

BERTAM ALLIANCE BERHAD (305530-A)

(Incorporated in Malaysia)

NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting of the Company will be held at Function Room 7, Level 3, The Pacific Sutera Hotel, Sutera Harbour, 88100 Kota Kinabalu, Sabah on Friday, 26 May 2017 at 9.00 a.m., to transact the following businesses:

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of Directors and Auditors thereon.
(Please refer Explanatory Note 1)
- To re-elect Datuk Mohamed Arsad Bin Sehan who retires by rotation pursuant to Article 91 of the Company's Articles of Association. (Ordinary Resolution 1)
- To re-elect Lim Nyuk Foh who retires by rotation pursuant to Article 91 of the Company's Articles of Association. (Ordinary Resolution 2)
- To approve the payment of Directors' Fees of RM276,000.00 (2015: RM252,000.00) for the financial year ended 31 December 2016. (Ordinary Resolution 3)
- To approve the payment of Directors' benefits up to an amount of RM30,000.00 from 1 January 2017 until the next Annual General Meeting of the Company. (Ordinary Resolution 4)
- To re-appoint Messrs UHY as Auditors of the Company and authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

7. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016

"THAT, subject always to the Companies Act 2016 ("the Act"), Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa") and approval of any other governmental and/or regulatory bodies, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Act to allot and issue shares in the Company, to such persons, at any time 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 ten percent (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier." (Ordinary Resolution 6)

8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED MANDATE RENEWAL")

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa, approval be and is hereby given for the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandate Renewal") for the Company and/or its subsidiary companies ("the Group") to enter into and to give effect to the category of Recurrent Related Party Transactions of a Revenue or Trading Nature from time to time with the Related Party as specified in Section 2.3 of the Circular to Shareholders dated 28 April 2017 ("the Related Parties") provided that such transactions are:- (Ordinary Resolution 7)

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company

THAT such approval shall continue to be in force until:-

- the conclusion of the next AGM of the Company following this AGM at which the Proposed Mandate Renewal is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- is revoked or varied by resolution passed by shareholders in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Mandate Renewal."

9. PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED SHARE BUY-BACK")

"THAT subject to Section 127 of the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association, Main Market Listing Requirements of Bursa and any other relevant authority, the Company be and is hereby authorised to allocate an amount not exceeding the total available retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company ("Proposed Purchase") as may be determined by the Directors of the Company from time to time through Bursa as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa as at the point of purchase; (Ordinary Resolution 8)

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

- the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first,

but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa and/or any other relevant governmental and/or regulatory authorities (if any).

AND THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:-

- cancel all the ordinary shares so purchased; and/or
- retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa; and/or
- retain part thereof as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy Back."

- To transact any other business of which due notice shall have been given.

By Order of the Board

ANDREA HUONG JIA MEI (MIA 36347)

Secretary
Kuala Lumpur
28 April 2017

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 19 May 2017. 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, 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.

Explanatory Notes:

1. Audited Financial Statements For The Financial Year Ended 31 December 2016

The audited financial statements are meant for discussion only under Agenda 1, as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda item is not put forward for voting by the shareholders of the Company.

2. Ordinary Resolutions 1 and 2

Datuk Mohamed Arsad Bin Sehan and Lim Nyuk Foh are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this Twenty-Third Annual General Meeting. The Board has through the Nomination Committee, considered the assessment of the Directors and collectively agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") in terms of character, experience, integrity, competence and time to effectively discharge their roles as Directors. The Board has also through the Nomination Committee, conducted an assessment on their independence and is satisfied that they have complied with the criteria prescribed by the MMLR and Malaysian Code on Corporate Governance 2012.

3. Ordinary Resolution 4

Pursuant to Section 230 (1) of the Companies Act 2016, the fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The total estimated amount of Director's benefit payable is calculated based on the number of scheduled Board's and Board's Committee Meeting and other benefits from 1 January 2017 until the next AGM.

This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

4. Ordinary Resolution 6 - Proposed Authority To Issue Shares Pursuant To Section 75 of The Companies Act, 2016

Resolution No. 6 is to seek a renewal of the general mandate for the issue of new ordinary shares pursuant to Section 75 of the Act which was approved by shareholders at the last year's AGM ("the previous mandate"). As at the date of this Notice, the Company did not allot any shares pursuant to the previous mandate.

The proposed resolution, if passed, will empower the Directors to issue and allot new shares in the Company at any time as the Directors may deem fit provided the aggregate number of shares issued pursuant to the mandate does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, without convening a general meeting. The authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

5. Ordinary Resolution 7 - Proposed Renewal of Shareholders Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandate Renewal")

Resolution No. 7, if passed, will allow the Group to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms and which are not prejudicial to the interests of the minority shareholders. For more information, please refer to the Circular to Shareholders dated 28 April 2017 which is circulated together with this Annual Report.

6. Ordinary Resolution 8 - Proposed Authority For The Company To Purchase Its Own Shares of Up To Ten Percent (10%) of The Issued And Paid-Up Share Capital of The Company ("Proposed Share Buy Back")

Resolution No. 8 if passed, will empower the Directors of the Company to exercise the power of the Company to purchase up to ten percent (10%) of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever occurs first. For further information, please refer to the Circular to Shareholders dated 28 April 2017 which is circulated together with this Annual Report.