

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Bermaz Auto Berhad (“Bermaz” or “Company”) will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on 3 October 2018 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 8th Annual General Meeting of Bermaz to be convened, whichever is later, for the purpose of considering and if thought fit, passing with or without any modification, the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE SCHEME (“ESS”) OF UP TO 3% OF THE TOTAL ISSUED SHARES OF BERMAZ (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE ESS FOR THE EXECUTIVE DIRECTORS AND ELIGIBLE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT (“PROPOSED ESS”)

“**THAT** subject to the approvals being obtained from the relevant authorities, including but not limited to, Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the new ordinary shares in Bermaz (“Bermaz Shares”) to be issued pursuant to the Proposed ESS on the Main Market of Bursa Securities, approval be and is hereby given to the Directors of the Company to undertake the following:

- (a) to establish an ESS for the benefit of the Executive Directors and eligible employees of Bermaz and its subsidiaries which are not dormant (“Bermaz Group”) who fulfil the eligibility criteria for participation in the Proposed ESS (“Eligible Persons”) and to implement and administer the same in accordance with the by-laws of the Proposed ESS as set out in Appendix I of the circular to the shareholders of the Company dated 18 September 2018 (“Circular”) (“By-Laws”);
- (b) to allot and issue and/or procure the transfer of such number of new or existing Bermaz Shares (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that such total number of Bermaz Shares (excluding treasury shares, if any) to be allotted and issued and/or transferred will not exceed 3% in aggregate of the total issued shares of Bermaz at any point in time during the duration of the ESS and that such new Bermaz Shares will, upon allotment and issuance, rank equally in all respects with the existing Bermaz Shares, save and except that the new Bermaz Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Bermaz Shares and will be subject to the provisions of the Articles of Association of the Company;
- (c) to make the necessary applications to Bursa Securities for permission to deal in and for the listing and quotation of the new Bermaz Shares that may from time to time be allotted and issued pursuant to the Proposed ESS; and
- (d) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be deemed necessary, expedient and/or appropriate in order to give full effect to the Proposed ESS and the provisions of the By-Laws;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things and execute all necessary documents in any manner as they deem necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed ESS;

AND THAT the By-Laws, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”), be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF AWARDS TO DATO' SRI YEOH CHOON SAN

“**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the ESS committee be and is hereby authorised to offer and grant to Dato' Sri Yeoh Choon San, being the Chief Executive Officer of the Company, such number of Bermaz Shares and options under the Proposed ESS from time to time, throughout the duration of the Proposed ESS, an aggregate of up to 700,000 of the total number of Bermaz Shares to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO DATO' LEE KOK CHUAN

“**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the ESS committee be and is hereby authorised to offer and grant to Dato' Lee Kok Chuan, being the Executive Director of the Company, such number of Bermaz Shares and options under the Proposed ESS from time to time, throughout the duration of the Proposed ESS, an aggregate of up to 580,000 of the total number of Bermaz Shares to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

BY ORDER OF THE BOARD

Tham Lai Heng Michelle
(MAICSA 7013702)
Company Secretary

Kuala Lumpur
18 September 2018

Notes:

- (i) A member of the Company who is entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member.
- (ii) A member, other than an authorised nominee or an exempt authorised nominee, may appoint only one (1) proxy.
- (iii) 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.
- (iv) An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“Omnibus Account”), may appoint multiple proxies in respect of each of its Omnibus Account.
- (v) 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.
- (vi) 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 not less than 48 hours before the time appointed for holding the meeting.
- (vii) Only members whose names appear in the Record of Depositors as at 26 September 2018 shall be entitled to attend and vote at the meeting.
- (viii) Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll.