

BERJAYA

BERJAYA CORPORATION BERHAD

[Registration No. 200101019033 (554790-X)]
(Incorporated in Malaysia)

NOTIFICATION TO SHAREHOLDERS

Nineteenth Annual General Meeting (“19th AGM” or “the Meeting”)

Dear Valued Shareholders of Berjaya Corporation Berhad (“BCorp” or “the Company”),

In view of the Covid-19 pandemic and with the safety of the Company’s shareholders, employees and Directors being of primary concern, the Board of Directors and Management have decided that the 19th AGM of the Company shall be conducted entirely on a fully virtual basis via Remote Participation and Voting (“RPV”) facilities.

The Company will be using RPV facilities provided by SS E Solutions Sdn Bhd which are available on Securities Services e-Portal at <https://sshbsb.net.my/>. Shareholders are encouraged to leverage on this RPV facilities and register to participate in the 19th AGM in accordance with the procedures as set out in the Administrative Guide enclosed herewith.

It is our pleasure to invite you to participate virtually in the forthcoming 19th AGM of BCorp which will be held as follows:

Meeting Day and Date : Wednesday, 16 December 2020

Time : 10.00 a.m.

Broadcast Venue : Manhattan V, Level 14,
Berjaya Times Square Hotel Kuala Lumpur,
No. 1, Jalan Imbi, 55100 Kuala Lumpur

The main and only venue of the fully virtual Meeting as indicated above is strictly to serve as the Broadcast Venue where the Chairman of the Meeting is physically present. No shareholders/proxies/corporate representatives shall be physically present or allowed to enter the Broadcast Venue on the day of the Meeting.

The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 and Clause 70 of the Company’s Constitution which provides that the main venue of the AGM shall be in Malaysia and the Chairman shall be present at the main venue of the AGM. The electronic means of conducting the Meeting on a fully virtual basis will facilitate and enable all shareholders to participate fully in the proceedings by audio and/or video capabilities without the need to be physically present at the Broadcast Venue, which is advantageous given the current circumstances relating to Covid-19 pandemic and best health practices.

Issuance of documents by electronic means by a listed issuer to its securities holders

Pursuant to Paragraph 2.19B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 191 of the Company’s Constitution, we wish to notify you by this letter that we have discontinued the delivery of any document to our shareholders in printed copies.

The following documents can be viewed and downloaded from the website of the Company at <https://www.berjaya.com/annual-reports.php>:-

1. Annual Report 2020
2. Circular/Statement to Shareholders in relation to the:
 - (i) Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT"); and
 - (ii) Proposed Renewal of Authority for the Company to purchase its own shares ("Share Buy-back Statement").
3. Notice of 19th AGM
4. Form of Proxy
5. Administrative Guide
6. Request Form for printed copy of Annual Report 2020 and Circular to Shareholders on RRPT and Share Buy-back Statement.

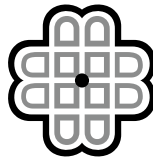
Should you require any assistance, kindly contact Cik Suryani Binti Miswan of Berjaya Registration Services Sdn Bhd at Tel No. 03-2145 0533.

Thank you.

Yours faithfully,
For and on behalf of the Board of Directors of
BERJAYA CORPORATION BERHAD

TAN SRI DATO' SERI VINCENT TAN CHEE YIOUN
EXECUTIVE CHAIRMAN

30 October 2020



BERJAYA

BERJAYA CORPORATION BERHAD

[Registration No. 200101019033 (554790-X)]
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR ANNUAL GENERAL MEETING ("AGM" or "the Meeting")

Meeting Day and Date : Wednesday, 16 December 2020
Time : 10.00 a.m.
Broadcast Venue : Manhattan V, Level 14,
Berjaya Times Square Hotel
Kuala Lumpur, No. 1, Jalan Imbi,
55100 Kuala Lumpur
Meeting Platform : Securities Services e-Portal at
<https://sshsb.net.my/>
Registration : Virtual Meeting via Remote
Participation and Voting facilities
Modes of Communication : Shareholders may: -
(a) Type text in the e-Portal
during live streaming at
<https://sshsb.net.my/> OR
(b) Email questions to
eservices@sshsb.com.my
prior to the AGM

