



# SUNWAY BERHAD (COMPANY NO.: 921551-D)

(INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT, 1965)

## Notice Of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Sunway Berhad ("Sunway" or "Company")** will be held at Grand Caymans, Level 10, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan on Thursday, 27 June 2013 at 4.00 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Third Annual General Meeting of the Company which will be held at 3.30 p.m on the same day and at the same venue, whichever is later, or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:

**ORDINARY RESOLUTION 1  
PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 568,702,201 NEW ORDINARY SHARES OF RM1.00 EACH IN SUNWAY ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM1.70 ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY THREE EXISTING ORDINARY SHARES OF RM1.00 EACH IN SUNWAY ("SUNWAY SHARES") HELD BY THE SHAREHOLDERS OF SUNWAY ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE")**

"THAT subject to the requisite consents/approvals of the relevant authorities/parties (where applicable, including the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the Rights Shares) being obtained, authority be and is hereby given to the Board of Directors of the Company ("**Board**") to allot (provisionally or otherwise) by way of a renounceable rights issue of up to 568,702,201 Rights Shares at an issue price of RM1.70 on the basis of one Rights Share for every three existing Sunway Shares held by the shareholders of the Company whose names appear on the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board;

THAT the Rights Shares shall, upon allotment and issuance, rank pari passu in all respects with, and be entitled to all rights (including voting, dividend, allotment, distribution, transfer and other rights, including those arising on a liquidation of the Company) attaching to, the then existing Sunway Shares except that the Rights Shares so allotted will not be entitled to any rights, dividends, allotments or other distributions, the entitlement date of which is declared prior to the date of allotment of the Rights Shares and will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission or otherwise;

THAT the Board be and are hereby empowered and authorised to disregard and deal with any fractional entitlement and fraction of the Sunway Shares that may arise from the Proposed Rights Issue in such manner as they shall at their absolute discretion deem fit or expedient and in the best interest of the Company;

THAT the Board be and are hereby authorised to approve and give effect to any adjustment, variation, modification or amendment to the deed poll dated 28 June 2011 ("**Deed Poll**") governing the Sunway warrants 2011/2016 ("**Warrants**") in accordance with and subject to the terms therein (including but not limited to the exercise price and number of Warrants), to issue and allot such additional number of Warrants pursuant to the adjustments under the Deed Poll, and to issue and allot such additional number of Sunway Shares to be credited as fully paid-up upon full payment arising from the exercise of such additional Warrants, and all such new Sunway Shares shall, upon allotment and issuance, rank pari passu in all respects with, and be entitled to all rights, (including voting, dividend, allotment, distribution, transfer and other rights, including those arising on a liquidation of the Company) attaching to, the then Sunway Shares, except that they shall not be entitled to any rights, dividends, allotments and/or other distributions, the entitlement date of which is declared prior to the date of allotment of such new Sunway Shares;

THAT approval be and is hereby given for the Company to utilise the proceeds of the Proposed Rights Issue for the purposes set out in the Circular, and the Board be and are hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in their absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company;

AND THAT the Board be and are hereby authorised to execute or enter into agreements, deeds or arrangements as the Board may deem necessary or expedient and to take all such necessary steps to give effect to the aforesaid Proposed Rights Issue with full power to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Rights Issue and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue in the best interest of the Company."

**ORDINARY RESOLUTION 2  
PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED ESOS")**

"THAT subject to the approvals of the relevant authorities (where applicable, including the approval of Bursa Securities for the listing of and quotation for the new Sunway Shares to be issued upon exercise of the options granted under the Proposed ESOS) being obtained, the Board be and is hereby authorised:

(i) to establish, implement and administer the Proposed ESOS for the benefit of the eligible executive directors and employees of the Company and its subsidiaries (excluding dormant companies) ("**Participating Sunway Group**") who fulfil the criteria of eligibility for participation in the Proposed ESOS as determined by the committee duly authorised and appointed by the Board to administer the Proposed ESOS ("**Committee**") in accordance with the By-Laws governing the Proposed ESOS ("**By-Laws**") set out in Appendix I of the Circular to the shareholders of the Company dated 12 June 2013 ("**Circular**");

