

NOTIFICATION TO SHAREHOLDERS

ELEVENTH ANNUAL GENERAL MEETING ("11TH AGM" OR "THE MEETING")

Dear Valued Shareholders of Bermaz Auto Berhad ("BAuto" or the "Company"),

In view of the current COVID-19 pandemic situation and after having considered the safety of shareholders and stakeholders, based on the Guidance Note from the Securities Commission, the Company wishes to inform that the 11th AGM will be conducted on a fully virtual basis through an online meeting platform provided by Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657).

The Guidance Note states that listed issuers are only allowed to conduct fully virtual general meetings during Phase 1 of the National Recovery Plan. In a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, Board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings, no matter how small are prohibited. According to the Guidance Note, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 if the online platform is located in Malaysia.

Shareholders are encouraged to leverage on this virtual online meeting platform in accordance with the procedures as set out in the Administrative Details enclosed herewith.

It is our pleasure to invite you to participate virtually in the forthcoming 11th AGM of BAuto which will be held as follows:

Meeting Day and Date : Thursday, 7 October 2021

Time : 10.00 a.m.

Online Meeting Platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)

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 websites of the Company and Bursa Malaysia Securities Berhad at <https://www.bauto.com.my> and <https://www.bursamalaysia.com> respectively:

1. Annual Report 2021
2. Statement / Circular to Shareholders in relation to the Proposed Renewal of Authority for the Company to purchase its own shares and Proposed Adoption of a new Constitution ("Statement / Circular to Shareholders")
3. Notice of 11th AGM
4. Form of Proxy
5. Administrative Details
6. Request Form for printed copy of Annual Report 2021 and Statement / Circular to Shareholders

Should you require any assistance, kindly contact Berjaya Registration Services Sdn Bhd at Tel No. 03-2145 0533 or Boardroom Share Registrars Sdn Bhd at Tel No. 03-7890 4700.

Yours faithfully,

For and on behalf of the Board of Directors of
BERMAZ AUTO BERHAD

Dato' Sri Yeoh Choon San
Executive Chairman

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ADMINISTRATIVE DETAILS

FOR ELEVENTH ANNUAL GENERAL MEETING (“AGM” OR “THE MEETING”)

Fully virtual via Online Meeting Platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)

Meeting Day and Date : Thursday, 7 October 2021

Time : 10.00 a.m.

Mode of Communication : Shareholders may:-

1. Pose questions to the Board via real time submission of typed texts at meeting platform during live streaming of the AGM;

OR

2. Submit questions by logging in the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> prior to Meeting.

1. Virtual Meeting

In view of the Coronavirus (COVID-19) pandemic and with the safety of the Company’s shareholders, employees and Directors being of primary concern, the Board of Directors (“the Board”) and Management decided that the Eleventh AGM of the Company shall be conducted on a fully virtual basis via the online meeting platform.

The conduct of a fully virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions (“the Revised Guidance Note and FAQ”) by the Securities Commission Malaysia on 16 July 2021. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited.

According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

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 online meeting platform, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors of the Company) and vote at the Meeting, safely from your home. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the Meeting.

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 of Directors 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 of 30 September 2021 shall be entitled to participate and/or vote at the Eleventh AGM or appoint proxy(ies)/corporate representative(s) to participate and/or vote on his/her behalf by returning the duly executed Form(s) of Proxy.

Administrative Details

For Eleventh Annual General Meeting (“AGM” or “The Meeting”)

3. Form(s) of Proxy

If you are unable to attend and participate at the Eleventh AGM via the online meeting platform, you are encouraged to 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 Eleventh AGM i.e. latest by **Tuesday, 5 October 2021 at 10.00 a.m.**. Details of our Registered Office can be found in the enquiry section of this document.

Alternatively, you may lodge your proxy form(s) by electronic means via the “Boardroom Smart Investor Portal” at <https://investor.boardroomlimited.com> (kindly refer to item 6 below).

4. Revocation of Proxy

If you have submitted your Form(s) of Proxy prior to the Eleventh AGM and subsequently decide to appoint another person or wish to participate in the Meeting yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) not less than forty eight (48) hours before the Eleventh AGM. Upon revocation, your proxy(ies) will not be allowed to participate in the Eleventh AGM. In such event, you should advise your proxy(ies) accordingly.

5. Voting Procedure

Pursuant to Clause 82 of the Constitution of the Company and 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 BoardRoom Share Registrars Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting (“e-Voting”) and BoardRoom Corporate Services Sdn Bhd as Independent Scrutineer to verify the results of the poll.