1. Virtual Meeting

- 1.1 As a precautionary measure amid Coronavirus Disease pandemic and having regard to the well-being of the safety of the Company's shareholders, employees and Directors, the Board of Directors ("the Board") and Management have decided that the AGM of the Company shall be conducted on a fully virtual basis via Remote Participation and Voting ("RPV") facilities.
- 1.2 The main and only venue of the AGM is the Broadcast Venue **which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 70 of the Company's Constitution** that requires the Chairman of the Meeting to be present at the main venue of the AGM. Shareholders/proxies/corporate representatives should not be physically present at the Broadcast Venue on the day of the AGM and will be requested to leave the Broadcast Venue.
- 1.3 In line with the Malaysian Code on Corporate Governance Practice 12.3, by conducting a virtual AGM, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPV facilities, you may exercise your right as a member of the Company to participate (including posing questions to the Board of the Company) and vote at the Meeting, safely from your home. Alternatively, you may also appoint a proxy or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the Meeting.
- 1.4 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual Meeting. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained. Kindly note

that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

The Company, the Board and its management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the Meeting.

2. Entitlement to Participate and Vote

Only depositors whose names appear on the Record of Depositors as at 9 December 2020 shall be entitled to participate and/or vote at the AGM or appoint proxy/corporate representative(s) to participate and/or vote on his/her behalf by returning the duly executed Form(s) of Proxy.

3. Appointment of Proxy

If you are unable to attend and participate at the AGM via RPV facilities, you may appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please ensure that the hard copy of the original Form of Proxy is deposited at the Company's Registered Office not less than forty eight (48) hours before the time appointed for holding the AGM i.e. latest by Monday, 14 December 2020 at 10.00 a.m. Details of our Registered Office can be found in the enquiry section of this document.

If your appointed proxy is not an existing user of Securities Services e-Portal, he/she is required **to register as a user** (in accordance with the procedures as set out in the attached Appendix I) **by Thursday, 10 December 2020 at 10.00 a.m.** All appointed proxy need not register for remote participation on Securities Services e-Portal. Upon processing of your Form of Proxy, we will grant your proxy access to remote participation at the Meeting to which he/she is appointed for instead of you, **provided that your proxy registers as a user of Securities Services e-Portal by Thursday, 10 December 2020 at 10.00 a.m.**, failing which, your proxy will not be able to participate at the Meeting. PLEASE NOTIFY YOUR PROXY ACCORDINGLY.

If you wish to personally participate in the Meeting, please do not submit any proxy form for the Meeting. You will not be allowed to participate in the Meeting together with a proxy appointed by you.

4. Submission of Questions

- 4.1 Members and proxies who wish to submit questions before the AGM may send it via email to SS E Solutions Sdn Bhd at eservices@sshsb.com.my no later than 10.00 a.m. on Monday, 14 December 2020. Members and proxies are requested to indicate the name of company in the subject title of the email e.g. "Berjaya Corporation Berhad – Questions for AGM". Kindly state your full name

and Mykad/Passport number/body corporate registration number for verification purpose and provide your mobile/contact number, in the event SS E Solutions Sdn Bhd needs to contact you.

- 4.2 Members and proxies may submit their questions via the real time submission of typed texts through a text box within Securities Services e-Portal at <https://sshsb.net.my/> before the start or during the live streaming of the AGM. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshsb.com.my during the AGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/ Board/relevant adviser during the AGM.

5. Voting Procedure

- 5.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the Meeting will be conducted by poll. The Company has appointed SS E Solutions Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting (“e-Voting”) and Commercial Quest Sdn Bhd as Independent Scrutineer to verify the results of the poll.
- 5.2 During the Meeting, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.

- 5.3 For the purpose of the Meeting, e-Voting can be carried out using either personal smart mobile phones, tablets, personal computers or laptops.
- 5.4. The polling will commence from the scheduled starting time of the Meeting and close ten (10) minutes after the Chairman announces the final ten (10) minutes for voting towards the end of the Meeting after the question and answer session.
- 5.5 The Independent Scrutineer will verify the poll results reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

6. Remote Participation and Voting (“RPV”)

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the AGM [(ii) to (iv) through their authorised representatives].
- 6.2 If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, pose questions and/or submit your votes in real time whilst the Meeting is in progress.
- 6.3 Kindly follow the steps as set out in **Appendix I** to register for RPV.

Appendix I

SECURITIES SERVICES E-PORTAL USER GUIDE

BEFORE THE AGM	
(A) Register as a user of Securities Services e-Portal (“e-Portal”) [if you are already a registered user, please go straight to (B)]	
<p>Step 1 - Visit https://sshsb.net.my/</p> <p>Step 2 - Register as a user. You will be prompted to fill in your details and also to upload a copy of your identification card (Front and back separately) or passport.</p> <p>Step 3 - Wait for a notification email that will be sent within one (1) working day.</p> <p>Step 4 - Log in to e-Portal and verify your user account within seven (7) days of the notification email.</p>	<p>Notes:</p> <p>1) This is a ONE-TIME Registration. If you are already a registered user of the e-Portal, you need not register again.</p> <p>2) Your email address is your User ID.</p> <p>3) All users must register latest by Thursday, 10 December 2020 at 10.00 a.m. as ONE (1) working day is required to process all e-Portal user registrations.</p>
(B) Register for Remote Participation	
<p>Step 1 - Log in to https://sshsb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2 - Look for “Berjaya Corporation Berhad” under Company Name and “AGM on 16 December 2020 at 10:00 a.m. – Registration for Remote Participation” under Corporate Exercise/Event and click “>” to register for remote participation at the AGM.</p> <p>Step 3 - Select whether you are participating as</p> <p>(i) Individual shareholder or</p> <p>(ii) Corporate or authorised representative of a body corporate – key in the body corporate’s name and registration number* and click “Submit”.</p>	<p>Notes:</p> <p>1) If you wish to participate remotely at the AGM, please register for remote participation latest by Monday, 14 December 2020 at 10.00 a.m.</p> <p>2) A copy of your e-Registration for remote participation can be accessed via My Records. (Please refer to the left navigation panel in the e-Portal).</p> <p>3) Your registration will apply to all the Central Depository System account(s) (“CDS”) of each individual shareholder/body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual representative for each body corporate.</p>

* For body corporates, the appointed Corporate/Authorised Representative must upload the evidence of his/her authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in one (1) file. The original evidence of authority and its translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification by Monday, 14 December 2020 at 10.00 a.m.

SECURITIES SERVICES E-PORTAL USER GUIDE

ON THE AGM DAY ON WEDNESDAY, 16 DECEMBER 2020 AT 10.00 A.M.	
(A) Joining the Live Stream Meeting	
<p>Step 1 - Log in to https://sshsb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2 - Look for “Berjaya Corporation Berhad” under Company Name and “AGM on 16 December 2020 at 10:00 a.m. – Live Stream Meeting” under Corporate Exercise/Event and click “>” to join the AGM.</p>	<p>Notes:</p> <ol style="list-style-type: none">1) You can start to log in thirty (30) minutes before the commencement of the AGM. i.e. Wednesday, 16 December 2020 at 9.30 a.m.2) If you have any questions to raise at the AGM, you may use the text box to submit your question. The Chairman/ Board/Management/relevant adviser(s) will endeavour to respond to your question during the Meeting.3) The quality of the live streaming is dependent on the stability of the internet connection at the location of the user.
(B) Remote Online Voting during the AGM (e-Voting)	
<p>Step 1 - If you are logged in to the e-Portal and already accessing the Live Stream Meeting, click “Proceed to Vote” under the live stream player.</p> <p>OR</p> <p>- If you are not logged in yet, log in to https://sshsb.net.my/ with your registered User ID (email address) and password.</p> <p>- Look for “Berjaya Corporation Berhad” under Company Name and “AGM on 16 December 2020 at 10:00 a.m. – Remote Voting” under Corporate Exercise/Event and click “>” to remotely cast and submit your votes online for the resolutions tabled at the AGM.</p> <p>Step 2 - Cast your votes by clicking on the radio buttons against each resolution and review your casted votes before submitting them.</p> <p>Step 3 - Upon casting your votes, you will be re-directed automatically to the Live Stream Meeting for the poll result announcement.</p>	<p>Notes:</p> <ol style="list-style-type: none">1) The access to e-Voting will open on Wednesday, 16 December 2020 at 10.00 a.m.2) Your casted votes will apply throughout ALL the CDS accounts you represent as an individual shareholder, corporate/authorised representative and/or proxy.3) Where you are attending as a proxy and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder’s indicated votes in the Form of Proxy.4) The access to e-Voting will close ten (10) minutes after the Chairman announces the final ten (10) minutes for voting towards the end of the Meeting after the question and answer session.5) A copy of your submitted e-Voting can be accessed via My Records. (Please refer to the left navigation panel in the e-Portal).
(C) End of the Remote Participation	
The live streaming of the Meeting will end upon the announcement by the Chairman on the closure of the AGM.	

Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday (9.00 a.m. to 6.00 p.m.) (except public holiday): -

Registered Office

Address : Lot 13-01A, Level 13 (East Wing)
Berjaya Times Square
No. 1 Jalan Imbi, 55100 Kuala Lumpur

General Line : 603-2149 1999

Fax Number : 603-2143 1685

The Share Registrar

Berjaya Registration Services Sdn Bhd
Lot 10-04A & 10-04B, Level 10, West
Berjaya Times Square
No. 1 Jalan Imbi, 55100 Kuala Lumpur

Contact person : Cik Suryani Binti Miswan
Tel : 603-2145 0533
Fax : 603-2145 9702
Email : shareg@berjayareg.com.my

OR

e-Services Assistance

If you have any enquiry relating to Securities Services e-Portal, please contact the following persons during office hours from Monday to Friday from 8.30 a.m. to 12.15 p.m. and 1.15 p.m. and 5.30 p.m. (except public holiday): -

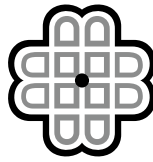
The Poll Administrator

SS E Solutions Sdn Bhd

Address : Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan
Malaysia

General Line : 603-2084 9000
Email : eservices@sshsb.com.my

Contact person : Mr Wong Piang Yoong/Mr Adrian Toh
Telephone No. : 603-2084 9168/603-2084 9007



BERJAYA

BERJAYA CORPORATION BERHAD

[Registration No. 200101019033 (554790-X)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting (“AGM”) of Berjaya Corporation Berhad will be conducted on a fully virtual basis through live streaming from the broadcast venue (“Broadcast Venue”) at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Wednesday, 16 December 2020 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive and adopt the audited financial statements of the Company for the financial year ended 30 June 2020 and the Directors’ and Auditors’ Reports thereon.

As Ordinary Business:-

2. To approve the payment of Directors’ Fees of RM7,500.00 per month to each Non-Executive Director of the Company for the period from 17 December 2020 until the next AGM of the Company to be held in 2021. **Resolution 1**
3. To approve the payment of Directors’ remuneration (excluding Directors’ fees) to the Non-Executive Directors of the Company up to an amount of RM380,000.00 for the period from 17 December 2020 until the next AGM of the Company to be held in 2021. **Resolution 2**
4. To re-elect the following Directors who retire pursuant to Clause 117 of the Company’s Constitution:-
 - (a) Chan Kien Sing **Resolution 3**
 - (b) Dato’ Sri Robin Tan Yeong Ching **Resolution 4**
 - (c) Datuk Robert Yong Kuen Loke **Resolution 5**
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

As Special Business:-

6. To consider and, if thought fit, pass the following Ordinary Resolutions:-

(i) AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

“THAT, subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 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 from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Resolution 7

(ii) PROPOSED RENEWAL OF AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 30 October 2020 (“Proposed Mandate”) which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which such ordinary resolution for the Proposed Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution.”

