

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

**NOTICE OF NINETEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth Annual General Meeting of the Company will be held at Crown Hall 1, Level 1, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan on **Friday, 14 June 2013 at 11.00 a.m.**, to transact the following businesses:

**AS ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of Directors and Auditors thereon. (Please refer Explanatory Note 1)
2. To re-elect the following Directors who retire pursuant to Article 91 of the Company's Articles of Association:-
  - (i) Tan Ai Tong (Ordinary Resolution 1)
  - (ii) Hamdan bin Yahya (Ordinary Resolution 2)

**AS SPECIAL BUSINESS:**

3. To approve the payment of Directors' Fees of RM180,833.33 for the financial year ended 31 December 2012. (Ordinary Resolution 3)
4. To re-appoint Messrs Styl Associates as Auditors of the Company for the financial year ending 31 December 2013 and authorise the Directors to fix their remuneration. (Ordinary Resolution 4)
5. 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 approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted (Ordinary Resolution 5)

by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.”

6. 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 revenue or trading nature with the related party as set out in Section 2.3(a) of the Circular to Shareholders dated 23 May 2013 (“the Related Parties”) provided that such transactions are:-

(Ordinary  
Resolution 6)

- (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."

7. 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 revenue or trading nature with the related party as set out in Section 2.3(b) of the Circular to Shareholders dated 23 May 2013 ("the Related Parties") provided that such transactions are:-

(Ordinary  
Resolution 7)

- (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."

8. 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 revenue or trading nature with the related party as set out in Section 2.3(c) of the Circular to Shareholders dated 23 May 2013 ("the Related Parties") provided that such transactions are:-

(Ordinary  
Resolution 8)

- (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."

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

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

"THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix I be hereby approved."

(Special Resolution)

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

By Order of the Board  
**KUAN HUI FANG (MIA 16876)**  
**WONG WAI FOONG (MAICSA 7001358)**  
Secretaries  
Kuala Lumpur  
23 May 2013

**Notes:**

- i. For the purpose of determining a member who shall be entitled to attend this Nineteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 68(i) of the Company's Articles of Association and Section 34(l) of the Securities Industry (Central Depositories) Act 1991 of Malaysia to issue a General Meeting Record of Depositors as at 10 June 2013. Only a member whose name appears on the Record of Depositors as at 10 June 2013 shall be entitled to attend the meeting or appoint a proxy to attend, speak or vote on his behalf.
- ii. A member entitled to attend and vote at this meeting is entitled to appoint proxy/proxies to attend 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 two (2) or more proxies to attend the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportion 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 at least one (1) proxy 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 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 must be deposited at the registered office of the Company, Level 18, 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 Resolution 2**

Hamdan bin Yahya is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this Nineteenth Annual General Meeting. The Board has conducted an assessment on the independence of Hamdan bin Yahya and is satisfied that he has complied with the independence criteria applied by the Company.

**3. Ordinary Resolution 3**

The proposed resolution is in accordance with Article 98 of the Company's Articles of Association and if passed, will authorise the payment of Directors' Fees to the Directors of the Company for their services as Directors for the year ended 31 December 2012.

**4. Ordinary Resolution 5**

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.

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.

**5. Ordinary Resolution 6**

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 23 May 2013.

**6. Ordinary Resolution 7**

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 23 May 2013.

**7. Ordinary Resolution 8**

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 23 May 2013.

**8. Special Resolution**

The proposed Resolution, if passed, will bring the Company's Articles of Association in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and facilitate some administrative matters.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

## Existing Articles

69. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of accounts, balance-sheets, and report of the directors and auditors, the election of Directors in place of those retiring, and the appointment and fixing of the remuneration of the Auditors.
- 3(ii) Subject to the Act and to the conditions restrictions and limitations expressed in these Articles, the directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms as they think proper, PROVIDED ALWAYS THAT:-
- (a) no shares shall be issued at a discount except in compliance with the provision of the Act;
- (b) no shares of shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
- (c) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;
- (d) every issue of shares or options to employees and/or directors under the Employee Share Option Scheme, shall be approved by the members in general meeting and such approval shall specifically detail the amount of shares or options to be issued to such director.

## Proposed Amendments to the Articles

69. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of accounts, balance-sheets, and report of the directors and auditors, the election of Directors in place of those retiring, fixing of fees of Directors and the appointment and fixing of the remuneration of the Auditors.
- 3(ii) Subject to the Act and to the conditions restrictions and limitations expressed in these Articles, the directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms as they think proper, PROVIDED ALWAYS THAT:-
- (a) no shares shall be issued at a discount except in compliance with the provision of the Act;
- (b) no shares of shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
- (c) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;
- (d) no Director shall participate in a scheme involving a new issuance of shares to employees unless shareholders in a general meeting have approved the specific allotment to be made to such Director.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

## Existing Articles

85. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of 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. A proxy may but need not be a member of the company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Section 149(1) (b) of the Companies Act, 1965 shall not apply to the company. A member shall not be precluded from attending and voting in person at any general meeting after lodging the form of proxy but however such attendance shall automatically revoke the proxy's authority.
89. A holder may appoint more than two proxies to attend at the same meeting. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a holder appoints two or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.

## Proposed Amendments to the Articles

85. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of 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. A proxy may but need not be a member of the company. **A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.** The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Section 149(1) (b) of the Companies Act, 1965 shall not apply to the company. A member shall not be precluded from attending and voting in person at any general meeting after lodging the form of proxy but however such attendance shall automatically revoke the proxy's authority.
89. (i) **A member of the Company who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, may appoint not more than two (2) proxies to attend, vote and speak in his stead.**
- (ii) **Where a member of the Company is an authorised nominee as defined in the Depositories Act, 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.**
- (iii) **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.**



PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Articles

Proposed Amendments to the Articles

An exempt authorised nominee refers to an authorised nominee defined under the Depositories Act which is exempted from compliance with the provisions of subsection 25A (1) of the Depositories Act.

Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

98. The Directors shall be paid by way of remuneration for their services and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine, AND THAT: -

(a) the fees payable to the Directors shall from time to time be determined by a resolution of the Company in general meeting, PROVIDED ALWAYS that such fees shall not be increased except pursuant to an ordinary resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;

(b) save as provided in Article 98(a) and subject to Article 98(d) hereof, an executive Director shall, subject to the terms of any agreement (if any), entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine. All remuneration, other than the fees provided for in Article 93(a) hereof, payable to non-executive Directors shall be determined by an ordinary resolution passed at a general meeting of the Company;

98. The Directors shall be paid by way of remuneration for their services and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine, AND THAT: -

(a) the fees payable to the Directors shall from time to time be determined by a resolution of the Company in general meeting, PROVIDED ALWAYS that such fees shall not be increased except pursuant to an ordinary resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;

(b) save as provided in Article 98(a) and subject to Article 98(d) hereof, an executive Director shall, subject to the terms of any agreement (if any), entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine. All remuneration, other than the fees provided for in Article 98(a) hereof, payable to non-executive Directors shall be determined by an ordinary resolution passed at a general meeting of the Company;

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Articles

- (c) fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover;
- (d) salaries payable to executive Directors may not include a commission on or percentage of turnover; and
- (e) any fee paid to an Alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Proposed Amendments to the Articles

- (c) fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover;
- (d) salaries payable to executive Directors may not include a commission on or percentage of turnover; and
- (e) any fee paid to an Alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.