



ATURMAJU RESOURCES BERHAD

(Company No. 448934-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First (21st) Annual General Meeting ("AGM") of Aturmaju Resources Berhad ("ARB" or "the Company") will be held at Palm Ballroom 1, AWANI SEPANG GOLDCOAST RESORT 67, Jalan Pantai Bagan Lalang, Kampung. Bagan Lalang, 43950 Sungai Pelek, Selangor Darul Ehsan, Malaysia on Monday, 15 April 2019, at 9.00 a.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 2018 together with the Reports of the Directors and Auditors thereon. | |
| 2. To approve the payment of Directors' fees of up to RM70,000 for the financial year ending 31 December 2019 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM1,566,000 for the period commencing from 15 April 2019 until the conclusion of up to the next AGM of the Company. | |
| 3. To re-elect Datuk Yeo Wang Seng who retire pursuant to Clause 105 of the Company's Constitution and who, being eligible, offer himself for re-election. | Ordinary Resolution 2 |
| 4. To re-elect Datuk Baharon Bin Talib who retire pursuant to Clause 105 of the Company's Constitution and who, being eligible, offer himself for re-election. | Ordinary Resolution 3 |
| 5. To re-elect Dato' Liew Kok Leong who retire pursuant to Clause 114 of the Company's Constitution and who, being eligible, offer himself for re-election. | Ordinary Resolution 4 |
| 6. To re-elect Mr Au Yee Boon who retire pursuant to Clause 114 of the Company's Constitution and who, being eligible, offer himself for re-election. | Ordinary Resolution 5 |
| 7. To re-elect Mr Khor Chin Meng who retire pursuant to Clause 114 of the Company's Constitution and who, being eligible, offer himself for re-election. | Ordinary Resolution 6 |
| 8. 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 7 |

AS SPECIAL BUSINESS

To consider and if thought fit, with or without any modification, to pass the following resolutions:

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| 9. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 | Ordinary Resolution 8 |
| "THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 to be issued does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier." | |
| 10. PROPOSED AUTHORITY TO ATURMAJU RESOURCES BERHAD TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PERCENT (10%) IN THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AT ANY GIVEN POINT IN TIME ("PROPOSED SHARE BUY-BACK") | Ordinary Resolution 9 |
| "THAT subject to the compliance with Section 127 of the Act and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed ten percent (10%) of the existing issued share capital of the Company including the shares previously purchased and retained as treasury shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Circular to Shareholders dated 16 March 2019.
AND THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") and any other relevant authorities.
AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Listing Requirements and any other relevant authorities.
AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company." | |
| 11. PROPOSED CHANGE OF NAME OF THE COMPANY FROM "ATURMAJU RESOURCES BERHAD" TO "ARB BERHAD" ("PROPOSED CHANGE OF NAME") | Special Resolution 1 |
| "THAT the name of the Company be changed from "Aturmaju Resources Berhad" to "ARB Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears.
AND THAT the Board of Directors of the Company be and is hereby authorised to carry out all the necessary steps and formalities in affecting the Proposed Change of Name." | |
| 12. 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)
THIEN LEE MEE (LS0009760)
Company Secretaries

Kuala Lumpur
Date: 16 March 2019

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/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 Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, Malaysia, 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 9 April 2019 and only members whose name appears on the ROD as at 9 April 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Audited Financial Statements for the Financial Year Ended 31 December 2018

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.

2. 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 benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from 15 April 2019 until the conclusion of the next AGM of the Company.

3. Ordinary Resolution 8: Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The Proposed Ordinary Resolution 8, 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 AGM.

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, the Company had issued 6,110,000 new ordinary shares at issue price of RM0.22 per share by way of private placement pursuant to the General Mandate granted to the Directors at the Twentieth (20th) AGM held on 12 May 2018 and which will lapse at the conclusion of the Twenty-First (21st) AGM.

Additional Disclosure in respect of the total proceeds raised from previous mandate and the details and status of the utilization of proceeds as at 25 February 2019 were duly disclosed in the Annual Report 2018.

4. Ordinary Resolution 9: Proposed Share Buy-Back

This Ordinary Resolution 9, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Listing Requirements. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company. Further details are set out in the Circular to Shareholders dated 16 March 2019.

5. Special Resolution 1: Proposed Change of Name

The proposed Change of Name is to reflect a new corporate identity under our flagship and further enhance the marketability of our product.

The proposed name "ARB Berhad" was approved and reserved by the Companies Commission of Malaysia on 15 February 2019 ("Validity Period"). Subsequently, the Validity Period was extended by the CCM on 16 May 2019.

This Special Resolution 1, if passed, will allow the Company to change its name from "Aturmaju Resources Berhad" to "ARB Berhad", with effect from the date of the issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia.