

# BERTAM ALLIANCE BERHAD

(Company No. 305530-A)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Bertam Alliance Berhad (“Bertam” or the “Company”) will be held at Aspensa Room, Level 1, Grandis Hotels and Resorts, Suria Sabah Shopping Mall, 1A, Jalan Tun Fuad Stephens, 88000 Kota Kinabalu, Sabah on Friday, 16 November 2018 at 11:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED RATIFICATION ON THE JOINT VENTURE (“JV”) BETWEEN SEPAKAT HEIGHTS SDN BHD (“SHSB”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF BERTAM, AND JUMAT BIN LAIYO (“JUMAT”) FOR THE PROPOSED DEVELOPMENT OF SEVENTEEN (17) PARCELS OF LANDS HELD UNDER NATIVE TITLE NOS. 213038825 & 16 OTHERS (AS SET OUT IN SECTION 2.2 OF THE CIRCULAR TO SHAREHOLDERS DATED 31 OCTOBER 2018 (“CIRCULAR”)), OFF JALAN PINTAS-DONGGONGON, KEPAYAN, DISTRICT OF PENAMPANG (“LOT A LANDS”) INTO RESIDENTIAL DEVELOPMENT, STRICTLY CONDITIONAL UPON APPROVAL OF THE APPLICATION FOR AMALGAMATION, SUBDIVISION AND CONVERSION OF THE LAND TITLES IN LOT A LANDS FROM NATIVE TITLES INTO COUNTRY LEASE TITLES AND/OR TOWN LEASE LANDS (“PROPOSED JV RATIFICATION - LOT A LANDS”)**

“THAT the establishment of the JV between SHSB and Jumat for the proposed development of Lot A Lands into residential development, in accordance with the terms and conditions of the JV agreement dated 8 January 2015, and as varied by the supplemental JV agreements dated 23 January 2015 and 8 May 2018 respectively, entered into between SHSB and Jumat, in relation to the Proposed JV Ratification – Lot A Lands be and is hereby approved, ratified and confirmed.

THAT the execution of the seventeen (17) Memorandums of Sublease by Jumat in favour of SHSB, all executed on 5 April 2016 and registered with the Penampang Land Office on 21 September 2016, be and is hereby approved, ratified and confirmed.

THAT all previous acts made and/or done by the Directors of the Company in connection with the Proposed JV Ratification – Lot A Lands be and hereby confirmed, approved and ratified.

AND THAT authority be and is hereby given to the Directors of the Company to give full effect to the Proposed JV Ratification – Lot A Lands with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Directors of the Company, to deal with matters incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed JV Ratification – Lot A Lands.”

### ORDINARY RESOLUTION 2

**PROPOSED RATIFICATION ON THE JV BETWEEN SUNRISE AVENUE SDN BHD (“SASB”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF BERTAM, AND ROSALIA ANTHONY (“ROSALIA”) FOR THE PROPOSED DEVELOPMENT OF SEVEN (7) PARCELS OF LANDS HELD UNDER NATIVE TITLE NOS. 213021526 & 6 OTHERS (AS SET OUT IN SECTION 3.2 OF THE CIRCULAR), OFF JALAN PINTAS-DONGGONGON, KEPAYAN, DISTRICT OF PENAMPANG (“LOT B LANDS”) AND TWO (2) PARCELS OF LANDS HELD UNDER NATIVE TITLE NO. 213206896 AND PART OF NATIVE TITLE NO. 213021973, OFF JALAN PINTAS-DONGGONGON, KEPAYAN, DISTRICT OF PENAMPANG (“LOT C LANDS”) INTO COMMERCIAL DEVELOPMENT, STRICTLY CONDITIONAL UPON APPROVAL OF THE APPLICATION FOR AMALGAMATION, SUBDIVISION AND CONVERSION OF THE LAND TITLES IN LOT B LANDS AND LOT C LANDS FROM NATIVE TITLES INTO COUNTRY LEASE TITLES AND/OR TOWN LEASE LANDS (“PROPOSED JV RATIFICATION - LOT B LANDS AND LOT C LANDS”)**

“THAT the establishment of the JV between SASB and Rosalia for the proposed development of Lot B Lands and Lot C Lands into commercial development, in accordance with the terms and conditions of the JV agreement dated 21 September 2015 and as varied by the supplemental JV agreement dated 30 September 2015 and 8 May 2018 respectively for Lot B Lands, and the three (3) JV agreements dated 1 October 2015, 29 February 2016 and 29 February 2016 respectively, and as varied by the three (3) supplemental JV agreements all dated 8 May 2018 for Lot C Lands, entered into between SASB and Rosalia, in relation to the Proposed JV Ratification – Lot B Lands and Lot C Lands be and is hereby approved, ratified and confirmed.

THAT the execution of the seven (7) Memorandums of Sublease by Rosalia in favour of SASB, of which six (6) were executed on 28 October 2015 and registered with the Penampang Land Office on 20 September 2016, and one (1) was executed on 5 April 2016 and registered with the Penampang Land Office on 24 May 2017, in relation to the Lot B Lands be and is hereby approved, ratified and confirmed.

THAT the execution of the three (3) Memorandums of Sublease by Rosalia in favour of SASB, of which one (1) was executed on 25 October 2016 and registered with the Penampang Land Office on 18 December 2017, and the remaining executed on 25 October 2016 and 7 September 2017 respectively, in relation to the Lot C Lands be and is hereby approved, ratified and confirmed.

THAT all previous acts made and/or done by the Directors of the Company in connection with the Proposed JV Ratification – Lot B Lands and Lot C Lands be and hereby confirmed, approved and ratified.

AND THAT authority be and is hereby given to the Directors of the Company to give full effect to the Proposed JV Ratification – Lot B Lands and Lot C Lands with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Directors of the Company, to deal with matters incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed JV Ratification – Lot B Lands and Lot C Lands.”

### ORDINARY RESOLUTION 3

**PROPOSED ACQUISITION OF A PIECE OF LAND HELD UNDER COUNTRY LEASE NO. 215465802 MEASURING APPROXIMATELY 1.709 HECTARE SITUATED AT KG KEPAYAN, DISTRICT OF PENAMPANG (“LOT G LAND”) FOR A TOTAL CASH CONSIDERATION OF RM16.3 MILLION (“PROPOSED ACQUISITION”)**

“THAT subject to approval and consent of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to Wow Land Sdn Bhd to acquire the Lot G Land, for a total cash consideration of RM16.3 million and upon the terms and conditions as stated in the sale and purchase agreement dated 15 December 2017 and as amended by the supplemental agreement dated 15 January 2018 entered into between Wow Land Sdn Bhd and Jumat (including any amendment and/or extension thereof as mutually agreed).

AND THAT the Directors of the Company be and are hereby authorised to act for and on behalf of the Company to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manners they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

By order of the Board  
BERTAM ALLIANCE BERHAD

Tan Tong Lang (MAICSA 7045482)  
Thien Lee Mee (f) (LS 0009760)  
Company Secretaries

Kuala Lumpur  
31 October 2018

#### Notes:

- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 8 November 2018. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, speak or vote on his/her behalf.
- A member entitled to attend and vote at this meeting is entitled to appoint proxy/proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.
- A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or 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.
- The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.

#### Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.