



SURIAGROUP

SURIA CAPITAL HOLDINGS BERHAD

(Company No. 96895-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Suria Capital Holdings Berhad (“**Suria Capital**” or “**Company**”) will be held at Sabah Ports Sdn Bhd’s Training Centre, 1st Floor, Headquarters & Operation Building, Sapangar Bay Container Port, Sapangar Bay, Kota Kinabalu, Sabah on Thursday, 24 October 2013 at 10.00 a.m. or any adjournment, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE BETWEEN SURIA CAPITAL AND SBC CORPORATION BERHAD (“SBC”) TO DEVELOP A PARCEL OF DEVELOPMENT LAND OWNED BY SURIA CAPITAL MEASURING APPROXIMATELY 16.249 ACRES SITUATED AT JALAN TANJUNG LIPAT, OFF JALAN TUN FUAD STEPHENS (COASTAL HIGHWAY), TANJUNG LIPAT LOCALITY, 88400 KOTA KINABALU, SABAH (“DEVELOPMENT LAND”) (“PROPOSED JV”)

“**THAT** approval be and is hereby given to Suria Capital for the joint venture between Suria Capital and SBC to develop the Development Land subject to and upon the terms and conditions as set out in the conditional joint venture agreement dated 21 May 2013 entered into between Suria Capital and SBC in relation to the Proposed JV (“**JVA**”);

AND THAT the Board of Directors of the Company (“**Board**”) be and are hereby authorised to give effect to the Proposed JV with full powers to assent to any modifications, revaluation, variations, arrangement, condition and/or amendment in relation to the Proposed JV and JVA as they may deem fit in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities;

AND FURTHER THAT the Board be and are hereby authorised to take all steps as they may deem fit and expedient in order to implement, finalise, complete and do all acts, deeds and things as the Directors may deem fit or expedient in the best interest of the Company (including to execute, sign and deliver on behalf of the Company all such documents as may be necessary) so as to give full effect to the Proposed JV.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION INTO PROPERTY DEVELOPMENT PURSUANT TO THE PROPOSED JV (“PROPOSED DIVERSIFICATION”)

“**THAT** subject to the passing of Ordinary Resolution 1, approval be and is given to Suria Capital in relation to the proposed diversification of business of Suria Capital into property development;

AND THAT the Board be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effects to the Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities.”

By Order of the Board

SURYANI BINTI MOHD. SAIDI

LS. 0005574

Company Secretary

Kota Kinabalu, Sabah

9 October 2013

Notes:

- (1) A depositor whose name appears in the Record of Depositors as at 17 October 2013 is entitled to attend, speak and vote at the meeting or appoint proxies to attend and/or vote on his/her behalf.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote in his stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 need not be complied with.
- (3) If the appointer is a corporation, this proxy form should be executed under its common seal.
- (4) The instrument appointing a proxy shall be deposited at the Registered Office of the Company at 1st & 2nd Floor, Menara Jubili, No. 53 Jalan Gaya, 88000 Kota Kinabalu at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.