Resolution 8

(iii) PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

“THAT, subject always to the Companies Act 2016, (“Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Exchange”) and the requirements of any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares in the Company (“BCorporation Shares”) through the Exchange and to take all such steps as are necessary (including the opening and maintaining of a central depositories accounts under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

1. the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company;
2. the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;
3. the authority shall commence immediately upon passing of this ordinary resolution until:-
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date it is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND THAT upon completion of the purchase(s) of the BCorporation Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any BCorporation Shares so purchased by the Company in the following manner:-

- (a) cancel all the BCorporation Shares so purchased; or
- (b) retain all the BCorporation Shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act); or
- (c) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force.”

Resolution 9

(iv) PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

“THAT Datuk Robert Yong Kuen Loke be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has been an Independent Director on the Board of the Company for a cumulative term of more than nine (9) years.”

Resolution 10

(v) PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

“THAT Dr Jayanthi Naidu G. Danasamy be and is hereby retained as an Independent Non-Executive Director of the Company and she shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that her tenure shall exceed a cumulative term of nine (9) years after 13 January 2021.”

Resolution 11

By Order of the Board

THAM LAI HENG MICHELLE
(SSM PC No. 202008001622) (MAICSA 7013702)
Secretary

Kuala Lumpur
30 October 2020

NOTES:

1. Audited Financial Statements

The Audited Financial Statements are meant for discussion only as it does not require shareholders' approval pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016 ("CA 2016"). Hence, this item on the Agenda is not put forward for voting.

2. Directors' Fee and Directors' Remuneration

Section 230(1) of the CA 2016 provides that the 'fees' of the directors and 'any benefits' payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at this Annual General Meeting ("AGM") for the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company under the Resolutions 1 to 2.

The quantum of the Directors' fees proposed for each of the Non-Executive Directors for the period from 17 December 2020 until the next AGM of the Company to be held in 2021 are also the same quantum paid.

The current Directors' remuneration (excluding Directors' fees) payable to the Non-Executive Directors for the Company comprises of meeting allowances, benefits-in-kind and other emoluments.

The proposed Resolutions 1 and 2, if passed, is to facilitate the payment of Directors' fees and Directors' remuneration on a monthly basis and/or as and when incurred. The Board of Directors ("Board") opined that it is just and equitable for the Non-Executive Directors to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company.

In determining the estimated remuneration payable to the Non-Executive Directors, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees and general meetings of the Company as well as the number of Non-Executive Directors involved in these meetings. The estimated amount of remuneration also caters for unforeseen circumstances, for example, the appointment of additional Directors, additional unscheduled Board meetings and/or Board Committee Meetings, formation of additional Board Committees as well as the provision for an increase in meeting allowances.

In the event, where the payment of Directors' fees and Directors' remuneration (excluding Directors' fees) payable during the above period exceeded the estimated amount sought at this AGM, a shareholders' approval will be sought at the next AGM.

3. Authority to issue and allot shares pursuant to Sections 75 and 76 of the CA 2016

Resolution 7 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the CA 2016, to issue and allot new shares in the Company from time to time at such price provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

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 purpose of funding future investment project(s), working capital and/or acquisitions.

4. Proposed Renewal of and New Shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature

Resolution 8, if passed, will allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). Detailed information on the Proposed Shareholders' Mandate is set out under Part A of the Circular/Statement to Shareholders dated 30 October 2020 which can be viewed and downloaded from the website of the Company at www.berjaya.com and/or Bursa Malaysia Securities Berhad at <https://www.bursamalaysia.com/>.

5. Proposed Renewal of Authority for the Company to purchase its own shares

Resolution 9, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the total number of issued shares of the Company ("Proposed Share Buy-Back Renewal"). Detailed information on the Proposed Share Buy-Back Renewal is set out under Part B of the Circular/Statement to Shareholders dated 30 October 2020 which can be viewed and downloaded from the website of the Company at www.berjaya.com and/or Bursa Malaysia Securities Berhad at <https://www.bursamalaysia.com/>.

