- b. 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

SU SWEE HONG

Secretary

Kuala Lumpur

14 November 2012

NOTES:

(A) APPOINTMENT OF PROXY

1. 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 and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint one (1) proxy in respect of each securities account.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointor is a corporation, under its common seal, or the hand of its officer or its duly authorised attorney.
4. 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.
5. Only depositors whose names appears in the Record of Depositors as at 29 November 2012 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.

(B) ORDINARY BUSINESS

1. Agenda 8
The auditors, Messrs Ernst & Young, would not be seeking for re-appointment as auditors of the Company at the forthcoming Annual General Meeting ("AGM") and would retire at the conclusion of the AGM.
The Company had received a notice from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, for the nomination of Messrs Deloitte KassimChan who have given their consent to act, for appointment as the auditors of the Company at the forthcoming AGM.
The Directors confirmed that there were no disagreements with Messrs Ernst & Young on any accounting issues during the financial year ended 30 June 2012 and there were no other circumstances connected with the change of auditors that should be brought to the attention of the shareholders.

(C) SPECIAL BUSINESS

1. Resolution 12 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-First Annual General Meeting held on 22 November 2011 and which will lapse at the conclusion of the Fifty-Second 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.
2. Resolution 13 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 Ordinary Resolution 13 are set out in the Circular to Shareholders dated 14 November 2012 attached to the Annual Report.