

# **NOTIFICATION TO SHAREHOLDERS**

## *Tenth Annual General Meeting (“10<sup>th</sup> AGM” or “the Meeting”)*

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

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 10<sup>th</sup> AGM of the Company shall be conducted entirely on a fully virtual basis via Remote Participation and Electronic Voting (“RPEV”) facilities.

The Company will be using Boardroom Share Registrars Sdn Bhd’s LUMI AGM solution which is available at <https://web.lumiagm.com/> or you may download the free “Lumi AGM” app from the Apple App Store or Google Play Store. Shareholders are encouraged to leverage on the RPEV facilities 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 10<sup>th</sup> AGM of BAuto which will be held as follows:

**Meeting Day and Date** : Thursday, 8 October 2020  
**Time** : 10.00 a.m.  
**Broadcast Venue** : Auditorium  
Bermaz Auto Berhad  
No. 7, Jalan Pelukis U1/46  
Temasya Industrial Park, Seksyen U1  
40150 Shah Alam, Selangor Darul Ehsan

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 and 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 the 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***

*Tenth Annual General Meeting (“10<sup>th</sup> AGM” or “the Meeting”)*

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 2020
2. Statement to Shareholders in relation to the Proposed Renewal of Authority for the Company to purchase its own shares (“Share Buy-back Statement”)
3. Notice of 10<sup>th</sup> AGM
4. Form of Proxy
5. Administrative Details
6. Request Form for printed copy of Annual Report 2020 and Share Buy-back Statement

