

BERTAM ALLIANCE BERHAD

BERTAM ALLIANCE BERHAD

[Registration No. 199401019851 (305530-A)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-first Annual General Meeting ("31st AGM") of Bertam Alliance Berhad ("Bertam" or the "Company") will be held at Ming Garden Hotel, Lorong Ming Garden, Jalan Coastal, 88000 Kota Kinabalu, Sabah, Malaysia on Monday, 30 June 2025 at 10.00 a.m. or at any adjournment thereof to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of Directors' fees and other benefits payable of up to RM250,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 31st AGM or at any adjournment thereof until the conclusion of the next AGM of the Company to be held in the year 2026. *Ordinary Resolution 1*
3. To re-elect Mr. Koo Jenn Man as Director who retires by rotation in accordance with Clause 105(1) of the Company's Constitution and being eligible, has offered himself for re-election. *Ordinary Resolution 2*
4. To re-elect Mr. Law Ngia Meng as Director who retires in accordance with Clause 114 of the Company's Constitution and being eligible, has offered himself for re-election. *Ordinary Resolution 3*
5. To re-appoint Messrs. PKF PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*

AS SPECIAL BUSINESS:

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

6. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 5*

"THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Clause 61 of the Company's Constitution.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

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

By order of the Board,

TAN TONG LANG (MAICSA 7045482/ PC NO. 202208000250)
THIEN LEE MEE (LS0010621/PC NO. 201908002254)
Company Secretaries

Date: 30 April 2025

Notes:

1. *For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 16 June 2025. Only a Member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, speak or vote on his/her behalf.*
2. *A member entitled to attend and vote at this meeting is entitled to appoint proxy/proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.*
3. *A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.*
4. *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
5. *Where a member of the Company is an exempt authorised nominee who holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
7. *The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notially certified copy of that power of attorney, must be deposited at the Company's Share Registrar office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*
8. *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 of AGM will be put to vote by way of poll.*

Explanatory Notes:

1. Audited Financial Statements for the financial year ended 31 December 2024

This Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Act provides that the Audited Financial Statements are to be laid in the general meeting and do not require formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 1: Payment of Directors' Fees and other benefits payable to the Directors

Section 230(1) of the Act provides that the fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, the total estimated amount of the Director's benefit payable is calculated based on the number of scheduled Board's and Board's Committee Meetings and other benefits from the conclusion of the 31st AGM until the conclusion of the next AGM of the Company in the year 2026.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged board composition size), approval will be sought at the next AGM of the Company for additional fees to meet the shortfall.

3. Ordinary Resolution 2: Re-election of Director pursuant to Clause 105 (1) of the Company's Constitution

Clause 105(1) of the Company's Constitution states that an election of Directors shall take place each year at the annual general meeting of the Company, where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election, PROVIDED ALWAYS that the Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Mr. Koo Jenn Man is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the 31st AGM.

The Board had endorsed the Nomination Committee's recommendation to re-elect the Director standing for re-election at the 31st AGM as he possesses the required skill set to facilitate and contribute to the Board's effectiveness.

4. Ordinary Resolution 3: Re-election of Director pursuant to Clause 114 of the Company's Constitution

Clause 114 of the Company's Constitution states that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number be fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr Law Ngia Meng was appointed as the Executive Director of the Company on 18 November 2024, is standing for re-election as Director of the Company and eligible to offer himself for re-election in accordance with Clause 114 of the Company's Constitution at the forthcoming 31st Annual General Meeting.

The Board had endorsed the Nomination Committee's recommendation to re-elect Mr Law Ngia Meng standing for re-election at the 31st AGM in accordance with Clause 114 of the Company's Constitution.

5. Ordinary Resolution 4: Re-appointment of Auditors

The Audit and Risk Management Committee ("ARMC") has undertaken an assessment of the suitability and independence of the external auditors, Messrs. PKF PLT and is satisfied with PKF PLT's quality of audit, performance, competency and sufficiency of resources.

Supported by the ARMC's assessment, the Board recommends the re-appointment of PKF PLT as external auditors of the Company for the ensuing year at a fee to be fixed by the Board of Directors.

6. Ordinary Resolution 5: Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

As of the date of this Notice, no new shares were issued by the Company pursuant to the General Mandate granted to the Directors at the 30th AGM held on 28 June 2024 which will be lapsed at the conclusion of the 31st AGM of the Company.

With this General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible shares.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

- 1. Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."*

Clause 61 of the Company's Constitution provides as follows:

- "61. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under the Company's Constitution."*

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No notice of nomination has been received to date from any member nominating any individual for election as a Director at the AGM of the Company. There is therefore no individual standing for election as Director, save for the above Director who is standing for re-election.

Further details of the Director standing for re-election as Director at the 31st AGM are set out in their profile which appears in the Directors' Profiles of this Annual Report and the details of their interests in the securities of the Company are disclosed in the Analysis of Shareholdings of this Annual Report.

The detailed information relating to the general mandate for the issue of securities pursuant to Paragraph 6.03(3) of the MMLR of Bursa Securities is set out under Explanatory Notes on Special Business for Ordinary Resolution 5 of the Notice of the 31st AGM of the Company.