

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting ("14th AGM") of Bernmaz Auto Berhad ("BAuto" or the "Company") will be conducted on a virtual basis through live streaming and online voting via Remote Participation and Electronic Voting ("RPEV") facilities hosted at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) (Meeting platform) from the broadcast venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("Broadcast Venue") on **Tuesday, 8 October 2024 at 10.00 a.m.** or at any adjournment thereof, for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 April 2024 together with the Reports of the Directors' and Auditors' thereon. (Explanatory Note 1)
2. To approve the monthly payment of Directors' fees (payable in arrears) for the period from 1 May 2024 up to 30 April 2025 to the following Non-Executive Directors of the Company: (Explanatory Note 2)
 - (i) Datuk Syed Hisham Bin Syed Wazir
 - (ii) Dato' Kalsom Binti Abd. Rahman
 - (iii) Puan Adibah Khairiah Binti Ismail @ Daud
 - (iv) Mr Martin Giles Manan
 - (v) Dato' Wan Kamaruzaman Bin Wan Ahmad
3. To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors of the Company for an amount of up to RM116,400.00 for the period from 9 October 2024 until the next Annual General Meeting of the Company to be held in 2025. (Explanatory Note 2)
4. To re-elect the following Directors who retire by rotation pursuant to Clause 117 of the Company's Constitution: (Explanatory Note 3)
 - (i) Tan Sri Dato' Sri Yeoh Choon San
 - (ii) Dato' Wan Kamaruzaman Bin Wan Ahmad
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. (Explanatory Note 4)

As Special Business

To consider and, if thought fit, pass the following Ordinary Resolution, with or without modifications:

6. **Proposed renewal of authority for the Company to purchase its own shares** (Explanatory Note 5)

"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 ("Bursa Securities") 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 Bursa Securities and to take all such steps as are necessary (including the opening and/or maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991, where applicable) 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
- (d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force."

BY ORDER OF THE BOARD

TAI YIT CHANG (SSM Practising Certificate No. 202008001023) (MAICSA 7009143)
TAI YUEN LING (SSM Practising Certificate No. 202008001075) (LS 0008513)
TEH PEI FEN (SSM Practising Certificate No. 202208000409) (MAICSA 7078581)
Company Secretaries

Selangor Darul Ehsan
28 August 2024

EXPLANATORY 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 Act. Hence, this item on the Agenda is not put forward for voting.

2. Ordinary Resolutions 1 to 6: Directors' fees and remuneration

Section 230(1) of the Act provides that the "fees" and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

Approval from shareholders of the Company was obtained at the Thirteenth (13th) AGM held on 5 October 2023 for the payment of Directors' fees amounting to RM400,000.00 (or RM80,000.00 each) to the Non-Executive Directors of the Company for the period from 1 May 2023 up to 30 April 2024. Upon obtaining such approval, the said fees were paid on a monthly basis in arrears wherein the May 2023 Directors' fees were paid in October 2023 and so forth. Hence, the April 2024 Directors' fees will only be paid in September 2024 (i.e. until the next AGM to be held in 2024).

For the forthcoming 14th AGM, similar approval is being sought from the shareholders of the Company for the payment of Directors' fees to the Non-Executive Directors for the period from 1 May 2024 up to 30 April 2025. Subject to shareholders' approval being obtained, the said fees will be payable on a monthly basis in arrears from October 2024 up to the next AGM to be held in 2025 to the following Non-Executive Directors of the Company as set out below:

Non-Executive Directors	Existing Directors' fees (RM) / per annum	Proposed Directors' fees (RM) / per annum
1) Datuk Syed Hisham Bin Syed Wazir	80,000.00	100,000.00
	-	*20,000.00
2) Dato' Kalsom Binti Abd. Rahman	80,000.00	100,000.00
3) Puan Adibah Khairiah Binti Ismail @ Daud	80,000.00	100,000.00
4) Mr Martin Giles Manan	80,000.00	100,000.00
5) Dato' Wan Kamaruzaman Bin Wan Ahmad	80,000.00	100,000.00
Total:	400,000.00	520,000.00

Note: * An additional fee of RM20,000 per annum is payable to the Non-Executive Director who is designated as the Senior Independent Non-Executive Director of the Company.

The proposed Ordinary Resolutions 1 to 5, if passed, will allow the Company to pay the revised Directors' fees on a monthly basis to the Non-Executive Directors for the relevant period in arrears. The Nomination and Remuneration Committee ("NRC") had reviewed and recommended the Directors' fees and remuneration payable to the Non-Executive Directors to the Board for deliberation. The Board concurred with the NRC that it is just and equitable for the payments to be made on such basis as the Non-Executive Directors have been diligently discharging their responsibilities and rendering their services to the Company.

The Directors' remuneration payable to the Non-Executive Directors of the Company is in respect of meeting allowance for attending the Board and Board Committees' meetings as set out in the table below:

Meeting attendance allowance (per meeting attended):	Board	Board Committees
	RM	RM
a) Chairman*	1,600.00	1,500.00
b) Other Board/Committee members	1,300.00	1,200.00

Note: * Only for Board and/or Board Committees' meetings that are being chaired by Non-Executive Director (where applicable)

In arriving at the estimated total remuneration payable to Non-Executive Directors, the Board took into consideration, among others, the number of scheduled meetings for the Board, Board Committees and general meetings of the Company, the number of Non-Executive Directors involved in these meetings and the appointment of additional Director(s) and unscheduled Board and/or Board Committees' meetings, if any. There are no changes to the Directors' meeting attendance allowance.