(ii) to issue and allot such number of new Sunway Shares as may be required to be issued to the Eligible Employees who have accepted the offer of the options and exercised the options vested onto them pursuant to the Proposed ESOS from time to time as may be required for the purpose of the Proposed ESOS, provided that the total number of new Sunway Shares to be allotted and issued shall not exceed in aggregate 10% of the total issued and paid-up share capital of Sunway at any point of time throughout the duration of the Proposed ESOS and that such new Sunway Shares shall, upon allotment and issuance, rank pari passu in all respects with, and be entitled to all rights (including voting, dividend, allotment, distribution, transfer, and other rights, including those arising on a liquidation of the Company) attaching to, the then Sunway Shares except that they shall not be entitled to any rights, dividends, allotments or other forms of distributions, the entitlement date of which is declared prior to the date of allotment of the new Sunway Shares and will be subject to all the provisions of the Articles of Association of Sunway relating to transfer, transmission or otherwise;

(iii) to do all things necessary and to make the necessary application to Bursa Securities for the listing of and quotation for the new Sunway Shares that may hereafter from time to time be issued and allotted pursuant to the Proposed ESOS;

(iv) to modify and/or amend the Proposed ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments; and

(v) to extend the Proposed ESOS for a further period of up to four years without having to obtain further approvals of the shareholders of the Company in a general meeting (unless otherwise required by law or the relevant authorities) or the relevant regulatory authorities and to consent to and to adopt, if the Board so deems fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Proposed ESOS and the By-Laws.

THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion in respect of the Proposed ESOS and the By-Laws, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESOS in the best interest of the Company;

AND THAT the By-Laws of the Proposed ESOS, as set out in Appendix I of the Circular to the shareholders dated 12 June 2013, which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted."

**ORDINARY RESOLUTION 3  
PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN SRI DATO' SERI DR JEFFREY CHEAH FOOK LING, AO**

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling, the Executive Chairman of the Company, options to subscribe for up to 17,200,000 of the new Sunway Shares offered under the Proposed ESOS, provided that at the point the options are offered to Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling:

(a) his allocation of the options together with the allocation to the executive directors and senior management of the Participating Sunway Group in aggregate shall not be more than 50% of the total number of options to be issued under the Proposed ESOS; and

(b) his allocation is not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total number of new Sunway Shares to be offered under the Proposed ESOS if he either singly or collectively through persons connected to him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up share capital of Sunway; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and the Board be and is hereby authorised to allot and issue from time to time such number of new Sunway Shares to Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling upon his exercise of the options under the Proposed ESOS."

**ORDINARY RESOLUTION 4  
PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK SERI RAZMAN M HASHIM**

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Datuk Seri Razman M Hashim, the Deputy Executive Chairman of the Company, options to subscribe for up to 500,000 of the new Sunway Shares under the Proposed ESOS, provided that at the point the options are offered to Datuk Seri Razman M Hashim:

(a) his allocation of the options together with the allocation to the executive directors and senior management of the Participating Sunway Group in aggregate shall not be more than 50% of the total number of options to be issued under the Proposed ESOS; and

(b) his allocation is not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total number of new Sunway Shares to be offered under the Proposed ESOS if he either singly or collectively through persons connected to him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up share capital of Sunway; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and the Board be and is hereby authorised to allot and issue from time to time such number of new Sunway Shares to Datuk Seri Razman M Hashim upon his exercise of the options under the Proposed ESOS."

**ORDINARY RESOLUTION 5  
PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' CHEW CHEE KIN**

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Dato' Chew Chee Kin, the President of the Company, options to subscribe for up to 4,500,000 of the new Sunway Shares under the Proposed ESOS, provided that at the point the options are offered to Dato' Chew Chee Kin:

(a) his allocation of the options together with the allocation to the executive directors and senior management of the Participating Sunway Group in aggregate shall not be more than 50% of the total number of options to be issued under the Proposed ESOS; and

(b) his allocation is not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total number of new Sunway Shares to be offered under the Proposed ESOS if he either singly or collectively through persons connected to him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up share capital of Sunway; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and the Board be and is hereby authorised to allot and issue from time to time such number of new Sunway Shares to Dato' Chew Chee Kin upon his exercise of the options under the Proposed ESOS."