6. Virtual Meeting Facilities

Procedure	Action
Before the day of the AGM	
1. Register Online with Boardroom Smart Investor Portal (For first time registration only)	<i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i> a. Access website https://investor.boardroomlimited.com b. Click << Register >> to sign up as a user. c. Complete registration and upload softcopy of NRIC (front and back) or Passport in JPEG, PNG or PDF format. d. Please enter a valid email address. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.




Administrative Details

For Eleventh Annual General Meeting (“AGM” or “The Meeting”)

Procedure	Action
Before the day of the AGM	
2. Submit request for remote participation	<p>Registration for remote access will be opened from 27 August 2021. Please note that the closing time to submit your request is at 10.30 a.m. on 5 October 2021 (48 hours before the commencement of the AGM).</p> <p>Individual Members</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select BERMAZ AUTO BERHAD (11th) ANNUAL GENERAL MEETING from the list of Corporate Meetings and click “Enter”. Click on “Register for RPEV”. Read and accept the General Terms & Conditions and click “Next”. Enter your CDS Account Number and thereafter submit your request. <p>Appointment of Proxy</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select BERMAZ AUTO BERHAD (11th) ANNUAL GENERAL MEETING from the list of Corporate Meetings and click “Enter”. Click on “Submit eProxy Form”. Read and accept the General Terms and Conditions by clicking “Next” Enter your CDS Account Number and number of securities held. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). Indicate your voting instructions – FOR or AGAINST or ABSTAIN. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY. Review and confirm your proxy appointment. Click “Apply”. Download or print the eProxy form as acknowledgement. <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of the Member and CDS Account Number, accompanied by the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be) to submit the request. Please provide a copy of the Corporate Representative’s or Proxy’s NRIC (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.
3. Email notification	<ol style="list-style-type: none"> You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified. Upon system verification against the General Meeting Record of Depositories as at 30 September 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with the Meeting ID and your remote access user ID and password. You will also be notified in the event your registration is rejected.

Administrative Details

For Eleventh Annual General Meeting (“AGM” or “The Meeting”)

Procedure	Action
On the day of the AGM	
4. Login to Meeting Platform	a. The Meeting Platform will be open for login one (1) hour before the commencement of the AGM. b. The Meeting Platform can be accessed via one of the following: <ul style="list-style-type: none"> - Scan the QR Code provided in the email notification; or - Navigate to the website at https://meeting.boardroomlimited.my c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.
5. Participate	<p><i>[Note: Please follow the User Guides provided in the confirmation email above to view the live webcast, submit questions and vote.]</i></p> a. If you would like to view the live webcast, select the broadcast icon.  b. If you would like to ask a question during the AGM, select the messaging icon.  c. Type your message within the chat box and once completed, click the send button. 
6. Voting	a. Once polling is opened, the polling icon will appear with the resolutions and your voting choices until the Chairman declares the end of the voting session. b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received. c. To change your vote, re-select your voting preference. d. If you wish to cancel your vote, please press “ Cancel ”.
7. End of Participation	Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end.

7. Gift Policy

There will be **NO DISTRIBUTION** of door gifts or e-vouchers for shareholders/proxies who participate at this virtual Meeting.

Bermaz Auto Berhad would like to thank all shareholders for their kind co-operation, support and understanding in these challenging times.

8. Enquiry

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

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

Administrative Details

For Eleventh Annual General Meeting (“AGM” or “The Meeting”)

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 : 03-2145 0533
Fax : 03-2145 9702
Email : shareg@berjayareg.com.my

OR

If you wish to request for technical assistance to participate in the fully virtual Meeting, please contact the following during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.):-

The Poll Administrator

Boardroom Share Registrars Sdn. Bhd.
Address : 11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
General Line : 603-7890 4700
Fax Number : 603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com

