

NOTIFICATION TO SHAREHOLDERS

Sixtieth Annual General Meeting (“60th AGM” or “the Meeting”)

Dear Valued Shareholders of Berjaya Assets Berhad (“BAssets” 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 60th 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://sshsb.net.my/>. Shareholders are encouraged to leverage on this RPV facilities and register to participate in the 60th 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 60th AGM of BAssets which will be held as follows:

Meeting Day and Date : Thursday, 3 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.

NOTIFICATION TO SHAREHOLDERS

Sixtieth Annual General Meeting (“60th AGM” or “the Meeting”)

The following documents can be viewed and downloaded from the website of the Company at www.berjaya.com/berjaya-assets/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 60th 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 ASSETS BERHAD

YAM TUNKU TUN AMINAH BINTI SULTAN IBRAHIM ISMAIL
CHAIRMAN

28 October 2020



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixtieth Annual General Meeting of the Company 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 Thursday, 3 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.
2. To approve the payment of Directors’ fees amounting to RM205,808.22 to the Non-Executive Directors of the Company for the financial year ended 30 June 2020. **Ordinary 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 RM577,000.00 for the period from 4 December 2020 until the next Annual General Meeting of the Company to be held in 2021. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire pursuant to Clause 117 of the Company’s Constitution and who being eligible, offer themselves for re-election:
 - a) YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail **Ordinary Resolution 3**
 - b) Heng Kiah Choong **Ordinary Resolution 4**
5. To re-appoint Messrs Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**
6. As special business:-
 - (a) 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.”

Ordinary Resolution 6

NOTICE OF ANNUAL GENERAL MEETING

(ii) **Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Persons Connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun**

"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 persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun as specified in Section 2.3 of the Circular to Shareholders dated 28 October 2020 ("Proposed Mandate I") 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 I 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."

Ordinary Resolution 7

(iii) **Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Persons Connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun and Companies in which DYMM Sultan Ibrahim Johor is a Major Shareholder**

"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 persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun and companies in which DYMM Sultan Ibrahim Johor is also a major shareholder respectively as specified in Section 2.3 of the Circular to Shareholders dated 28 October 2020 ("Proposed Mandate II") which are necessary for the day-to-day operations and/or in the ordinary

NOTICE OF ANNUAL GENERAL MEETING

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 II 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."

Ordinary Resolution 8

(iv) 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 ("BAssets Shares") through the Exchange and to take all such steps as are necessary (including the opening and maintaining of 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;

NOTICE OF ANNUAL GENERAL MEETING

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 BAssets Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any BAssets Shares so purchased by the Company in the following manner:-

- (a) cancel all the BAssets Shares so purchased; or
- (b) retain all the BAssets 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.”

Ordinary Resolution 9

(v) 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 years.”

Ordinary Resolution 10

(vi) Proposed Retention of Independent Non-Executive Director

“THAT Heng Kiah Choong 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 twelve years.”

Ordinary Resolution 11

By Order of the Board

WONG SIEW GUEK
(MAICSA 7042922)
(SSM Practising Certificate No.: 202008001490)
Secretary

Kuala Lumpur
28 October 2020

NOTICE OF ANNUAL GENERAL MEETING

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' Fees

The Remuneration Committee had in August 2019 reviewed the remuneration levels of the Independent Non-Executive Directors. In view of the increasing responsibilities of Directors, time commitment required and the heightened regulatory and compliance requirements under the various laws and regulations, the Board, upon the recommendation of the Remuneration Committee has proposed an increase in the Directors' fees for each Non-Executive Director of the Company from RM30,000 to RM60,000 per annum with effect from 1 July 2019.

3. Directors' Remuneration (excluding Directors' Fees)

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. Accordingly, shareholders' approval shall be sought at this Annual General Meeting ("AGM") for the payment of Directors' Remuneration (excluding Directors' fees) payable to the Non-Executive Directors of the Company for the period from 4 December 2020 until the next AGM of the Company to be held in 2021 under Resolution 2.

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

In determining the estimated amount of remuneration payable to the Non-Executive Directors, the Board considered various factors including the number of scheduled meetings for the Board of Directors ("Board"), Board Committees and general meetings of the Company as well as the number of Non-Executive Directors involved in these meetings.

In the event where the payment of 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.