Subject to the passing of the Proposed Ordinary Resolution 6 at the 14th AGM of the Company, payment for the Directors' remuneration will be made as and when incurred. The Company shall seek shareholders' approval for additional fee to meet any shortfall in the proposed payment (for example, due to additional meetings or increase in Board composition) at the next AGM, if necessary.

3. Ordinary Resolutions 7 and 8: 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 ("Retiring Directors").

Ordinary Resolutions 7 and 8 are to seek shareholders' approval at the 14th AGM of the Company for the re-election of the Retiring Directors. The NRC has assessed the performance and contribution of the Retiring Directors, as well as the independence of the Retiring Directors seeking for re-election at the 14th AGM inclusive of their skills, experience, character, integrity, competency, commitment and contribution. Based on the findings of the Board and Board Committees' Evaluation for the financial year ended 2024, the performance and contribution of the Retiring Directors were found to be satisfactory and they are competent and able to discharge their fiduciary duties as Directors of the Company. The NRC is satisfied that the Retiring Directors meet the fit and proper criteria as set out in the Fit and Proper Policy of the Company.

The Board has deliberated and endorsed the NRC's recommendation and supports the re-election of the Retiring Directors, namely Tan Sri Dato' Sri Yeoh Choon San and Dato' Wan Kamaruzaman Bin Wan Ahmad and recommended the re-election of these Retiring Directors for approval by the shareholders of the Company at the 14th AGM. The Retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Board Committees' meetings.

Tan Sri Dato' Sri Yeoh Choon San has more than 50 years of experience in the automotive industry encompassing various fields of retail, distribution and manufacturing. With his extensive experience in the automotive industry amassed over the years, he provides valuable insights and support in guiding the direction and enhancing the overall performance of the Group.

Dato' Wan Kamaruzaman Bin Wan Ahmad has more than 40 years of experience in the fields of treasury, finance and business advisory. He sits on several public companies. His diverse perspectives and insights significantly enrich the Board's deliberation.

The profile of the Retiring Directors are set out in the Profile of Directors section in the 2024 Annual Report.

4. Ordinary Resolution 9: Re-appointment of Auditors

The present Auditors, Messrs Ernst & Young PLT ("EY"), has indicated their willingness to continue their services for another year. The Audit Committee has considered and recommended to the Board on the re-appointment of EY as Auditors of the Company based on the results of the External Auditors Evaluation for the financial year ended 30 April 2024 wherein EY had satisfactorily performed their audit and had discharged their professional responsibilities in accordance with the rules on professional conduct and ethics and the By-Laws (on Professional Ethics, Conducts and Practice) issued by the Malaysian Institute of Accountants. The Board has deliberated on the Audit Committee's recommendation and had in a meeting held on 7 August 2024, approved to table the re-appointment of EY as Auditors of the Company for the ensuing financial year for shareholders' approval at the 14th AGM.

5. Ordinary Resolution 10: Proposed Renewal of Authority for the Company to purchase its own shares

The proposed Ordinary Resolution 10, 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 2024 which can be viewed and downloaded from the website of the Company at www.bauto.com.my and/or Bursa Securities at www.bursamalaysia.com.

6. Proxy and Entitlement of Attendance

- (i) 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 14th 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) 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.
- (vi) The duly executed Form of Proxy shall be deposited with the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or via electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (Please follow the procedure as stipulated in the Administrative Details) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid.
- (vii) Any notice of termination of a person's authority to act as a proxy must be forwarded to the Share Registrar of the Company no later than **Sunday, 6 October 2024 at 10.00 a.m.**, being forty-eight (48) hours before the meeting.

Please follow the steps below for revocation of Form of Proxy:

- (a) Revocation of submitted eProxy Form via Boardroom Smart Investor Portal ("BSIP"):

- Click 'Meeting Event(s)' and select from the list of companies - BERMAZ AUTO BERHAD 14th ANNUAL GENERAL MEETING' and click 'Enter'
- Click on 'Submit Another eProxy Form'
- Click 'View' under 'Submitted eProxy Form List'
- Click 'Cancel/Revoke' at the bottom of the eProxy form
- Click 'Process' to confirm

- (b) Revocation of submitted Form of Proxy by email or by hand or post:

Please write to bsr.helpdesk@boardroomlimited.com to revoke the appointment of proxy(ies)

- (viii) Members 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 14th AGM, in accordance with the Administrative Details.
- (ix) Only members whose names appear in the Record of Depositors as at 1 October 2024 shall be entitled to participate and/or vote at the 14th AGM or appoint a proxy(ies) to participate and/or vote in his/her stead at the 14th AGM.
- (x) Please ensure ALL the particulars as required in the Form of Proxy are duly completed, signed and dated accordingly.
- (xi) Last date and time for lodging the Form of Proxy is **Sunday, 6 October 2024 at 10.00 a.m.**

7. 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 Securities, all the resolutions set out in this Notice will be put to vote by way of poll. Poll Administrator and Independent Scrutineers are appointed to conduct the polling process and verify the results of the poll respectively.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 14th AGM and/ or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 14th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 14th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.