STATEMENTS OF FINANCIAL POSITION

AS AT 30 APRIL 2021

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
ASSETS				
Non-current assets				
Property, plant and equipment	37,243	38,700	-	7
Right-of-use assets	63,685	70,469	-	-
Other investment	139	2,771	-	-
Subsidiary companies	-	-	539,441	533,752
Associated companies	233,306	210,387	46,031	43,631
Deferred tax assets	74,726	62,847	-	-
Goodwill	500	500	-	-
	<u>409,599</u>	<u>385,674</u>	<u>585,472</u>	<u>577,390</u>
Current assets				
Inventories	277,816	684,644	-	-
Trade and other receivables	148,451	107,452	258,639	50,088
Tax recoverable	2,539	10,397	43	90
Derivative assets	-	-	-	-
Deposits with financial institutions	477,685	46,675	29,336	6,482
Cash and bank balances	85,671	53,545	122	23
	<u>992,162</u>	<u>902,713</u>	<u>288,140</u>	<u>56,683</u>
TOTAL ASSETS	<u>1,401,761</u>	<u>1,288,387</u>	<u>873,612</u>	<u>634,073</u>
EQUITY AND LIABILITIES				
Equity attributable to equity holders of the parent				
Share capital	609,341	608,823	609,341	608,823
Reserves	(39,990)	(136,166)	49,441	10,578
	<u>569,351</u>	<u>472,657</u>	<u>658,782</u>	<u>619,401</u>
Treasury shares	(3,934)	(2,602)	(3,934)	(2,602)
	<u>565,417</u>	<u>470,055</u>	<u>654,848</u>	<u>616,799</u>
Non-controlling interests	46,657	51,153	-	-
Total equity	<u>612,074</u>	<u>521,208</u>	<u>654,848</u>	<u>616,799</u>
Non-current liabilities				
Contract liability	130,020	85,104	-	-
Provisions	49,090	35,582	-	-
Borrowings	99,769	-	99,769	-
Lease liabilities	59,662	65,067	-	-
	<u>338,541</u>	<u>185,753</u>	<u>99,769</u>	<u>-</u>
Current liabilities				
Borrowings	105,658	137,709	100,000	-
Trade and other payables	247,572	349,500	18,995	17,274
Contract liability	51,777	49,931	-	-
Provisions	27,270	29,789	-	-
Lease liabilities	9,714	9,082	-	-
Tax payable	9,155	5,415	-	-
	<u>451,146</u>	<u>581,426</u>	<u>118,995</u>	<u>17,274</u>
Total liabilities	<u>789,687</u>	<u>767,179</u>	<u>218,764</u>	<u>17,274</u>
TOTAL EQUITY AND LIABILITIES	<u>1,401,761</u>	<u>1,288,387</u>	<u>873,612</u>	<u>634,073</u>

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 APRIL 2021

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Revenue	2,287,914	1,755,406	75,000	70,000
Cost of sales	(1,993,418)	(1,500,630)	-	-
Gross profit	294,496	254,776	75,000	70,000
Other income	41,393	31,780	3,096	741
Selling and distribution expenses	(62,590)	(60,570)	-	-
Administrative expenses	(112,053)	(113,890)	(1,306)	(1,487)
	161,246	112,096	76,790	69,254
Finance costs	(12,816)	(6,665)	(2,147)	-
Share of results of associates	20,519	26,549	-	-
Profit before tax	168,949	131,980	74,643	69,254
Income tax expense	(39,969)	(27,916)	(242)	(172)
Profit for the year	128,980	104,064	74,401	69,082
Other comprehensive income: <u>Item that may be reclassified</u> <u>subsequently to profit or loss</u>				
Foreign currency translation	(754)	8,570	-	-
<u>Item that may not be reclassified</u> <u>subsequently to profit or loss</u>				
Net changes in fair value reserve of equity investments classified as fair value through other comprehensive income ("FVTOCI")	(2,759)	-	-	-
Total comprehensive income for the year	125,467	112,634	74,401	69,082
Profit attributable to:				
- Owners of the parent	133,842	100,840	74,401	69,082
- Non-controlling interests	(4,862)	3,224	-	-
	128,980	104,064	74,401	69,082
Total comprehensive income attributable to:				
- Owners of the parent	131,714	106,060	74,401	69,082
- Non-controlling interests	(6,247)	6,574	-	-
	125,467	112,634	74,401	69,082

Statements of Profit or Loss and Other Comprehensive Income

For The Year Ended 30 April 2021 (continued)

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Earnings per share (sen)				
- Basic, for the year	11.52	8.68		
- Diluted, for the year	11.49	8.66		
Dividend per share (sen)				
- First interim dividend			0.50	3.25
- Second interim dividend			1.25	2.75
- Third interim dividend			1.50	1.45
- Fourth interim dividend			1.50	-
- Special dividend			1.75	-

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting ("AGM") of Bermaz Auto Berhad will be conducted on a fully virtual basis through an online meeting platform provided by Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my> (MYNIC Domain Registration Number D6A357657) on Thursday, 7 October 2021 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 April 2021 and the Directors' and Auditors' Reports thereon.

