

**MALAYSIA AICA BERHAD**

(Company No: 8235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Malaysia Aica Berhad ("MAICA" or the "Company") will be held at Function Room, Kampungku Restaurant, Sunsuria Avenue, Persiaran Mahogany, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor on Monday, 12 May 2014 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications as shall be determined upon at such meeting:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 475,084,416 NEW ORDINARY SHARES OF RM0.50 EACH IN MAICA ("SHARES" OR "MAICA SHARES") ("RIGHTS SHARE") ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) EXISTING MAICA SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE"), TOGETHER WITH UP TO 158,361,472 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY THREE (3) RIGHTS SHARES SUBSCRIBED ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

THAT, subject to the passing of Ordinary Resolution 3 and Special Resolution 1 and the approvals of the relevant authorities (where required) being obtained, the Board of Directors of the Company ("**Board**") be and is hereby authorised to provisionally allot by way of a renounceable rights issue of up to 475,084,416 Rights Shares to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on the Entitlement Date ("**Entitled Shareholders**"), on the basis of three (3) Rights Shares for every one (1) existing MAICA Share held on the Entitlement Date, together with up to 158,361,472 Warrants on the basis of one (1) Warrant for every three (3) Rights Shares subscribed by the Entitled Shareholders;

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares and the exercise price of the Warrants to be issued in connection with the Proposed Rights Issue With Warrants;

THAT the Rights Shares shall, upon allotment and issue, be of the same class and rank *pari passu* in all respects with the then existing MAICA Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever shall first be made available for excess applications in such manner as the Board shall determine at its absolute discretion;

THAT the Warrants shall be allotted and issued in registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants under the provisions of the deed poll to be executed by the Company constituting the Warrants ("**Deed Poll**"), each Warrant entitles its holder to subscribe for one (1) new MAICA Share at an exercise price to be determined, during its prescribed exercise period;

THAT the proceeds of the Proposed Rights Issue With Warrants be utilised for the purposes as set out in the Circular to Shareholders of the Company dated 18 April 2014 ("**Circular**"), and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby empowered and authorised to:-

- deal with any fractional entitlements that may arise from the Proposed Rights Issue With Warrants in such manner and on such terms and conditions as the Board in its absolute discretion deems fit or expedient or in the best interests of the Company;
- allot and issue such number of additional Warrants pursuant to the adjustments under the Deed Poll ("**Additional Warrants**") and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed / required / permitted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant authorities or parties or otherwise;
- allot and issue such appropriate number of new MAICA Shares, credited as fully paid-up, to the holders of the Warrants arising from the exercise of the Warrants and the exercise of Additional Warrants and all new MAICA Shares to be issued upon exercise of the Warrants and the exercise of Additional Warrants shall, upon allotment and issue, be of the same class and rank *pari passu* in all respects with the then existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the new MAICA Shares arising from the exercise of the Warrants;
- enter into the Deed Poll with full powers to assent to any condition, modification, revaluation, variation and/or amendments (if any) as the Board may deem fit, necessary and/or expedient or as may be imposed by the relevant authorities and to take all steps as it may consider necessary in order to implement, finalise and give full effect to the Deed Poll subject to all provisions and adjustments contained therein;
- enter into any underwriting agreement(s) for the underwriting of any part of the Proposed Rights Issue With Warrants and/or the Rights Shares and all other documents, agreements and/or arrangements in connection with the underwriting of the Proposed Rights Issue With Warrants and/or the Rights Shares with such parties and upon such terms and conditions as the Board may deem fit; and
- do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of the Company all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Rights Issue With Warrants with full powers to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Rights Issue With Warrants as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue With Warrants;

THAT the Rights Shares, Warrants, Additional Warrants and new MAICA Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants shall be listed on the Main Market of Bursa Securities;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants, Additional Warrants and new MAICA Shares to be issued pursuant to or in connection with the Proposed Rights Issue With Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue With Warrants.

