



ATURMAJU RESOURCES BERHAD
(Company No. 44534-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (20th) Annual General Meeting of Aturmaju Resources Berhad ("ARB" or "the Company") will be held at TB 8285 Lot 20C, Perdana Square Commercial Centre, Mile 3 ½, Jalan Apas, 91000 Tawau, Sabah, Malaysia on Saturday, 12 May 2018, at 1.00 p.m. for the purpose of transacting the following businesses:

AGENDA

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note 1 (Ordinary Resolution 1) |
| 2. | To approve the payment of Directors' fees of up to RM285,000 for the financial year ending 31 December 2018 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM1,100,000 for the period commencing from 12 May 2018 up to the next Annual General Meeting of the Company. | (Ordinary Resolution 2) |
| 3. | To re-elect Mr. Yeo Gee Kuan as a Director of the Company in accordance with Article 89 of the Company's Articles of Association. | (Ordinary Resolution 3) |
| 4. | To re-elect Mr. Lim Yun Nyen as a Director of the Company in accordance with Article 89 of the Company's Articles of Association. | (Ordinary Resolution 4) |
| 5. | To re-appoint Messrs RSM Malaysia as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 5) |
| As Special Business: To consider and, if thought fit, to pass the following resolutions: | | |
| 6. | Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company. | (Ordinary Resolution 5) |
| 7. | Proposed Alteration of Existing Memorandum and Articles of Association in Its Entirety and Substituting with a New Constitution of the Company ("Proposed Alteration") THAT approval be and is hereby given for the Company to alter or amend the whole of the existing Memorandum and Articles of Association of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 13 April 2018 with immediate effect. AND THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Alteration with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Alteration. | (Special Resolution 1) |
| 8. | To transact any other business of the Company for which due notice shall have been given. | |

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)
CHONG YOON WAH (MAICSA 7055083)
Company Secretaries

Kuala Lumpur
Date: 13 April 2018

NOTES ON APPOINTMENT OF PROXY

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member and / or a qualified legal practitioner, an approved company auditor or a person approved by the Registrar of Companies.*
- Where a member duly executed the form of proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member.*
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.*
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.*
- In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney, duly authorised.*
- The instrument appointing a proxy must be deposited at the Registered Office at Suite 10.03, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or any adjournment thereof.*
- For the purpose of determining a member who shall be entitled to attend the Twentieth (20th) Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 4 May 2018. Only members whose name appears on the Record of Depositors as at 4 May 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*

EXPLANATORY NOTES

- Audited Financial Statements for the Financial Year Ended 31 December 2017**
The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1 : To Approve the Payment of Directors' Fees and Other Benefits Payable**
The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits.
In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from 12 May 2018 until the next Annual General Meeting of the Company.
- Ordinary Resolution 5 : Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**
The Proposed Ordinary Resolution 5, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.
The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.
As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Nineteenth (19th) Annual General Meeting held on 20 May 2017 and which will lapse at the conclusion of the Twentieth (20th) Annual General Meeting.
- Special Resolution 1: Proposed Alteration of Existing Memorandum and Articles of Association in Its Entirety and Substituting with a New Constitution of the Company**
The proposed alteration of the existing Memorandum and Articles of Association of the Company in its entirety and to substitute the same with a new Constitution of the Company are made mainly for the purpose to streamline and be aligned with the Companies Act, 2016 which came into force on 31 January 2017. It is also to provide clarity to certain provisions of the new Constitution, ensure consistency in cross references as well as use of defined terms and to correct typographical error, if any.