

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Aturmaju Resources Berhad (“**ARB**” or “**Company**”) will be held at Aturmaju Resources Berhad’s Management Office, TB 8285, Lot 20C, Perdana Square Commercial Centre, Mile 3½ Jalan Apas, 91000 Tawau, Sabah on Tuesday, 4 December 2018 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,008,150,000 IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“ICPS”) ON THE BASIS OF 15 ICPS FOR EVERY 1 EXISTING ORDINARY SHARE IN ARB (“ARB SHARE” OR “SHARE”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE”);

“**THAT** subject to the passing of Ordinary Resolution 2 and the Special Resolution 1 and subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of ARB (“**Board**”) to:

- (i) provisionally issue and allot by way of a renounceable rights issue of up to 1,008,150,000 ICPS to the Entitled Shareholders on the Entitlement Date and/or their renounee(s), on the basis of 15 ICPS for every 1 existing ARB Share held on the Entitlement Date; and
- (ii) issue and allot such number of new ARB Shares to the holders of the ICPS upon their conversion of the relevant ICPS to subscribe for new Shares during the tenure of the ICPS.

THAT any ICPS which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in a fair and equitable manner and to such persons as the Board shall determine at its absolute discretion;

THAT ICPS to be issued pursuant to the conversion of the ICPS shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in Section 2.1.6 of the circular to shareholders dated 12 November 2018 (“**Circular**”) and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (if required);

THAT the new ARB Shares to be issued pursuant to the conversion of the ICPS shall, upon allotment, issuance and full payment of the ICPS conversion price of RM0.20 for 1 new ARB Share, rank *pari passu* in all respects with the then existing issued ARB Shares, save and except that the holders of such new ARB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions prior to the date of allotment of such new ARB Shares to be issued pursuant to the conversion of the ICPS;

THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/or amendments to the terms of the Proposed Rights Issue as may be required or imposed by any relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Rights Issue and any material variations, modifications and/or amendments to the Proposed Rights Issue will be subject to compliance with Paragraph 8.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

AND THAT this Ordinary Resolution constitutes specific approval for the issuance of Shares and securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all ICPS and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been allotted and issued in accordance with the terms of the Proposed Rights Issue.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES TO INCLUDE THE PROVISION OF INFORMATION TECHNOLOGY (“IT”) SOLUTIONS AND SERVICES AND RELATED ACTIVITIES (“PROPOSED DIVERSIFICATION”);

“**THAT** subject to all approvals being obtained from the relevant regulatory authorities (if any), approval be and is hereby given to the Board to diversify the principal activities of the Company and its subsidiaries (collectively, “**Group**”) to diversify their principal activities to include the provision of IT solutions and services and related activities which might reasonably be expected to result in either:

- (a) the diversion of 25% or more of the net assets of the Group to an operation which differ widely from the operations currently carried on by the Group; or
- (b) the contribution from such an operation of 25% or more of the net profits of the Group,

pursuant to Paragraph 10.13 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give full effect to and complete the Proposed Diversification with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by any relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Diversification.”

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENTS”)

“**THAT** subject to the passing of Ordinary Resolution 1 and the Ordinary Resolution 2 and subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given for the Proposed Amendments as set out in Appendix I of the Circular to facilitate the issuance of ICPS pursuant to the Proposed Rights Issue;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give full effect to and complete the Proposed Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Amendments.”

BY THE ORDER OF THE BOARD**TAN TONG LANG** (MAICSA 7045482)**THIEN LEE MEE** (LS0009760)

Company Secretaries

Kuala Lumpur
12 November 2018**Notes:**

- (1) 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 of the Company.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) The instrument appointing a proxy must be deposited at the Share Registrar’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- (7) For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors (“**ROD**”) as at 26 November 2018 and only members whose name appears on the ROD as at 26 November 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.