

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (20th) Annual General Meeting of Suiwah Corporation Bhd (or “the Company”) will be held at Sunshine Banquet Hall, Level 4, Sunshine Square Complex, 1, Jalan Mayang Pasir, 11950 Bayan Baru, Penang on Thursday, 28 November 2013 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the year ended 31 May 2013 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the declaration of a first and final dividend of 8% less 25% Malaysian Income Tax for the financial year ended 31 May 2013. **Resolution 2**
3. To re-elect the following Directors who are retiring in accordance with Article 87 of the Company’s Articles of Association and are offering themselves for re-election:
 - (a) Dato’ Hwang Thean Long **Resolution 3**
 - (b) Datuk Haji Radzali Bin Hassan **Resolution 4**
4. To pass the following resolution pursuant to Section 129 of the Companies Act, 1965 as ordinary resolution:

“**THAT** Dato’ Ahmad Hassan Bin Osman who is over the age of seventy years and retiring in accordance with Section 129 of the Companies Act, 1965, be hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting.” **Resolution 5**
5. To approve the payment of directors’ fees of Ringgit Malaysia Two Hundred Thirty Nine Thousand and Six Hundred (RM239,600) only for the year ended 31 May 2013. **Resolution 6**
6. To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS:-

7. To consider and if thought fit, to pass the following resolutions with or without modification: -

7.1 ORDINARY RESOLUTION:

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

“**THAT** subject to Section 132D of the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such person or persons 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 ten per centum (10%) of the issued and paid-up share capital of the Company (excluding treasury shares) for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

Resolution 8

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

7.2 ORDINARY RESOLUTION:

PROPOSED RENEWAL AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING DATO’ HWANG THEAN LONG, DATIN CHEAH GAIK HUANG, HWANG POH CHOO, HWANG SIEW PENG, SUIWAH HOLDINGS SDN BHD AND SUIWAH SUPERMARKET SENDIRIAN BERHAD

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)

“**THAT** approval be and is hereby given to the Company’s subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature involving Dato’ Hwang Thean Long, Datin Cheah Gaik Huang, Hwang Poh Choo, Hwang Siew Peng, Suiwah Holdings Sdn Bhd and Suiwah Supermarket Sendirian Berhad (hereinafter referred to as “Related Parties”) as specified in Section 2.3 under Part A of the Circular dated 6 November 2013, and falling within the ambit of Part E, Paragraph 10.09 of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company;

Resolution 9

THAT such approval unless revoked or varied by the Company in general meeting shall continue to be in full force and effect until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which this mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

THAT the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the above mandate.”

7.3 **ORDINARY RESOLUTION:
PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING DATUK HAJI RADZALI BIN HASSAN AND HOZONE SDN BHD**

“**THAT** approval be and is hereby given to the Company’s subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature involving Datuk Haji Radzali Bin Hassan and person connected to him, namely Hozone Sdn Bhd (hereinafter referred to as “Interested Persons”) as specified in Section 2.3 under Part A of the Circular dated 6 November 2013, and falling within the ambit of Part E, Paragraph 10.09 of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Interested Persons than those generally available to the public and not detrimental to minority shareholders of the Company;

Resolution 10

THAT such approval unless revoked or varied by the Company in general meeting shall continue to be in full force and effect until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which this mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

THAT the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the above mandate.”

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)
7.4 ORDINARY RESOLUTION:
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING A DIRECTOR OF THE COMPANY'S SUBSIDIARY, NAMELY LOOI TIK MIOW

“THAT approval be and is hereby given to the Company's subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature involving a Director of the Company's subsidiary, namely Looi Tik Miow (hereinafter referred to as “Interested Director”) as specified in Section 2.3 under Part A of the Circular dated 6 November 2013, and falling within the ambit of Part E, Paragraph 10.09 of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Interested Director than those generally available to the public and not detrimental to minority shareholders of the Company;

Resolution 11

THAT such approval unless revoked or varied by the Company in general meeting shall continue to be in full force and effect until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which this mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

THAT the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the above mandate.”

7.5 ORDINARY RESOLUTION:
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING A DIRECTOR OF THE COMPANY'S SUBSIDIARY, NAMELY LEONG KONG MENG

“THAT approval be and is hereby given to the Company's subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature involving a Director of the Company's subsidiary, namely Leong Kong Meng (hereinafter referred to as “Interested Director”) as specified in Section 2.3 under Part A of the Circular dated 6 November 2013, and falling within the ambit of Part E, Paragraph 10.09 of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Interested Director than those generally available to the public and not detrimental to minority shareholders of the Company;

Resolution 12

THAT such approval unless revoked or varied by the Company in general meeting shall continue to be in full force and effect until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which this mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

THAT the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the above mandate.”

