

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Bermaz Auto Berhad (formerly known as Berjaya Auto Berhad) ("**BAuto**" or "**Company**") will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 13 March 2017 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 ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED LISTING OF BERMAZ AUTO PHILIPPINES INC. (FORMERLY KNOWN AS BERJAYA AUTO PHILIPPINES INC.) ("BAP**") ON THE MAIN BOARD OF THE PHILIPPINE STOCK EXCHANGE, INC. ("**PSE**") ("**PROPOSED LISTING**")**

"**THAT** subject to the approvals of all relevant authorities/parties being obtained for the purpose of the proposals contemplated, approval be and is hereby given for the proposed listing of the entire enlarged issued and paid-up share capital of BAP comprising 993,560,434 common shares of PHP 1.00 each ("**BAP Shares**") on the Main Board of the PSE involving the following exercises:

- (i) proposed initial public offering involving a public issue of 83,430,000 new BAP Shares and offer for sale of 71,570,000 existing BAP Shares, all at an issue price to be determined later;
- (ii) proposed listing of the entire enlarged issued and paid-up share capital of BAP on the Main Board of the PSE; and
- (iii) proposed employees' stock option plan ("**ESOP**") for the granting of ESOP options to the directors, eligible employees and/or officers of BAP ("**Proposed ESOP**"),

details of which are set out in Section 2 of the circular to shareholders dated 24 February 2017 ("**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 BAuto, 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 BAuto."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOP OPTIONS TO DATO' SRI YEOH CHOON SAN ("PROPOSED DSYCS ALLOCATION**")**

"**THAT** conditional upon passing of Ordinary Resolution 1 above, and subject to the approvals of all relevant authorities/parties being obtained, the Directors of the Company and BAP be hereby authorised to offer and grant ESOP options to Dato' Sri Yeoh Choon San, a Director of BAuto and BAP, exercisable into rights to subscribe up to 2,000,000 new BAP Shares to be issued by BAP pursuant to the Proposed ESOP at any time and from time to time throughout the duration of the Proposed ESOP, 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 ESOP.

AND THAT the Directors of the Company and BAP 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 BAP, to give full effect to and complete the Proposed DSYCS Allocation."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOP OPTIONS TO DATO' LEE KOK CHUAN ("PROPOSED DLKC ALLOCATION**")**

"**THAT** conditional upon passing of Ordinary Resolution 1 above, and subject to the approvals of all relevant authorities/parties being obtained, the Directors of the Company and BAP be hereby authorised to offer and grant ESOP options to Dato' Lee Kok Chuan, a Director of BAuto and BAP, exercisable into rights to subscribe up to 2,000,000 new BAP Shares to be issued by BAP pursuant to the Proposed ESOP at any time and from time to time throughout the duration of the Proposed ESOP, 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 ESOP.

AND THAT the Directors of the Company and BAP 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 BAP, to give full effect to and complete the Proposed DLKC Allocation."

By Order of the Board

THAM LAI HENG MICHELLE

(MAICSA 7013702)

Company Secretary

Kuala Lumpur

24 February 2017

Notes:

1. A proxy need not be a member of the Company.
2. A member, other than an authorised nominee or an exempt authorised nominee, may appoint only one (1) proxy.
3. An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), may appoint one (1) proxy in respect of each securities account.
4. An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), may appoint multiple proxies in respect of each of its omnibus account.
5. An individual member who appoints a proxy must sign the Form of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form of Proxy under seal or under the hand of its officer or attorney duly authorised.
6. The duly executed Form of Proxy must be deposited at the Company's Registered Office at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur before 11.00 a.m. on Sunday, 12 March 2017.
7. Only members whose names appear in the Record of Depositors as at 6 March 2017 will be entitled to attend and vote at the Extraordinary General Meeting or appoint proxies to attend and vote on their behalf.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Ordinary Resolutions set out in this Notice will be put to vote by poll.