As Ordinary Business:-

2. To approve the payment of Directors' fees amounting to RM321,042.00 to the Non-Executive Directors of the Company for the financial year ended 30 April 2021. 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 RM108,900.00 for the period from 8 October 2021 until the next Annual General Meeting of the Company to be held in 2022. Ordinary Resolution 2
4. To re-elect Dato' Sri Yeoh Choon San who retires pursuant to Clause 117 of the Company's Constitution. Ordinary Resolution 3
5. To re-elect Mr Martin Giles Manen who retires pursuant to Clause 107 of the Company's Constitution. Ordinary Resolution 4
6. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

7. 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 ("Act"), 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 Act, 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 in their absolute discretion 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 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 ("BAuto Shares") through the Exchange and to take all such steps as are necessary (including the opening and maintaining of a central depositories account 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 BAuto Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any BAuto Shares so purchased by the Company in the following manner:-

- (a) cancel all the BAuto Shares so purchased; or
- (b) retain all the BAuto 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

Notice of Annual General Meeting

(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 7

(b) To consider and, if thought fit, pass with or without modifications, the following Special Resolution:-

PROPOSED ADOPTION OF A NEW CONSTITUTION

“THAT the proposed new Constitution as set out in Appendix II of Part B of the Circular to Shareholders dated 27 August 2021 be and is hereby approved and adopted as the Constitution of the Company to replace the whole of the existing Constitution of the Company in its entirety with immediate effect AND THAT the Board of Directors (“Board”) and/or Secretary of the Company be and are hereby authorised to do all such acts and things in any manner as they may deem necessary and/or expedient in order to give full effect to the aforesaid with full powers to assent to any conditions, modifications and/or amendments as may be required or permitted by any relevant authorities.”

Special Resolution

By Order of the Board

THAM LAI HENG MICHELLE

(SSM Practicing Certificate No. 202008001622) (MAICSA 7013702)
Secretary

Kuala Lumpur
27 August 2021

NOTES:

1. Audited Financial Statements

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

2. Directors’ Fees

The quantum of the Directors’ fees for each of the Non-Executive Directors is the same as the previous financial year ended 30 April 2020. The Directors’ fees for the newly appointed Independent Non-Executive Director namely, Mr Martin Giles Manen was pro-rated from the date of his appointment up to 30 April 2021. Whilst the Directors’ fees for Dato’ Syed Ariff Fadzillah Bin Syed Awalluddin and Mr Loh Chen Peng were pro-rated from 1 May 2020 until their retirement as Directors of the Company at the conclusion of the Tenth AGM of the Company held on 8 October 2020.

3. Directors’ Remuneration (excluding Directors’ Fees)

Section 230(1) of the Act 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 AGM for the payment of Directors’ remuneration (excluding Directors’ fees) payable to Non-Executive Directors of the Company.

Resolution 2 is to seek shareholders’ approval at this AGM for the payment of Directors’ remuneration (excluding Directors’ fees) payable to the Non-Executive Directors of the Company for the period from 8 October 2021 until the next AGM of the Company.

The current Directors’ remuneration (excluding Directors’ fees) payable to the Non-Executive Directors for the Company comprises of meeting allowances.

In determining the estimated remuneration payable to 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 and additional unscheduled Board Meetings and/or Board Committee 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. Re-election of Directors

Pursuant to Clause 117 of the Company’s Constitution, one third (1/3) of the Directors shall retire from office at least once in every three (3) years at each AGM of the Company and the retiring Directors can offer themselves for re-election. The Constitution also provides that a Director who is appointed during the year shall be subject to re-election at the next AGM to be held following his appointment pursuant to Clause 107 of the Company’s Constitution.

Accordingly, Dato’ Sri Yeoh Choon San, Dato’ Abdul Manap Bin Abd Rahman and Mr Martin Giles Manen shall retire by rotation at this Eleventh AGM. Dato’ Sri Yeoh Choon San and Mr Martin Giles Manen being eligible, have offered themselves for re-election whilst Dato’ Abdul Manap Bin Abd Wahab has given notice that he does not wish to seek re-election at this AGM. Hence, Dato’ Abdul Manap Bin Abd Wahab will retire from office at the conclusion of this Eleventh AGM.

Notice of Annual General Meeting

5. Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

Ordinary 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 Act, 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, 378,000 new shares in the Company were issued pursuant to the award of shares under the Employees' Share Scheme and that the mandate granted to the Directors at the Tenth AGM held on 8 October 2020 will lapse at the conclusion of the Eleventh 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.