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)
**7.6 ORDINARY RESOLUTION:
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN
SHARES OF UP TO 10% OF ITS ISSUED AND PAID-UP ORDINARY SHARE CAPITAL
("PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE")**

"THAT subject to the Companies Act, 1965 ("the Act"), the provisions of the Company's Memorandum and Articles of Association, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM1.00 each in the Company ("SCB Shares") from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

Resolution 13

- (i) the aggregate number of SCB Shares which may be purchased or held by the Company shall not exceed ten per centum (10%) of the total issued and paid-up ordinary share capital for the time being of the Company, subject to a restriction that the Company continues to maintain a shareholding spread that is in compliance with the Main Market Listing Requirements of Bursa Securities after the share purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the SCB Shares under the Proposed Renewal of Share Buy-Back Mandate shall not exceed the retained profits and/or the share premium account of the Company for the time being;
- (iii) the authority hereby given shall commence immediately upon passing of this ordinary resolution and shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which time the authority will lapse unless renewed by ordinary resolution passed at the general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM of the Company after the 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; but not so as to prejudice the completion of purchase(s) by the Company of the SCB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and

- (iv) upon completion of the purchase(s) of the SCB Shares by the Company, authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either to cancel the SCB Shares so purchased and/or to retain the SCB Shares so purchased as treasury shares which maybe distributed as shares dividends to shareholders and if retained as treasury shares, may resell the treasury shares on Bursa Securities and/or subsequently cancelled, or to retain part of the SCB Shares so purchased as treasury shares and cancel the remainder in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force;

AND THAT authority be and is hereby unconditionally and generally given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Renewal of Share Buy-Back Mandate with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the SCB Shares."

**7.7 ORDINARY RESOLUTION:
MANDATE FOR DATO' HAJI SUHAIMI BIN ABDULLAH WHO HAS SERVED AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE
TERM OF MORE THAN NINE (9) YEARS, TO CONTINUE TO ACT AS AN INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE COMPANY**

"THAT approval be and is hereby given to Dato' Haji Suhaimi Bin Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."

Resolution 14

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)

7.8 ORDINARY RESOLUTION:

MANDATE FOR DATO' AHMAD HASSAN BIN OSMAN WHO HAS SERVED AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE (9) YEARS, TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be and is hereby given to Dato' Ahmad Hassan Bin Osman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."

Resolution 15

7.9 ORDINARY RESOLUTION:

MANDATE FOR MR. JEN SHEK VOON WHO HAS SERVED AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE (9) YEARS, TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be and is hereby given to Mr. Jen Shek Voon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."

Resolution 16

7.10 ORDINARY RESOLUTION:

MANDATE FOR MR. WONG THAI SUN WHO HAS SERVED AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE (9) YEARS, TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be and is hereby given to Mr. Wong Thai Sun, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."

Resolution 17

7.11 SPECIAL RESOLUTION:

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the proposed deletions, alterations, modifications, variations and additions to the existing Articles of Association of the Company in the manner as set out in the Circular to Shareholders dated 6 November 2013 ("Proposed Amendments") be and are hereby approved.

Resolution 18

AND THAT the Directors and/or Secretary of the Company be hereby authorised to sign and execute all relevant documents, acts and things as may be required for and in connection with and to give effect to the Proposed Amendments with the full power to assent to any conditions, deletion, alteration, modifications, variations and/or amendments as may be required by the relevant authorities."

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT a first and final dividend of 8% less 25% Malaysian Income Tax in respect of the financial year ended 31 May 2013, if approved by members of the Company, will be paid on 18 December 2013. The entitlement date for the dividend payment is 5 December 2013.

A Depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 5 December 2013 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board,

THUM SOOK FUN
(MIA 24701)
Company Secretary

Dated: 6 November 2013
Penang

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)
Explanatory Note to Special Business: -
(i) Resolution No. 8 - Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

The Resolution No. 8, if passed, will give powers to the Directors of the Company to issue and allot ordinary shares in the capital of the Company up to an aggregate amount of not exceeding 10% of the issued share capital of the Company (excluding treasury shares) for the time being, at anytime in their absolute discretion without convening a general meeting (hereinafter referred to as the "General Mandate").

The Company has been granted a general mandate by its shareholders at the last Annual General Meeting ("AGM") held on 22 November 2012 (hereinafter referred to as the "Previous Mandate") and it will lapse at the conclusion of the 20th AGM.

As at the date this Notice, the Previous Mandate granted by the shareholders had not been utilised and hence, no proceed was raised therefrom.

The purpose to seek for the General Mandate is to enable the Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organise a general meeting. This General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of next AGM of the Company.