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

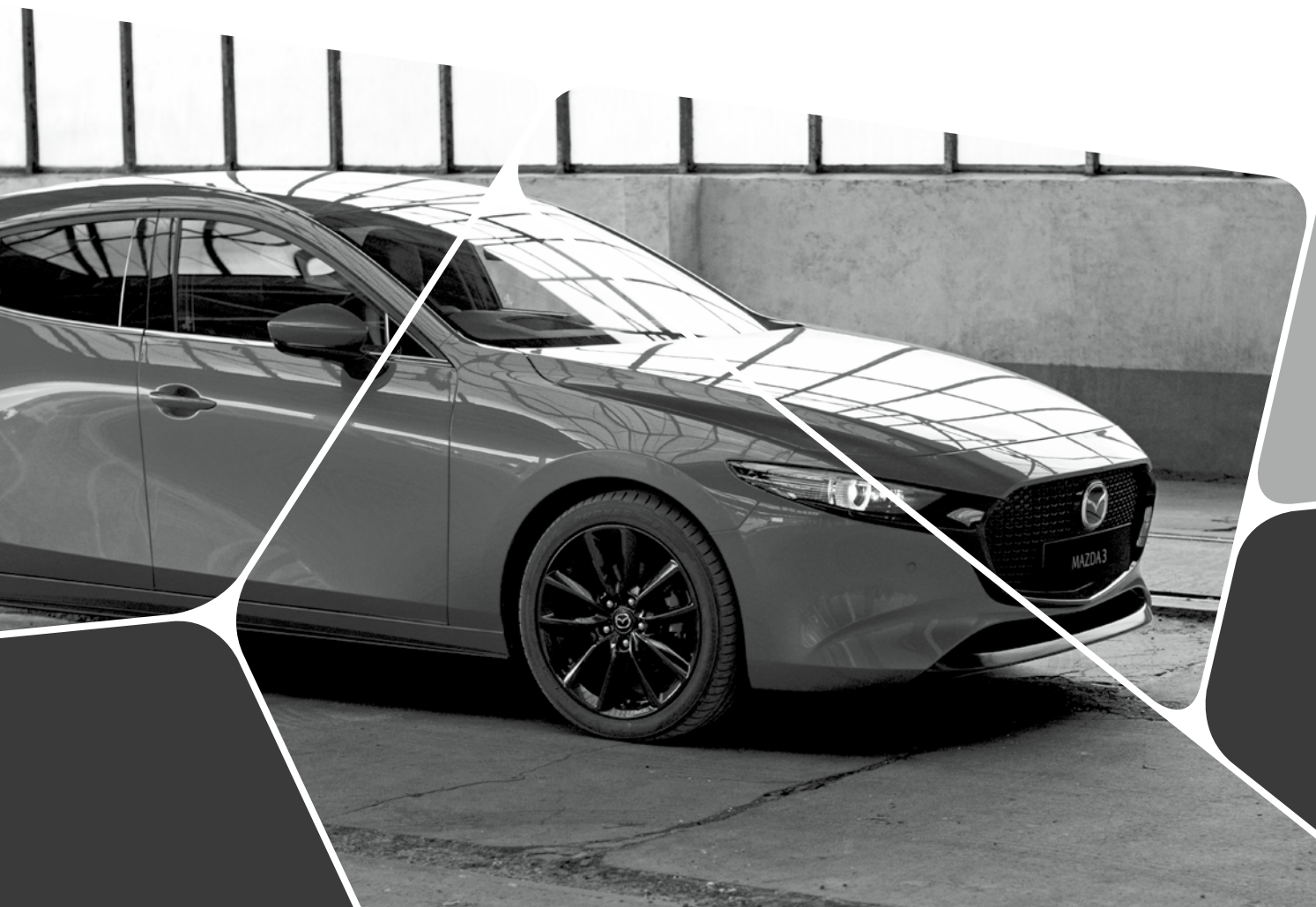


A large, stylized checkered flag graphic in shades of gray, positioned in the upper left and center of the page. The flag is curved and appears to be moving or waving, with the squares becoming smaller and more blurred towards the right.

# ***CONTENTS***

4	Administrative Details
9	Statement of Financial Position
10	Statements of Profit or Loss and Other Comprehensive Income
11	Notice of Annual General Meeting

Form of Proxy  
Request Form



# ADMINISTRATIVE DETAILS

for Tenth Annual General Meeting (“10<sup>th</sup> AGM” or “the Meeting”)

Meeting Platform	: <a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a>
Registration	: Virtual Meeting via Remote Participation and Electronic Voting facilities
Meeting Day and Date	: Thursday, 8 October 2020
Time	: 10.00 a.m.
Broadcast Venue	: Auditorium Bermaz Auto Berhad No. 7, Jalan Pelukis U1/46 Temasya Industrial Park, Seksyen U1 40150 Shah Alam, Selangor Darul Ehsan
Mode of Communication	: Shareholders may:- <ol style="list-style-type: none"><li>1. Pose questions during live streaming at <a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a>;</li></ol> <p><b>OR</b></p> <ol style="list-style-type: none"><li>2. Submit questions prior to the 10<sup>th</sup> AGM by emailing to <a href="mailto:BAuto10thAGM@bermaz.com.my">BAuto10thAGM@bermaz.com.my</a> no later than Tuesday, 6 October 2020 at 10.00 a.m.</li></ol>

## 1. Virtual Meeting

- 1.1 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 10<sup>th</sup> AGM of the Company shall be conducted on a fully virtual basis via Remote Participation and Electronic Voting (“RPEV”) facilities.
- 1.2 The main and only venue of the 10<sup>th</sup> AGM is the Broadcast Venue **which is strictly for the purpose of complying with Section 327 (2) of the Companies Act 2016 and Clause 70 of the Company’s Constitution** that requires the Chairman of the Meeting to be present at the main venue of the AGM. Shareholders/proxies/corporate representatives should not be physically present at the Broadcast Venue on the day of the 10<sup>th</sup> AGM and will be requested to leave the Broadcast Venue.
- 1.3 In line with the Malaysian Code on Corporate Governance Practice 12.3, by conducting a virtual AGM, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the RPEV facilities, 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.
- 1.4 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual Meeting. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

The Company, the Board 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 1 October 2020 shall be entitled to participate and/or vote at the 10<sup>th</sup> 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 Tenth Annual General Meeting (“10<sup>th</sup> AGM” or “the Meeting”)

## 3. Form(s) of Proxy

If you are unable to attend and participate at the 10<sup>th</sup> AGM via RPEV facilities, 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 10<sup>th</sup> AGM i.e. latest by Tuesday, 6 October 2020 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://boardroomlimited.my/> by logging in and selecting “E-PROXY LODGEMENT” below.

### Step 1 Register Online with BoardRoom Smart Investor Portal (for first time registration only)

*[Note: If you have already signed up with BoardRoom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on eProxy Lodgement.]*

- a. Access website <https://boardroomlimited.my/>
- b. Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport.
- d. Please enter a valid email address and wait for BoardRoom’s email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

### Step 2 eProxy Lodgement

- a. Access website <https://boardroomlimited.my/>
- b. Login with your User ID and Password given above.
- c. Go to “E-PROXY LODGEMENT” and browse the Meeting List for “BERMAZ AUTO BERHAD TENTH (10<sup>TH</sup>) ANNUAL GENERAL MEETING” and click “APPLY”.
- d. Read the terms & conditions and confirm the Declaration.
- e. Enter your CDS Account Number and indicate the number of securities.
- f. Appoint your proxy(ies) or the Chairman of the Meeting and enter the required particulars for your proxy(ies).
- g. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- h. Review and confirm your proxy(ies) appointment.
- i. Click submit.