**ORDINARY RESOLUTION 6  
PROPOSED ALLOCATION OF ESOS OPTIONS TO SARENA CHEAH YEAN TIH**

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Sarena Cheah Yeon Tih, an Executive Director of the Company, options to subscribe for up to 1,600,000 of the new Sunway Shares under the Proposed ESOS, provided that at the point the options are offered to Sarena Cheah Yeon Tih:

(a) her allocation of the options together with the allocation to the executive directors and senior management of the Participating Sunway Group in aggregate shall not be more than 50% of the total number of options to be issued under the Proposed ESOS; and

(b) her allocation is not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total number of new Sunway Shares to be offered under the Proposed ESOS if she either singly or collectively through persons connected to her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up share capital of Sunway; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and the Board be and is hereby authorised to allot and issue from time to time such number of new Sunway Shares to Sarena Cheah Yeon Tih upon her exercise of the options under the Proposed ESOS."

**ORDINARY RESOLUTION 7  
PROPOSED ALLOCATION OF ESOS OPTIONS TO PUAN SRI DATIN SERI (DR) SUSAN CHEAH SEOK CHENG**

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Puan Sri Datin Seri (Dr) Susan Cheah Seok Cheng, a major shareholder and also an employee of the Participating Sunway Group, options to subscribe for up to 500,000 of the new Sunway Shares under the Proposed ESOS, provided that at the point the options are offered to Puan Sri Datin Seri (Dr) Susan Cheah Seok Cheng:

(a) her allocation of the options together with the allocation to the executive directors and senior management of the Participating Sunway Group in aggregate shall not be more than 50% of the total number of options to be issued under the Proposed ESOS; and

(b) her allocation is not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total number of new Sunway Shares to be offered under the Proposed ESOS if she either singly or collectively through persons connected to her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up share capital of Sunway; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and the Board be and is hereby authorised to allot and issue from time to time such number of new Sunway Shares to Puan Sri Datin Seri (Dr) Susan Cheah Seok Cheng upon her exercise of the options under the Proposed ESOS."

**ORDINARY RESOLUTION 8  
PROPOSED ALLOCATION OF ESOS OPTIONS TO EVAN CHEAH YEAN SHIN**

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Evan Cheah Yeon Shin, a major shareholder and also an employee of the Participating Sunway Group, options to subscribe for up to 1,600,000 of the new Sunway Shares under the Proposed ESOS, provided that at the point the options are offered to Evan Cheah Yeon Shin:

(a) his allocation of the options together with the allocation to the executive directors and senior management of the Participating Sunway Group in aggregate shall not be more than 50% of the total number of options to be issued under the Proposed ESOS; and

(b) his allocation is not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total number of new Sunway Shares to be offered under the Proposed ESOS if he either singly or collectively through persons connected to him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up share capital of Sunway; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and the Board be and is hereby authorised to allot and issue from time to time such number of new Sunway Shares to Evan Cheah Yeon Shin upon his exercise of the options under the Proposed ESOS."

**ORDINARY RESOLUTION 9  
PROPOSED ALLOCATION OF ESOS OPTIONS TO MELISSA HASHIM BINTI RAZMAN M HASHIM**

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Melissa Hashim Binti Razman M Hashim, an employee of the Participating Sunway Group who is also the daughter of Datuk Seri Razman M Hashim, options to subscribe for up to 28,000 of the new Sunway Shares under the Proposed ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and the Board be and is hereby authorised to allot and issue from time to time such number of new Sunway Shares to Melissa Hashim Binti Razman M Hashim upon her exercise of options under the Proposed ESOS."

By Order of the Board

Tan Kim Aun (MAICSA 7002988)  
Chin Lee Chin (MAICSA 7012347)  
Company Secretaries

Selangor  
12 June 2013

Notes:

1. A member of the Company who is entitled to attend and vote at a general meeting of the Company, or at a meeting of any class of members, may appoint not more than 2 proxies to attend and vote instead of the member at the meeting.
2. A proxy need not be a member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. If a member has appointed a proxy to attend a meeting and subsequently he attends such meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said meeting.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than 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 is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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. Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or the hand of its officer or attorney duly authorised.
8. The instrument appointing a proxy must be deposited at the Registered Office at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof, either by hand, post, electronic mail or fax to (603) 5639 9507. In the case where the member is a corporation and the proxy form is delivered by fax or electronic mail, the original proxy form shall also be deposited at the Registered Office, either by hand or post not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
9. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2013 shall be entitled to attend, speak and vote at the general meeting.