(ii) Resolution Nos. 9 to 12 - Proposed Renewal and New Shareholders' Mandate for the recurrent related party transactions of a revenue or trading nature ("Proposed RRPT Mandate")

The proposed adoption of Resolution Nos. 9 to 12, if passed, will enable the Company and/or its subsidiaries to carry out the recurrent related party transactions of a revenue or trading nature.

For further information on the Proposed RRPT Mandate is set out in Part A of the Circular/Statement to Shareholders dated 6 November 2013, which is dispatched together with the Company's Annual Report 2013.

(iii) Resolution No. 13 - Proposed Renewal of Share Buy-Back Mandate

The proposed adoption of Resolution No. 13, if passed, will empower the Directors to buy-back and/or hold up to a maximum of 10% of the Company's issued and paid-up ordinary share capital at any point of time, by utilising the funds allocated which shall not exceed the total retained profits and/or share premium account of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

For further information on the Proposed Renewal of Share Buy-Back Mandate is set out in the Part C of the Circular/Statement to Shareholders dated 6 November 2013, which is dispatched together with the Company's Annual Report 2013.

(iv) Resolution No. 14 - Mandate for Dato' Haji Suhaimi Bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company

Both the Nomination Committee and the Board have assessed the independence of Dato' Haji Suhaimi Bin Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:-

- (a) He continues to fulfill the definition of independence as set out in Malaysian Code on Corporate Governance 2012 and Main Market Listing Requirements of Bursa Securities.
- (b) His existing tenure in office (despite of more than 9 years) does not impair his independence.
- (c) He remains objective and independent in expressing his view and in participating in deliberation and decision making of the Board and Board Committee(s).
- (d) He continues to demonstrate conduct and behaviour that are essential indicators of independence.

(v) Resolution No. 15 - Mandate for Dato' Ahmad Hassan Bin Osman who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company

Both the Nomination Committee and the Board have assessed the independence of Dato' Ahmad Hassan Bin Osman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:-

- (a) He continues to fulfill the definition of independence as set out in Malaysian Code on Corporate Governance 2012 and Main Market Listing Requirements of Bursa Securities.
- (b) His existing tenure in office (despite of more than 9 years) does not impair his independence.
- (c) He remains objective and independent in expressing his view and in participating in deliberation and decision making of the Board and Board Committee(s).
- (d) He continues to demonstrate conduct and behaviour that are essential indicators of independence.

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)

- (vi) Resolution No. 16 - Mandate for Mr. Jen Shek Voon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company

Both the Nomination Committee and the Board have assessed the independence of Mr. Jen Shek Voon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:-

- (a) He continues to fulfill the definition of independence as set out in Malaysian Code on Corporate Governance 2012 and Main Market Listing Requirements of Bursa Securities.
- (b) His existing tenure in office (despite of more than 9 years) does not impair his independence.
- (c) He remains objective and independent in expressing his view and in participating in deliberation and decision making of the Board and Board Committee(s).
- (d) He continues to demonstrate conduct and behaviour that are essential indicators of independence.

- (vii) Resolution No. 17 - Mandate for Mr. Wong Thai Sun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company

Both the Nomination Committee and the Board have assessed the independence of Mr. Wong Thai Sun, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:-

- (a) He continues to fulfill the definition of independence as set out in Malaysian Code on Corporate Governance 2012 and Main Market Listing Requirements of Bursa Securities.
- (b) His existing tenure in office (despite of more than 9 years) does not impair his independence.
- (c) He remains objective and independent in expressing his view and in participating in deliberation and decision making of the Board and Board Committee(s).
- (d) He continues to demonstrate conduct and behaviour that are essential indicators of independence.

- (viii) Resolution No. 18 – Proposed Amendments to the Articles of Association of the Company

The Special Resolution proposed under item 7.11 is primarily to seek for shareholders' approval to amend the Articles of Association of the Company so as to be aligned with the Main Market Listing Requirements of Bursa Securities.

Details of the Proposed Amendments to the Articles of Association of the Company are set out in the Part B of the Circular/Statement to Shareholders dated 6 November 2013, which is dispatched together with the Company's Annual Report 2013.

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 November 2013 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.*
2. *A member entitled to attend and vote at the Meeting is entitled to appoint two (2) or more proxies to attend and vote in his or her stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he or she specifies the proportions of his or her shareholdings to be represented by each proxy.*
3. *A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
4. *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.*
5. *Where a member of the Company is an exempt authorised nominee as defined under Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of the power or authority shall be deposited at the registered office of the Company at No. 1-20-1 SUNTECH @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Penang not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election or re-appointment) at this forthcoming 20th Annual General Meeting.