As at the date of this Notice, the Company had bought back 290,600,000 ordinary shares during the financial year ended 30 June 2020. Please refer to the detailed information in the Share Buy-Back Statement dated 30 October 2020.

6. Proposed Retention of Independent Non-Executive Directors

Resolutions 10 and 11 are proposed pursuant to the Malaysian Code on Corporate Governance and if passed, will allow Datuk Robert Yong Kuen Loke and Dr Jayanthi Naidu G. Danasamy to be retained and to continue to act as Independent Non-Executive Directors of the Company.

The full details of the Board's justifications for the retention of both Datuk Robert Yong Kuen Loke and Dr Jayanthi Naidu G. Danasamy are set out in the Corporate Governance Overview Statement in the Company's 2020 Annual Report.

7. Proxy and Entitlement of Attendance

- (i) As part of the measures to curb the spread of Coronavirus Disease 2019, the Nineteenth Annual General Meeting ("AGM") of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities provided by SS E Solutions Sdn Bhd which are available on Securities Services e-Portal ("SSeP") at <https://sshsb.net.my/>. **Please follow the procedures provided in the Administrative Guide for the AGM of the Company in order to register, participate and vote remotely via RPV facilities.**
- (ii) The main and only venue of the AGM is the Broadcast Venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the AGM of the Company to be present at the main venue of the AGM of the Company in Malaysia.
- (iii) Shareholders/proxy/corporate representatives from the public **WILL NOT BE ALLOWED TO BE PHYSICALLY PRESENT** at the Broadcast Venue on the day of the AGM of the Company.
- (iv) A member of the Company who is entitled to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the AGM of the Company via RPV facilities 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 of the Company.
- (v) A member, other than an authorised nominee or an exempt authorised nominee may appoint only one (1) proxy.
- (vi) 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.
- (vii) An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ('omnibus account'), may appoint multiple proxies in respect of each of its omnibus account.
- (viii) 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.
- (ix) 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 forty-eight (48) hours before the time appointed for holding the meeting, **i.e. latest by Monday, 14 December 2020 at 10.00 a.m.**
- (x) Only members whose names appear in the Record of Depositors as at 9 December 2020 shall be entitled to participate and/or vote at the AGM or appoint a proxy to participate and/or vote in his/her stead via RPV facilities.

8. Poll Voting

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.

FORM OF PROXY

BERJAYA CORPORATION BERHAD

[Registration No. 200101019033 [554790-X]]

I/We _____
(Name in full)

I.C. or Company No. _____ CDS Account No. _____
(New and Old I/C Nos.)

of _____
(Address)

being a member/members of BERJAYA CORPORATION BERHAD

hereby appoint _____ I/C No. _____
(Name in full) (New and Old I/C Nos.)

of _____
(Address)

or failing him/her, _____ I/C No. _____
(Name in full) (New and Old I/C Nos.)

of _____
(Address)

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf, at the Nineteenth Annual General Meeting of the Company to be conducted on a fully virtual basis through live streaming from the broadcast venue ("Broadcast Venue") at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1, Jalan Imbi, 55100 Kuala Lumpur on Wednesday, 16 December 2020 at 10.00 a.m. and at any adjournment thereof.

This proxy is to vote on the Resolutions set out in the Notice of the Meeting as indicated with an "X" in the appropriate spaces. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