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

Resolution 6 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.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Fifty-Ninth AGM held on 4 December 2019 and which will lapse at the conclusion of the Sixtieth 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 purpose of funding future investment project(s), working capital and/or acquisitions.

NOTICE OF ANNUAL GENERAL MEETING

5. **Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Persons Connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun**

Resolution 7, if passed, will allow the Company and its subsidiary to enter into Recurrent Related Party Transactions of a revenue or trading nature with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate I"). Detailed information on the Proposed Shareholders' Mandate I is set out under Part A of the Circular/Statement to Shareholders dated 28 October 2020 which can be viewed and downloaded from the website of the Company at www.berjaya.com/berjaya-assets/ and/or Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

6. **Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Persons Connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun and Companies in which DYMM Sultan Ibrahim Johor is a Major Shareholder**

Resolution 8, if passed, will allow the Company and its subsidiary to enter into Recurrent Related Party Transactions of a revenue or trading nature with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun and companies in which DYMM Sultan Ibrahim Johor is also a major shareholder respectively in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate II"). Detailed information on the Proposed Shareholders' Mandate II is set out under Part A of the Circular/Statement to Shareholders dated 28 October 2020 which can be viewed and downloaded from the website of the Company at www.berjaya.com/berjaya-assets/ and/or Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

7. **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 28 October 2020 which can be viewed and downloaded from the website of the Company at www.berjaya.com/berjaya-assets/ and/or Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

8. **Proposed Retention of Independent Non-Executive Directors**

Resolution 10 and Resolution 11 are proposed pursuant to the Malaysian Code on Corporate Governance and if passed, will allow Datuk Robert Yong Kuen Loke and Heng Kiah Choong 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 Datuk Robert Yong Kuen Loke and Heng Kiah Choong are set out in the Corporate Governance Overview Statement in the Company's 2020 Annual Report.

9. **Proxy and Entitlement of Attendance**

- (i) As part of the measures to stem the spread of Coronavirus Disease 2019, the 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 facilities ("RPV Facilities") provided by the Poll Administrator of the Company, SS E Solutions Sdn Bhd via Securities Services e-Portal's platform at <https://sshshb.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 the RPV Facilities.

NOTICE OF ANNUAL GENERAL MEETING

- (ii) The Broadcast Venue 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(ies)/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 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 AGM of the Company.
- (x) Only members whose names appear in the Record of Depositors as at 26 November 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.

10. 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.

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FORM OF PROXY



BERJAYA
BERJAYA ASSETS BERHAD
[Registration No. 196001000237 (3907-W)]

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 ASSETS BERHAD hereby appoint:

_____ 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 Sixtieth 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 Thursday, 3 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.

	FOR	AGAINST
ORDINARY RESOLUTION 1 - To approve payment of Directors' Fees.		
ORDINARY RESOLUTION 2 - To approve payment of Directors' Remuneration (excluding Directors' Fees) for the period from 4 December 2020 until the next Annual General Meeting of the Company.		
ORDINARY RESOLUTION 3 - To re-elect YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail as Director.		
ORDINARY RESOLUTION 4 - To re-elect Heng Kiah Choong as Director.		
ORDINARY RESOLUTION 5 - To re-appoint Auditors.		
ORDINARY RESOLUTION 6 - To approve authority to issue and allot shares.		
ORDINARY RESOLUTION 7 - To renew and to seek shareholders' mandate for Recurrent Related Party Transactions with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun.		
ORDINARY RESOLUTION 8 - To renew and to seek shareholders' mandate for Recurrent Related Party Transactions with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun and companies in which DYMM Sultan Ibrahim Johor is a major shareholder.		
ORDINARY RESOLUTION 9 - To renew authority for the Company to purchase its own shares.		
ORDINARY RESOLUTION 10 - To approve the proposed retention of Datuk Robert Yong Kuen Loke as an Independent Non-Executive Director.		
ORDINARY RESOLUTION 11 - To approve the proposed retention of Heng Kiah Choong as an Independent Non-Executive Director.		

No. of shares held

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

Dated this day of, 2020.

NOTES:

- (i) As part of the measures to stem the spread of Coronavirus Disease 2019, the Sixtieth 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 facilities ("RPV Facilities") provided by the Poll Administrator of the Company, SS E Solutions Sdn Bhd via Securities Services e-Portal's platform 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 the RPV Facilities.
- (ii) The Broadcast Venue 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(ies)/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 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 AGM of the Company.
- (x) Only members whose names appear in the Record of Depositors as at 26 November 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.