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

## 4. Revocation of Proxy

If you have submitted your Form(s) of Proxy prior to the 10<sup>th</sup> AGM and subsequently decide to appoint another person or wish to participate in the Meeting yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) not less than forty eight (48) hours before the 10<sup>th</sup> AGM. Upon revocation, your proxy(ies) will not be allowed to participate in the 10<sup>th</sup> AGM. In such event, you should advise your proxy(ies) accordingly.

# ADMINISTRATIVE DETAILS

for Tenth Annual General Meeting (“10<sup>th</sup> AGM” or “the Meeting”)

## 5. Voting Procedure

- 5.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the Meeting will be conducted by poll. The Company has appointed 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.

The shareholders/proxies/corporate representatives are required to use **one (1)** of the following methods to vote remotely:

- (a) Download Lumi AGM App (free of charge) onto your personal voting device prior to the Meeting from Apple App Store or Google Play Store; **or**
  - (b) Launch Lumi AGM by scanning the QR Code given to you in the email along with your remote participation User ID and Password; **or**
  - (c) Access to Lumi AGM via website URL <https://web.lumiagm.com/>
- 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 only commence after announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
- 5.5 The Independent Scrutineer will verify the poll results reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

## 6. Remote Participation and Electronic Voting (‘RPEV’)

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities to participate and/or vote remotely at the 10<sup>th</sup> AGM.
- 6.2 If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, pose questions and/or submit your votes in real time whilst the Meeting is in progress.
- 6.3 Kindly follow the steps below to request for your login ID, password and usage of the RPEV facilities.



Procedure	Action
<b>Before the day of the AGM</b>	
1. Register Online with Boardroom Smart Investor Portal	<p><b>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</b></p> <ul style="list-style-type: none"><li>a. Access website <a href="https://boardroomlimited.my/">https://boardroomlimited.my/</a></li><li>b. Click &lt;&lt;<b>Login</b>&gt;&gt; and click &lt;&lt;<b>Register</b>&gt;&gt; to sign up as a user.</li><li>c. Complete registration and upload softcopy of MyKAD (front and back) or Passport.</li><li>d. Please enter a valid email address and wait for Boardroom’s email verification.</li><li>e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.</li></ul>





# ADMINISTRATIVE DETAILS

for Tenth Annual General Meeting (“10<sup>th</sup> AGM” or “the Meeting”)

Procedure		Action
<b>Before the day of the AGM (cont'd)</b>		
2.	Submit request for remote participation	<p><b>(Note: Registration for remote access will be opened on 28 August 2020. Please note that the closing time to submit your request is not less than forty eight (48) hours before the time of holding the 10th AGM, i.e. on Tuesday, 6 October 2020 at 10.00 a.m.)</b></p> <p><b>Individual Shareholders</b></p> <ol style="list-style-type: none"> <li>Log in to <a href="https://boardroomlimited.my/">https://boardroomlimited.my/</a></li> <li>Select “VIRTUAL MEETING” from main menu and select the correct Corporate Event “<b>BERMAZ AUTO BERHAD TENTH (10<sup>TH</sup>) ANNUAL GENERAL MEETING</b>”.</li> <li> <ol style="list-style-type: none"> <li>Read and agree to the Terms &amp; Conditions.</li> <li>Enter your CDS Account and thereafter submit your request.</li> </ol> </li> </ol> <p><b>Corporate Shareholders</b></p> <ol style="list-style-type: none"> <li>Write in to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing the name of Shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form(s) of Proxy to submit the request.</li> <li>Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her valid email address.</li> </ol> <p><b>Authorised Nominee and Exempt Authorised Nominee</b></p> <ol style="list-style-type: none"> <li>Write in to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing the name of Shareholders, CDS Account Number accompanied with the Form of Proxy to submit the request.</li> <li>Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her valid email address.</li> </ol>
3.	Email notification	<ol style="list-style-type: none"> <li>You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified.</li> <li>Upon system verification against the General Meeting Record of Depositories as at 1 October 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</li> <li>If your our registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.</li> <li>Please note that the closing date and time to submit your request is by Tuesday, 6 October 2020 at 10.00 a.m.</li> </ol>
<b>On the day of the AGM</b>		
4.	Login to Meeting Platform	<ol style="list-style-type: none"> <li>The Meeting Platform will be open for login <b>one (1) hour</b> before the commencement of the AGM.</li> <li>The Meeting Platform can be accessed via <b>one</b> of the following methods:- <ul style="list-style-type: none"> <li>&gt; Download the Lumi AGM App (free of charge) from Apple App Store or Google Play Store; <b>or</b></li> <li>&gt; Scan the QR Code provided in the email notification; <b>or</b></li> <li>&gt; Navigate to the website at <a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a></li> </ul> </li> <li>Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 3.</li> </ol>
5.	Participate	<p><b>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question(s).]</b></p> <ol style="list-style-type: none"> <li>If you would like to view the live webcast, select the broadcast  icon.</li> <li>If you would like to ask a question during the Meeting, select the messaging  icon.</li> <li>Type your message within the chat box, once completed click the send button.</li> </ol>