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

The proposed Ordinary Resolution 7, 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 in Part A of the Statement/Circular to Shareholders dated 27 August 2021 which can be viewed and downloaded from the websites of the Company at <https://www.bauto.com.my> and/or Bursa Malaysia Securities Berhad at <https://www.bursamalaysia.com>.

7. Proposed Adoption of a New Constitution

The Special Resolution, if passed, will further streamline and clarify the Company's existing Constitution with the provisions of the Act and the relevant amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The relevant information on the Special Resolution is set out in Part B of the Statement/Circular to Shareholders dated 27 August 2021 which can be viewed and downloaded from the websites of the Company at <https://www.bauto.com.my> and/or Bursa Malaysia Securities Berhad at <https://www.bursamalaysia.com>.

The Constitution shall take effect once the Special Resolution has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the Eleventh AGM.

8. Proxy and Entitlement of Attendance

- (i) The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions ("FAQ") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 ("the Revised Guidance Note and FAQ"), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. Physical gatherings no matter how small are prohibited. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the online platform is located in Malaysia. Please follow the procedures as stipulated in the Administrative Details for the Meeting in order to register, participate and vote virtually.

- (ii) 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 is entitled to appoint not more than two (2) proxies 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.

- (iii) A member, other than an authorised nominee or an exempt authorised nominee, may appoint not more than two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.

- (iv) An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account.

- (v) 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.

- (vi) 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.

- (vii) 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 or via electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (please refer to the Administrative Details for further information on electronic submission) not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. **latest by Tuesday, 5 October 2021 at 10.00 a.m.**

- (viii) Members and proxies would need to register as a user on the Boardroom Smart Investor Portal first before they can request for the Remote Participant User ID and password to virtually attend, participate, speak and vote at the AGM, in accordance with Administrative Details.

- (ix) Only members whose names appear in the Record of Depositors as at 30 September 2021 shall be entitled to participate and/or vote at the AGM or appoint a proxy(ies) to participate and/or vote in his/her stead at the AGM.

9. Poll voting

Pursuant to Clause 82 of the Constitution of the Company and 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 way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

FORM OF PROXY



Registration No. 201001016854 (900557-M)

I/We _____ (Name in full)

NRIC or Company No. _____ CDS Account No. _____
(New and Old NRIC Nos.)

of _____ (Address)

being a member/members of BERMAZ AUTO BERHAD hereby appoint:

Name in full	Proxy 1	NRIC/Passport No.:	Proportion of shareholding to be represented by the proxy/proxies:	
			No. of Shares	%
Address:				
Mobile Number:		Email Address:		

And/or

Name in full	Proxy 2	NRIC/Passport No.:	Proportion of shareholding to be represented by the proxy/proxies:	
			No. of Shares	%
Address:				
Mobile Number:		Email 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 Eleventh Annual General Meeting of the Company to be conducted on a fully virtual basis through an online meeting platform provided by Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my> (MYNIC Domain Registration Number D6A357657) on Thursday, 7 October 2021 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		PROXY 1		PROXY 2	
		For	Against	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 8 October 2021 until the next Annual General Meeting of the Company.				
ORDINARY RESOLUTION 3	To re-elect Dato' Sri Yeoh Choon San as Director.				
ORDINARY RESOLUTION 4	To re-elect Mr Martin Giles Manen 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 authority for the Company to purchase its own shares.				
SPECIAL RESOLUTION	To approve the proposed adoption of a new Constitution.				

Dated this _____ day of _____, 2021.

No. of shares held

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

Fold this flap for sealing

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Affix Stamp

THE COMPANY SECRETARY
BERMAZ AUTO BERHAD
LOT 13-01A, LEVEL 13 (EAST WING)
BERJAYA TIMES SQUARE
NO. 1 JALAN IMBI
55100 KUALA LUMPUR

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FORM OF PROXY

Notes:

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2. 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 is entitled to appoint not more than two (2) proxies 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.
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10. Pursuant to Clause 82 of the Constitution of the Company and 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 way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

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REQUEST FORM



Should you require a printed copy of the Annual Report 2021 and Statement / Circular to Shareholders, 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 BERMAZ AUTO BERHAD 2021 ANNUAL REPORT AND STATEMENT/CIRCULAR TO SHAREHOLDERS

Name of Shareholder : _____
NRIC No./Company No. : _____
CDS Account No. : _____
Address : _____

Contact No. : _____
Signature of Shareholder : _____

Fold this flap for sealing

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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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