Fold this flap for sealing

Affix Stamp

THE COMPANY SECRETARY
BERJAYA ASSETS BERHAD [Registration No. 196001000237 (3907-W)]
LOT 13-01A, LEVEL 13 (EAST WING)
BERJAYA TIMES SQUARE
NO. 1 JALAN IMBI
55100 KUALA LUMPUR

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ADMINISTRATIVE GUIDE

SIXTIETH ANNUAL GENERAL MEETING ("60th AGM" or "The Meeting") OF BERJAYA ASSETS BERHAD

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 of Berjaya Assets Berhad ("BAssets" or "the Company") have decided to conduct its 60th AGM on a fully virtual basis by way of live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities on Securities Services e-Portal, details as set out below:-

- Meeting Day and Date : Thursday, 3 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 <https://sshsb.net.my/>
- Registration : Virtual Meeting via Remote Participation and Voting facilities
- Modes of Communication : 1. Type text in the e-Portal at <https://sshsb.net.my/> during live streaming,
OR
2. Email questions to eservices@sshsb.com.my prior to the 60th AGM

1. Virtual Meeting

The main and only venue of the 60th 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 60th AGM. Shareholders/proxies/ corporate representatives should not be physically present at the Broadcast Venue on the day of the 60th AGM and will be requested to leave the Broadcast Venue.

2. Remote Participation and Voting

Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; (iv) exempt authorised nominees, and proxies who wish to participate at the 60th AGM shall use the RPV facilities to participate and/or vote remotely at the 60th AGM [(ii) to (iv) through their authorised representatives]. Please refer to the Securities Services e-Portal User Guide as set out in Appendix I for further details.

Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at the Meeting. Therefore, it is your responsibility to ensure that your 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 your internet connection.

The Company, the Board of Directors and its management, share registrar and other professionals (if any) shall not be held responsible or be liable for any disruption in the internet connection resulting in you being unable to participate and/or vote at the Meeting.

3. Appointment of Proxy

If you are unable to attend and participate at the 60th AGM, you may appoint a proxy or the Chairman of the Meeting as your proxy and indicate your voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please ensure that your 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 60th AGM i.e. **by Tuesday, 1 December 2020 at 10.00 a.m.** Details of our Registered Office can be found in the enquiry section of this document.

ADMINISTRATIVE GUIDE

For Sixtieth Annual General Meeting (“60th AGM” or “The Meeting”)

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 Friday, 27 November 2020 at 10.00 a.m.** All appointed proxies 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 Friday, 27 November 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 Form of Proxy for the Meeting. You will not be allowed to participate at the Meeting together with the proxy appointed by you.

4. Submission of Questions

Members and proxies who wish to submit questions before the 60th AGM may send it via email to SS E Solutions Sdn. Bhd. at eservices@sshbs.com.my no later than 10.00 a.m. on Tuesday, 1 December 2020. Members and proxies are requested to indicate the name of company in the subject title of the email e.g. “Berjaya Assets Berhad - Questions for AGM”. Kindly state your full name and Mykad/ Passport number/body corporation registration number for verification purpose and provide your mobile/contact number in the event SS E Solutions Sdn. Bhd. needs to contact you.

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://sshbs.net.my/> before the start or during the live streaming of the 60th AGM. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshbs.com.my during the 60th 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 60th 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 60th AGM 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 successful carried or not.

6. Entitlement to Participate and Vote

Only shareholders whose names appear on the Record of Depositors of the Company as at **26 November 2020** shall be entitled to participate and/or vote at the 60th AGM or appoint proxy/corporate representative(s) to participate and/or vote on his/her behalf.

7. No Door Gifts/Vouchers

There will be **NO DISTRIBUTION** of door gifts or vouchers for shareholders/proxies who participate at the Virtual Meeting.

The Company would like to thank all shareholders for their kind co-operation and understanding in these challenging times.