# ADMINISTRATIVE DETAILS

for Tenth Annual General Meeting (“10<sup>th</sup> AGM” or “the Meeting”)

On the day of the AGM (cont'd)		
6.	Voting	<ol style="list-style-type: none"><li>Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.</li><li>To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</li><li>To change your vote, simply select another voting direction.</li><li>If you wish to cancel your vote, please press “Cancel”.</li></ol>
7.	End of Participation	Upon the announcement by the Chairman on the closure of the Meeting, the live webcast will end and the Messaging window will be disabled.

## Gift Policy

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

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

## Enquiry

If you have any enquiries prior to the 10<sup>th</sup> 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

## 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](mailto: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 : 11<sup>th</sup> 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](mailto:bsr.helpdesk@boardroomlimited.com)





# STATEMENTS OF FINANCIAL POSITION

as at 30 April 2020

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	38,700	27,148	7	16
Right-of-use assets	70,469	-	-	-
Other investment	2,771	1,261	-	-
Subsidiary company	-	-	533,752	530,245
Associated companies	210,387	183,838	43,631	43,631
Deferred tax assets	62,847	52,345	-	-
Goodwill	500	500	-	-
	<u>385,674</u>	<u>265,092</u>	<u>577,390</u>	<u>573,892</u>
<b>Current assets</b>				
Inventories	684,644	283,976	-	-
Trade and other receivables	107,452	98,256	50,088	125,160
Tax recoverable	10,397	-	90	-
Derivative assets	-	138	-	-
Deposits with financial institutions	46,675	221,850	6,482	48,865
Cash and bank balances	53,545	98,316	23	9
	<u>902,713</u>	<u>702,536</u>	<u>56,683</u>	<u>174,034</u>
<b>TOTAL ASSETS</b>	<u>1,288,387</u>	<u>967,628</u>	<u>634,073</u>	<u>747,926</u>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity attributable to equity holders of the parent</b>				
Share capital	608,823	607,879	608,823	607,879
Reserves	(136,166)	(36,768)	10,578	146,109
	<u>472,657</u>	<u>571,111</u>	<u>619,401</u>	<u>753,988</u>
Treasury shares	(2,602)	(6,486)	(2,602)	(6,486)
	<u>470,055</u>	<u>564,625</u>	<u>616,799</u>	<u>747,502</u>
Non-controlling interests	51,153	45,218	-	-
<b>Total equity</b>	<u>521,208</u>	<u>609,843</u>	<u>616,799</u>	<u>747,502</u>
<b>Non-current liabilities</b>				
Contract liability	85,104	70,840	-	-
Provisions	35,582	35,064	-	-
Lease liabilities	65,067	-	-	-
	<u>185,753</u>	<u>105,904</u>	<u>-</u>	<u>-</u>
<b>Current liabilities</b>				
Short term borrowings	137,709	-	-	-
Trade and other payables	349,500	169,386	17,274	331
Contract liability	49,931	41,617	-	-
Provisions	29,789	27,598	-	-
Lease liabilities	9,082	-	-	-
Tax payable	5,415	13,280	-	93
	<u>581,426</u>	<u>251,881</u>	<u>17,274</u>	<u>424</u>
<b>Total liabilities</b>	<u>767,179</u>	<u>357,785</u>	<u>17,274</u>	<u>424</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>1,288,387</u>	<u>967,628</u>	<u>634,073</u>	<u>747,926</u>

# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 April 2020

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Revenue	1,755,406	2,519,862	70,000	225,000
Cost of sales	(1,500,630)	(2,061,269)	-	-
<b>Gross profit</b>	<b>254,776</b>	<b>458,593</b>	<b>70,000</b>	<b>225,000</b>
Other income	31,780	19,415	741	1,949
Selling and distribution expenses	(60,570)	(73,471)	-	-
Administrative expenses	(113,890)	(113,464)	(1,487)	(1,339)
	112,096	291,073	69,254	225,610
Finance costs	(6,665)	(698)	-	-
Share of results of associates	26,549	50,190	-	-
<b>Profit before tax</b>	<b>131,980</b>	<b>340,565</b>	<b>69,254</b>	<b>225,610</b>
Income tax expense	(27,916)	(73,769)	(172)	(472)
<b>Profit for the year</b>	<b>104,064</b>	<b>266,796</b>	<b>69,082</b>	<b>225,138</b>
Other comprehensive income: <u>Item that may be reclassified</u> <u>subsequently to profit or loss</u>				
Foreign currency translation	8,570	6,795	-	-
<b>Total comprehensive income for the year</b>	<b>112,634</b>	<b>273,591</b>	<b>69,082</b>	<b>225,138</b>
<b>Profit attributable to:</b>				
- Owners of the parent	100,840	264,039	69,082	225,138
- Non-controlling interests	3,224	2,757	-	-
	104,064	266,796	69,082	225,138
<b>Total comprehensive income attributable to:</b>				
- Owners of the parent	106,060	268,679	69,082	225,138
- Non-controlling interests	6,574	4,912	-	-
	112,634	273,591	69,082	225,138
Earnings per share (sen)				
- Basic, for the year	8.68	22.75		
- Diluted, for the year	8.66	22.64		
Dividend per share (sen)				
- First interim dividend			3.25	2.50
- Second interim dividend			2.75	3.75
- Third interim dividend			1.45	4.50
- Fourth interim dividend			-	3.50
- Special dividend			-	7.00



# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting (“AGM”) of Bermaz Auto Berhad will be conducted on a fully virtual basis from the broadcast venue (“Broadcast Venue”) at the Auditorium of Bermaz Auto Berhad, No. 7, Jalan Pelukis U1/46, Temasya Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 8 October 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 April 2020 and the Directors’ and Auditors’ Reports thereon.

As Ordinary Business:-

2. To approve the payment of Directors’ fees amounting to RM320,390.00 to the Non-Executive Directors of the Company for the financial year ended 30 April 2020.
3. To approve the additional payment of Directors’ remuneration (excluding Directors’ fees) to the Non-Executive Directors of the Company up to an amount of RM2,900.00 for the period from 5 October 2019 until the next Annual General Meeting of the Company to be held in 2020.
4. To approve the payment of Directors’ remuneration (excluding Directors’ fees) to the Non-Executive Directors of the Company up to an amount of RM90,500.00 for the period from 9 October 2020 until the next Annual General Meeting of the Company to be held in 2021.
5. To re-elect Dato’ Kalsom Binti Abd. Rahman who retires pursuant to Clause 117 of the Company’s Constitution.
6. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Ordinary  
Resolution 1**

**Ordinary  
Resolution 2**

**Ordinary  
Resolution 3**

**Ordinary  
Resolution 4**

**Ordinary  
Resolution 5**

As Special Business:-

7. 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 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**

**(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

# ***NOTICE OF ANNUAL GENERAL MEETING***

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
- (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***

By Order of the Board

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

Kuala Lumpur  
28 August 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. Hence, this item on the Agenda is not put forward for voting.

### 2. Directors' Fees

In December 2019, the Remuneration Committee ("RC") had conducted a review of the remuneration levels of the Non-Executive Directors and 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 RC, has proposed an increase in Directors' Fee for each of the Non-Executive Directors of the Company from RM50,000.00 to RM60,000.00 per annum with effect from 1 January 2020.

### 3. Directors' Remuneration (excluding Directors' Fees)

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

Resolution 2 is to allow the payment of additional Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors of the Company up to an amount of RM2,900.00 for the period from 5 October 2019 until the next AGM of the Company to be held in 2020. The additional payment is due to the revision in the payment of meeting attendance allowances payable to the Non-Executive Directors for Board and Board Committee meetings.

