



BERJAYA BERJAYA AUTO BERHAD

(Company No. 900557-M)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Berjaya Auto Berhad ("BAuto" or "Company") will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, 5 June 2015 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without any modification the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 325,903,200 NEW ORDINARY SHARES OF RM0.50 EACH IN BAUTO ("BAUTO SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY FIVE (5) EXISTING BAUTO SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"**THAT** subject to the passing of Ordinary Resolution 2, authority be and is hereby given to the Board of Directors of the Company ("**Board**") to capitalise an amount of up to RM162,951,600 from the share premium account of the Company, and to apply the same for the purpose of allotting and issuing up to 325,903,200 Bonus Shares credited as fully paid-up to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of two (2) Bonus Shares for every five (5) existing BAUTO Shares held;

THAT any fractional entitlements that may arise from the Proposed Bonus Issue shall be disregarded and dealt with in such manner as the Board in its absolute discretion deems fit and expedient or in the best interest of the Company;

THAT the Bonus Shares shall, upon issue and allotment, rank pari passu in all respects with the then existing BAUTO Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, of which the entitlement date is prior to the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to take all such necessary actions and/or steps to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authority or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF BAUTO FROM RM500,000,000 COMPRISING 1,000,000,000 BAUTO SHARES TO RM1,000,000,000 COMPRISING 2,000,000,000 BAUTO SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"**THAT**, subject to the passing of Ordinary Resolution 1, the authorised share capital of BAUTO be and is hereby increased from RM500,000,000 comprising 1,000,000,000 BAUTO Shares to RM1,000,000,000 comprising 2,000,000,000 BAUTO Shares by the creation of an additional 1,000,000,000 new BAUTO Shares;

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any modifications and/or amendments as may be required by the relevant authorities or deemed necessary by the Board and to take all steps as they may consider necessary in order to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

By Order of the Board
BERJAYA AUTO BERHAD

GAN SWEE PENG (MAICSA No. 7001222)
Company Secretary

Kuala Lumpur
21 May 2015

Notes:-

- (1) 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 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.
- (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) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- (4) The instrument appointing a proxy, shall be in writing under the hands 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.
- (5) 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.
- (6) Depositors whose names appear in the Record of Depositors as at 29 May 2015 shall be regarded as members of the Company entitled to attend the Extraordinary General Meeting or appoint proxies to attend on their behalf.