

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Ajija Berhad ("Ajija" or the "Company") will be held at Sapphire Hall, Level 1, VIP Hotel, Batu 1, Jalan Buloh Kasap, 85000 Segamat, Johor on Friday, 22 July 2016 at 11.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

SPECIAL RESOLUTION
PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF AJIYA TO FACILITATE THE PROPOSED SHARE SPLIT ("PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION")

"THAT subject to the passing of Ordinary Resolution 1, the Memorandum of Association of the Company be amended as follows to facilitate the implementation of the Proposed Share Split:

Existing	Proposed amendment
Clause 5 of the Memorandum of Association The capital of the Company is RM500,000,000.00 divided into 500,000,000 shares of RM1.00 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the Articles for the time being of the Company and to issue additional capital with such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.	The capital of the Company is RM500,000,000.00 divided into 2,000,000,000 shares of RM0.25 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the Articles for the time being of the Company and to issue additional capital with such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

AND THAT the Directors be and are hereby authorised to sign and execute all documents to give effect to the Proposed Amendment to the Memorandum of Association 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 they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendment to the Memorandum of Association."

ORDINARY RESOLUTION 1
PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH IN AJIYA INTO FOUR (4) ORDINARY SHARES OF RM0.25 EACH ("SUBDIVIDED SHARE(S)" OR "AJIYA SHARE(S)") HELD BY THE SHAREHOLDERS WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY AS AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE ("ENTITLED SHAREHOLDERS") TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT")

"THAT subject to the passing of the Special Resolution and conditional upon the approvals of all relevant regulatory authorities for the listing of and quotation for the Subdivided Shares on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Directors to subdivide each of the existing ordinary share of RM1.00 each into four (4) ordinary shares of RM0.25 each in the Company held by the Entitled Shareholders on the Entitlement Date for the Proposed Share Split;

THAT the Subdivided Shares will upon allotment and issue, rank *pari passu* in all respects with each other;

AND THAT the Directors be and are hereby authorised to sign and execute all documents to give effect to the Proposed Share Split 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 they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION 2
PROPOSED BONUS ISSUE OF 152,292,242 WARRANTS IN AJIYA ("WARRANT(S)" ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) SUBDIVIDED SHARES HELD BY THE ENTITLED SHAREHOLDERS ON THE ENTITLEMENT DATE AFTER THE COMPLETION OF THE PROPOSED SHARE SPLIT ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 as well as the approvals of all relevant regulatory authorities for the listing of and quotation for the Warrants as well as the new ordinary shares in Ajija to be allotted and issued arising from the exercise of the Warrants on the Main Market of Bursa Securities being obtained, the Directors are hereby authorised to issue 152,292,242 Warrants, on the basis of one (1) Warrant for every two (2) Subdivided Shares held by the Entitled Shareholders on the Entitlement Date for the Proposed Bonus Issue of Warrants and enter into and execute a deed poll ("Deed Poll") and to do all acts, deeds and things as he may deem fit or expedient, in order to implement, finalise and give full effect to the aforesaid Deed Poll;

THAT fractional entitlements of the Warrants, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient and in the best interest of the Company;

THAT the Company shall allot and issue such appropriate number of new Ajija Shares arising from the exercise by the holders of Warrants in accordance with the provisions in the Deed Poll, respectively;

THAT the new Ajija Shares will upon allotment and issue, rank *pari passu* in all respects with the existing Ajija Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid prior to the relevant date of allotment and issuance of the new Ajija Shares;

AND THAT the Directors be and are hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants 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 they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

ORDINARY RESOLUTION 3
PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF AJIYA AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT) ("AJIYA GROUP") ("PROPOSED ESOS")

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 as well as the approvals of all relevant regulatory authorities, for the listing of and quotation for the new ordinary shares in Ajija to be allotted and issued arising from the exercise of options granted pursuant to the proposed establishment of an employees' share option scheme, the terms of which are set out in the Circular, being obtained, the Directors be and are hereby authorised to:

- establish, implement and administer an employees' share option scheme to be known as the Proposed ESOS for the benefit of all eligible employees and Directors (excluding Alternate Directors, if any) of the Company and all its subsidiaries (excluding subsidiaries which are dormant) ("Eligible Persons") in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular, under which, options will be granted to such Eligible Persons to subscribe for new Ajija Shares;
- do all things necessary and make the necessary applications at the appropriate time or times to Bursa Securities for the listing of and quotation for the Ajija Shares which may, from time to time be allotted and issued pursuant to the Proposed ESOS;

- allot and issue from time to time such number of Ajija Shares as may be required to be issued pursuant to the exercise of the options pursuant to the Proposed ESOS provided that the total number of new Ajija Shares to be issued pursuant to the Proposed ESOS shall not exceed in aggregate ten percent (10%) of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point or any limit prescribed by any guidelines, rules and regulations of the relevant authorities during the duration of the Proposed ESOS and that such new Ajija Shares will, upon allotment and issue, rank *pari passu* in all respects with the existing Ajija Shares save and except that they will not be entitled to any dividends, rights, allotments and/or other forms of distributions declared, made or paid prior to the relevant date of allotment and issuance of the new Ajija Shares to be issued under the Proposed ESOS and shall be subject to the provisions of the Articles of Association of the Company and the Main Market Listing Requirements of Bursa Securities relating to transfer, transmission and otherwise; and

- extend the Proposed ESOS, if the Directors deem fit, for up to a maximum period of an additional five (5) years ("Proposed ESOS Extension");

AND THAT the Directors be and are hereby authorised to sign and execute all documents to give effect to the Proposed ESOS and Proposed ESOS Extension 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 they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESOS and Proposed ESOS Extension."

ORDINARY RESOLUTION 4
PROPOSED GRANTING OF OPTIONS TO DATO' DR MOHD AMINUDDIN BIN MOHD ROUSE

"THAT, contingent upon the passing of Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 3 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Dr Mohd Aminuddin Bin Mohd Rouse, the Independent Non-Executive Chairman of the Company, options to subscribe for such number of ordinary shares of the Company pursuant to the Proposed ESOS;

AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 5
PROPOSED GRANTING OF OPTIONS TO DATO' CHAN WAH KIANG

"THAT, contingent upon the passing of Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 3 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Chan Wah Kiang, the Managing Director, options to subscribe for such number of ordinary shares of the Company pursuant to the Proposed ESOS;

AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 6
PROPOSED GRANTING OF OPTIONS TO YEO ANN SECK

"THAT, contingent upon the passing of Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 3 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Yeo Ann Seck, the Non-Executive Director, options to subscribe for such number of ordinary shares of the Company pursuant to the Proposed ESOS;

AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 7
PROPOSED GRANTING OF OPTIONS TO TAN SENG KEE

"THAT, contingent upon the passing of Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 3 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Tan Seng Kee, the Senior Independent Non-Executive Director, options to subscribe for such number of ordinary shares of the Company pursuant to the Proposed ESOS;

AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 8
PROPOSED GRANTING OF OPTIONS TO DATO' THENG BOOK

"THAT, contingent upon the passing of Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 3 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Theng Book, the Independent Non-Executive Director, options to subscribe for such number of ordinary shares of the Company pursuant to the Proposed ESOS;

AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 9
PROPOSED GRANTING OF OPTIONS TO LOW PEAK YIH

"THAT, contingent upon the passing of Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 3 and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Low Peak Yih, the Independent Non-Executive Director, options to subscribe for such number of ordinary shares of the Company pursuant to the Proposed ESOS;

AND subject always to such terms and conditions of the Proposed ESOS as may from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

BY ORDER OF THE BOARD

CHONG WUI KOON (F) MAICSA NO. 7012363

LEONG SIEW FOONG (F) MAICSA NO. 7007572

ZARINA BINTI AHMAD (F) LS NO. 0009964

Company Secretaries

Johor Bahru

21 June 2016

Notes:

- 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 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. There shall be no restriction as to the qualification of the proxy.
- Where a member of the company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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 accounts it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the company standing to the credit of the said Securities Account.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where the member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 6.1A, Level 6, Menara Pelangi, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.