



BERJAYA

BERJAYA CORPORATION BERHAD

(Company No. 554790-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Berjaya Corporation Berhad ("**BCorporation**" or "**Company**") will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 25 September 2013 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED LISTING OF BERMAZ MOTOR SDN BHD ("BERMAZ"), VIA BERJAYA AUTO BERHAD ("BAUTO"), ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") ("PROPOSED LISTING")

"**THAT** subject to the approvals of all relevant authorities/parties being obtained for the purpose of the exercises contemplated, approval be and is hereby given for the Company to undertake the proposed listing of and quotation for the entire enlarged issued and paid-up share capital of BAUTO comprising ordinary shares of RM0.50 each ("**BAuto Shares**") on the Main Market of Bursa Securities involving the following exercises:

- proposed acquisition by BAUTO of 100% equity interest in Bermaz from the vendors, including Berjaya Group Berhad, a wholly-owned subsidiary of BCorporation ("**Proposed Bermaz Acquisition**");
- proposed initial public offering involving a public issue of 82,763,000 new BAUTO Shares at an issue price to be determined later;
- proposed listing of and quotation for the entire enlarged issued and paid-up share capital of BAUTO on the Main Market of Bursa Securities; and
- proposed employees' share option scheme ("**ESOS**") for the granting of ESOS options to the eligible Directors and employees of BAUTO and its proposed subsidiaries ("**Proposed ESOS**").

Collectively referred to as the "**Proposals**", details of which are set out in Section 2 of the circular to shareholders dated 10 September 2013 ("**Circular**").

AND THAT the Directors of the Company be and are hereby empowered and authorised with full powers to take all steps and do all such acts and matters as they may consider necessary or expedient in the best interests of BCorporation and its subsidiaries (collectively, the "**BCorporation Group**"), to give full effect to and complete the Proposed Listing with full powers to give effect or assent to any condition, modification, variation and/or amendment as may be required or permitted by the relevant authorities or deemed necessary by the Directors of the Company in the best interests of the BCorporation Group."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF NEW ORDINARY SHARES OF RM0.50 EACH IN BAUTO ("BAUTO SHARES") AND GRANT OF ESOS OPTIONS TO DATO' ROBIN TAN YEONG CHING ("PROPOSED DRTYC ALLOCATION")

"**THAT** conditional upon passing of Ordinary Resolution 1 above, and subject to the approvals of all relevant authorities/parties being obtained and completion of the Proposed Bermaz Acquisition, the Directors of the Company and BAUTO be hereby authorised:

- to allocate 150,000 BAUTO Shares, which forms part of the 12,000,000 BAUTO Shares to be reserved for application by the eligible Directors, employees and business associates of BAUTO and its proposed subsidiaries (collectively, the "**BAUTO Group**") pursuant to the Proposed Listing, to Dato' Robin Tan Yeong Ching, the Chairman/Chief Executive Officer and a major shareholder of BCorporation, who is also a Director of Bermaz and Bermaz Motor Trading Sdn Bhd, a wholly-owned subsidiary of Bermaz; and
- to offer and grant options to Dato' Robin Tan Yeong Ching to subscribe up to 1,000,000 new BAUTO Shares pursuant to the Proposed ESOS at any time and from time to time throughout the Proposed ESOS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the by-laws governing the Proposed ESOS provided that:
 - the aggregate allocation to the eligible Directors and senior management of the BAUTO Group shall not exceed 50% of the total number of new BAUTO Shares to be issued under the Proposed ESOS; and
 - the allocation to any eligible Director or employee of the BAUTO Group who, either singly or collectively through persons connected with the eligible Director or employee (as defined in the Main Market Listing Requirements of Bursa Securities), holds 20% or more of the issued and paid-up share capital of BAUTO, shall not exceed 10% of the total number of new BAUTO Shares to be issued under the Proposed ESOS.

AND THAT the Directors of the Company and BAUTO be and are hereby empowered and authorised with full powers to take all steps and do all such acts and matters as they may consider necessary or expedient in the best interests of the BCorporation Group, to give full effect to and complete the Proposed DRTYC Allocation."

By Order of the Board

SU SWEE HONG (MAICSA 07762729)

Company Secretary

Kuala Lumpur

10 September 2013

Notes:

- A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his 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.
- 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.
- The instrument appointing a proxy, shall be in writing under the hand of the appointor or of 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.
- 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.
- Depositors whose names appear in the Record of Depositors of the Company as at 18 September 2013 shall be regarded as members of the Company entitled to attend the Extraordinary General Meeting or appoint proxies to attend and vote on their behalf.