RESOLUTION	FOR	AGAINST
RESOLUTION 1 - To approve the payment of Director's fees of RM7,500.00 per month to each Non-Executive Director of the Company for the period from 17 December 2020 until the next AGM of the Company.		
RESOLUTION 2 - To approve the payment of Directors' remuneration (excluding Directors' fees) for the period from 17 December 2020 until the next AGM of the Company.		
RESOLUTION 3 - To re-elect Chan Kien Sing as Director.		
RESOLUTION 4 - To re-elect Dato' Sri Robin Tan Yeong Ching as Director.		
RESOLUTION 5 - To re-elect Datuk Robert Yong Kuen Yoke as Director.		
RESOLUTION 6 - To re-appoint Auditors.		
RESOLUTION 7 - To approve authority to issue and allot shares.		
RESOLUTION 8 - To renew and to seek shareholders' mandate for Recurrent Related Party Transactions.		
RESOLUTION 9 - To renew authority for the Company to purchase its own shares.		
RESOLUTION 10 - To approve the proposed retention of Datuk Robert Yong Kuen Loke as an Independent Non-Executive Director.		
RESOLUTION 11 - To approve the proposed retention of Dr Jayanthi Naidu G. Danasamy as an Independent Non-Executive Director.		

No. of shares held

Signature(s)/Common Seal of Member(s)

Dated this _____ day of _____, 2020.

Notes:

- As part of the measures to curb the spread of Coronavirus Disease 2019, the Nineteenth Annual General Meeting ("AGM") of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities provided by SS E Solutions Sdn Bhd which are available on Securities Services e-Portal ("SSEP") at <https://sshsp.net.my/>. Please follow the procedures provided in the Administrative Guide for the AGM of the Company in order to register, participate and vote remotely via RPV facilities.
- The main and only venue of the AGM is the Broadcast Venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the AGM of the Company to be present at the main venue of the AGM of the Company in Malaysia.
- Shareholders/proxy/corporate representatives from the public **WILL NOT BE ALLOWED TO BE PHYSICALLY PRESENT** at the Broadcast Venue on the day of the AGM of the Company.
- A member of the Company who is entitled to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the AGM of the Company via RPV facilities 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 of the Company.
- A member, other than an authorised nominee or an exempt authorised nominee may appoint only one (1) proxy.
- 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.
- An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ('omnibus account'), may appoint multiple proxies in respect of each of its omnibus account.
- 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.
- 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 forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by **Monday, 14 December 2020 at 10.00 a.m.**
- Only members whose names appear in the Record of Depositors as at 9 December 2020 shall be entitled to participate and/or vote at the AGM or appoint a proxy to participate and/or vote in his/her stead via RPV facilities.
- 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.

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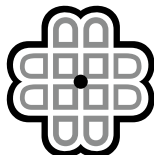
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**THE COMPANY SECRETARY
BERJAYA CORPORATION BERHAD**

LOT 13-01A, LEVEL 13 (EAST WING)
BERJAYA TIMES SQUARE
NO. 1 JALAN IMBI
55100 KUALA LUMPUR

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BERJAYA

BERJAYA CORPORATION BERHAD

[Registration No. 200101019033 (554790-X)]
(Incorporated in Malaysia)

REQUEST FORM

Should you require a printed copy of the Annual Report 2020 and Circular/Statement to Shareholders in relation to the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") and the Proposed Renewal of Authority for the Company to Purchase its own Shares ("Share Buy-back Statement"), please request from our Share Registrar, details of which are set out below:-

Berjaya Registration Services Sdn Bhd

Lot 10-04A & 10-04B, Level 10, West
Berjaya Times Square
No. 1 Jalan Imbi, 55100 Kuala Lumpur

Contact person : Cik Suryani Binti Miswan
Tel : 03-2145 0533
Fax : 03-2145 9702
Email : shareg@berjayareg.com.my

REQUEST FORM FOR A PRINTED COPY OF THE BERJAYA CORPORATION BERHAD 2020 ANNUAL REPORT AND CIRCULAR/STATEMENT TO SHAREHOLDERS IN RELATION TO THE RRPT AND SHARE BUY-BACK STATEMENT

Name of Shareholder : _____

NRIC No./Company No. : _____

CDS Account No. : _____

Address : _____

Contact No. : _____

Signature of Shareholder : _____

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Affix Stamp

BERJAYA REGISTRATION SERVICES SDN BHD

LOT 10-04A & 10-04B, LEVEL 10, WEST,
BERJAYA TIMES SQUARE
NO. 1 JALAN IMBI
55100 KUALA LUMPUR

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