ADMINISTRATIVE GUIDE

SIXTIETH ANNUAL GENERAL MEETING (“60th AGM” or “The Meeting”)

Enquiry

If you have any enquiry prior to the 60th AGM, please contact the following person during office hours from Monday to Friday from 9.00 a.m. to 5.30 p.m. (except public holiday):-

Registered Office:

Lot 13-01A Level 13 (East Wing),
Berjaya Times Square, No. 1 Jalan Imbi,
55100 Kuala Lumpur
Telephone No. : 03-2149 1999
Facsimile No. : 03-2143 1685

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
Telephone No. : 03-2145 0533
Facsimile No. : 03-2145 9702
Email : shareg@berjayareg.com.my

OR

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. to 5.30 p.m. (except public holiday):-

Poll Administrator:

SS E Solutions Sdn Bhd
Level 7 Menara Milenium, Jalan Damanlela,
Pusat Bandar Damansara, Damansara Heights,
50490 Kuala Lumpur

Contact person : Mr Wong Piang Yoong / Ms. Rachel Ou
Telephone No. : 03-2084 9168 / 03-2084 9161
Email : eservices@sshbs.com.my

Securities Services e-Portal User Guide

Before the 60th 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 the e-Portal at https://sshshb.net.my/ to register as a user. Please click on “REGISTER NOW” to begin. 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 2: A notification email will be sent to you within one (1) working day. Please verify your user account by logging into the e-Portal within seven (7) days of the notification email.</p>	<p>Notes:-</p> <ol style="list-style-type: none"> 1. This is a ONE-TIME registration. If you are already a registered user of the e-Portal, you need not register again. 2. Your email address is your User ID. 3. All users must register by Friday, 27 November 2020 at 10.00 a.m., as ONE (1) working day is required to process all e-Portal user registrations.
(B) Registration for Remote Participation	
<p>Step 1: Log in to the e-Portal at https://sshshb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2: Look for “Berjaya Assets Berhad” under Company Name and “60th AGM on 3 December 2020 at 10:00 a.m. - Registration for Remote Participation” under Corporate Exercise/Event and click “>” to register for remote participation at the 60th AGM.</p> <p>Step 3: Select whether you are participating as (1) individual shareholder; or (2) corporate or authorised representative of a body corporate¹, and click “Submit”.</p>	<p>Notes:-</p> <ol style="list-style-type: none"> 1. If you wish to participate remotely at the 60th AGM, please register latest by Tuesday, 1 December 2020, 10.00 a.m. 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). 3. Your registration will apply to all the CDS account(s) 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 and also as a representative for each body corporate.

¹ 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 Bahasa Malaysia or English must 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 for verification by **Tuesday, 1 December 2020 at 10.00 a.m.**

On the day of the 60th AGM (Thursday, 3 December 2020 at 10.00 a.m.)

(A) Joining the Live Stream Meeting (eLive)

Step 1:
Log in to the e-Portal at <https://sshsb.net.my/> with your registered User ID (email address) and password.

Step 2:
Look for “**Berjaya Assets Berhad**” under the Company Name and “**60th AGM on 3 December 2020 at 10:00 a.m. - Live Stream Meeting**” under Corporate Exercise/Event and click “>” to join the 60th AGM.

Notes:

1. You can start to login thirty (30) minutes before the commencement of the 60th AGM i.e. Thursday, 3 December 2020 at 9.30 a.m.
2. If you have any question to raise at the 60th AGM, you may use the text box to transmit your question. The Chairman/ Board/Management will endeavour to respond to your question and their answers during the Meeting.
3. Do take note that 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 60th AGM (eVoting)

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.

OR

If you are not logged in yet, log in to the e-Portal at <https://sshsb.net.my/> with your registered User ID (email address) and password.

Look for “**Berjaya Assets Berhad**” under Company Name and “**60th AGM on 3 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 60th AGM.

Step 2:
Cast your votes by clicking on the radio buttons against each resolution and review your casted votes before submitting them.

Step 3:
After submitting your votes, you will be re-directed automatically to the Live Stream Meeting for the poll result announcement.

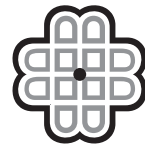
Notes:

1. The access to eVoting will be opened on Thursday, 3 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. 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.
3. The access to eVoting will be closed 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.
4. 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 Remote Participation

The live streaming of the Meeting will end upon the announcement by the Chairman on the closure of the Meeting.

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BERJAYA
BERJAYA ASSETS BERHAD
[Registration No. 196001000237 (3907-W)]

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 BERJAYA ASSETS 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 : _____

Fold this flap for sealing

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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1st fold here