Resolution 3 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 9 October 2020 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 of Directors ("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 Director

Pursuant to Clause 117 of the Company's Constitution, one third (1/3) of the Directors shall retire from the office at least once in every three (3) years at each Annual General Meeting ("AGM") of the Company and the retiring Directors can offer themselves for re-election.

Accordingly, Dato' Syed Ariff Fadzillah Bin Syed Awalluddin, Dato' Kalsom Binti Abd. Rahman and Mr Loh Chen Peng shall retire by rotation at this Tenth AGM. Dato' Kalsom Binti Abd. Rahman being eligible, has offered herself for re-election whilst Dato' Syed Ariff Fadzillah Bin Syed Awalluddin and Mr Loh Chen Peng have given notice that they do not wish to seek re-election at this AGM. Hence, both Dato' Syed Ariff Fadzillah Bin Syed Awalluddin and Mr Loh Chen Peng will retire from office at the conclusion of this Tenth AGM.

### 5. Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

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 Companies Act 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 Annual General Meeting 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 Ninth Annual General Meeting held on 4 October 2019 and which will lapse at the conclusion of the Tenth Annual General Meeting.

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 the Statement to Shareholders dated 28 August 2020 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. Proxy and Entitlement of Attendance

- (i) As part of the measures to curb 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 Electronic Voting facilities ("RPEV facilities") provided by Boardroom Share Registrars Sdn Bhd ("Boardroom") via its online website at <https://web.lumiagm.my/>. Please follow the procedures provided in the Administrative Details for the AGM of the Company in order to register, participate and vote remotely via the RPEV facilities.
- (ii) The main and only venue of the Tenth AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the AGM of the Company to be present at the main venue of the AGM of the Company in Malaysia.
- (iii) Shareholders/proxy(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 RPEV facilities 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.
- (v) 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.
- (vi) 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.
- (vii) An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), may appoint multiple proxies in respect of each of its omnibus account.
- (viii) An individual member who appoints a proxy must sign the Form of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form of Proxy under seal or under the hand of its officer or attorney duly authorised.
- (ix) The duly executed Form of Proxy must be deposited at the Company's Registered Office at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur or via electronic means through the Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/> (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, 6 October 2020 at 10.00 a.m..
- (x) Only members whose names appear in the Record of Depositors as at 1 October 2020 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 via RPEV facilities.

This page is intentionally left blank.

# FORM OF PROXY



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 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				
Tel No.:		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				
Tel No.:		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 Tenth Annual General Meeting of the Company to be conducted on a fully virtual basis through live streaming from the broadcast venue at the Auditorium of Bermaz Auto Berhad at No. 7, Jalan Pelukis U1/46, Temasya Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan ("Broadcast Venue") on Thursday, 8 October 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(s) 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 the additional payment of Directors' remuneration (excluding Directors' fees) for the period from 5 October 2019 until the next Annual General Meeting of the Company.				
ORDINARY RESOLUTION 3	To approve payment of Directors' remuneration (excluding Directors' fees) for the period from 9 October 2020 until the next Annual General Meeting of the Company.				
ORDINARY RESOLUTION 4	To re-elect Dato' Kalsom Binti Abd. Rahman 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.				

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

No. of shares held

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



Fold this flap for sealing

2<sup>nd</sup> fold here



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

1<sup>st</sup> fold here

# FORM OF PROXY

## Notes:

1. As part of the measures to curb 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 Electronic Voting facilities ("RPEV facilities") provided by Boardroom Share Registrars Sdn Bhd ("Boardroom") via its online website at <https://web.lumiagm.com/>. Please follow the procedures provided in the Administrative Details for the AGM of the Company in order to register, participate and vote remotely via the RPEV facilities.
2. The main and only venue of the Tenth AGM is the Broadcast Venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the AGM of the Company to be present at the main venue of the AGM of the Company in Malaysia.
3. 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.
4. 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 RPEV facilities 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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 Online Portal at <https://boardroomlimited.my/> (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, 6 October 2020 at 10.00 a.m..
10. Only members whose names appear in the Record of Depositors as at 1 October 2020 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 via RPEV facilities.

This page is intentionally left blank.

# ***REQUEST FORM***



Should you require a printed copy of the Annual Report 2020 and 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](mailto:shareg@berjayareg.com.my)

## REQUEST FORM FOR A PRINTED COPY OF BERMAZ AUTO BERHAD 2020 ANNUAL REPORT 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

Then fold here

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

1<sup>st</sup> fold here