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF UP TO 63,344,588 MAICA SHARES ("PLACEMENT SHARES") REPRESENTING APPROXIMATELY 10% OF THE ENLARGED ISSUED AND PAID UP SHARE CAPITAL OF MAICA AFTER THE PROPOSED RIGHTS ISSUE WITH WARRANTS AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")

THAT subject to the passing of the Ordinary Resolution 3 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to allot and issue up to 63,344,588 Placement Shares, representing approximately 10% of the enlarged issued and paid up share capital of MAICA after the Proposed Rights Issue With Warrants, to investor(s) to be identified later in accordance with Paragraph 6.04(c) of the Main Market Listing Requirement of Bursa Securities ("**MMLR**");

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Placement Shares provided that the issue price is at a discount of no more than 10% to the five (5)-day volume weighted average market price of MAICA Shares immediately preceding the price fixing date but in any event, no less than the par value of the Placement Shares;

THAT the Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing shares in the Company, save and except that the holders of such Placement Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of such Placement Shares;

THAT the proceeds of the Proposed Private Placement be utilised for the purposes as set out in the Circular, and the Board be authorized with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Placement Shares shall be listed on the Main Market of Bursa Securities;

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Private Placement with full powers to complete and implement the Proposed Private Placement in such manner as the Board may deem fit or necessary, including, to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company.

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM100,000,000 COMPRISING 200,000,000 MAICA SHARES TO RM750,000,000 COMPRISING 1,500,000,000 MAICA SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

THAT subject to the passing of the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 200,000,000 MAICA Shares to RM750,000,000 comprising 1,500,000,000 MAICA Shares by the creation of an additional 1,300,000,000 MAICA Shares;

AND THAT the Board be and is hereby authorized and empowered to give full effect to the Proposed Increase In Authorised Share Capital with full powers to assent to any modifications and/or amendments as may be required by the law, the relevant authorities or deemed necessary by the Board and to take all steps as they may deem fit, necessary and/or expedient or in the best interests of the Company in order to implement, finalize and give full effect to the Proposed Increase In Authorised Share Capital.

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF MAICA ("PROPOSED M&A AMENDMENTS")

THAT, subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities (where required) being obtained, approval be and is hereby given for the Memorandum & Articles of Association to be altered, modified, varied and deleted in the following manner and that any director be and is hereby authorised to give effect to the Proposed M&A Amendments and to take all steps and do all acts and things in any manner as they may deem necessary to complete, finalise, implement and give full effect to the Proposed M&A Amendments:-

Memorandum of Association	Existing	Proposed change
Clause 5	The authorised share capital of the company is RM100,000,000 divided into 200,000,000 ordinary shares of RM0.50 each, with power for the company to increase or reduce such capital, and to issue any part of its capital, original, or increased, with or without any preference, priority or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.	The authorised share capital of the company is RM750,000,000 divided into 1,500,000,000 ordinary shares of RM0.50 each, with power for the company to increase or reduce such capital, and to issue any part of its capital, original, or increased, with or without any preference, priority or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

SPECIAL RESOLUTION 2

PROPOSED CHANGE OF NAME OF THE COMPANY

THAT subject to the approvals of the relevant authorities/parties (if required) being obtained, the name of the Company be hereby changed from "Malaysia Aica Berhad" to "Sunsuria Berhad" ("**Proposed Change of Name**") with effect from the date of the Certificate of Incorporation on Change of Name under the name of Sunsuria Berhad to be issued by the Companies Commission of Malaysia and that the name of the Company wherever appearing in the Memorandum and Articles of Association be amended accordingly;

AND THAT the Board and/or the Secretary be and are hereby authorised to do or procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate and to carry out all necessary formalities to effect the Proposed Change of Name.

By order of the Board
MALAYSIA AICA BERHAD

SEE SIEW CHENG (MAICSA 7011225)
LEONG SHIAK WAN (MAICSA 7012855)

Company Secretaries

Petaling Jaya
18 April 2014

Notes:-

- A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. 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 shall not apply to the Company. Where a member appoints two proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member of the Company is an exempt authorised nominee 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. Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The instrument appointing a proxy shall be deposited with the Company's Share Registrar, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.
- Depositors whose names appear in the Record of Depositors before 6 May 2014 (not less than three (3) Market Days before the general meeting) shall be entitled to attend and vote at the general meeting or appoint a proxy to attend and vote on his behalf.