

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Sunway Berhad ("Sunway" or the "Company") will be held at Grand Caymans, Level 10, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Monday, 20 April 2015 at 3.00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without any modification:

#### ORDINARY RESOLUTION 1

**PROPOSED DISTRIBUTION OF AT LEAST 155,966,700 ORDINARY SHARES OF RM0.20 EACH IN SUNWAY CONSTRUCTION GROUP BERHAD ("SCG") ("DISTRIBUTION SHARES") TO BE HELD BY SUNWAY TO THE ENTITLED SHAREHOLDERS OF SUNWAY BY WAY OF DIVIDEND-IN-SPECIE ON A BASIS OF 1 DISTRIBUTION SHARE FOR EVERY 10 EXISTING ORDINARY SHARES OF RM1.00 EACH HELD IN SUNWAY ("SUNWAY SHARES") AS AT 5.00 P.M. ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED DISTRIBUTION")**

"THAT, subject to:

- (i) the passing of Ordinary Resolution 2 and Ordinary Resolution 3;
- (ii) the requisite approvals and/or consents being obtained from all the relevant regulatory authorities and/or parties (if required);
- (iii) the completion of the proposed sale and transfer of the entire issued and paid-up share capital of Sunway Construction Sdn. Bhd. by Sunway Holdings Sdn Bhd, a wholly-owned subsidiary of Sunway ("SunHoldings"), to SCG in consideration of the issuance of 1,292,900,000 new ordinary shares of RM0.20 each in SCG ("SCG Shares") to SunHoldings as described in Section 2.1 of the Circular to Shareholders dated 3 April 2015 ("Circular") ("Proposed Transfer of SunCon"); and
- (iv) the distribution of the dividend-in-specie by SunHoldings of at least 155,966,700 Distribution Shares to be held by SunHoldings to Sunway following the completion of the Proposed Transfer of SunCon to SCG,

approval be and is hereby given to the Company to undertake and implement the distribution of at least 155,966,700 Distribution Shares to be held by Sunway (through a proposed distribution by SunHoldings to Sunway by way of a dividend-in-specie following the completion of the Proposed Transfer of SunCon) to the entitled shareholders of Sunway by way of dividend-in-specie on a basis of 1 Distribution Share for every 10 existing Sunway Shares held as at 5.00 p.m. on the Entitlement Date.

**AND THAT**, the board of directors of the Company ("Board") be and is hereby authorised to give effect to the Proposed Distribution with full power to vary the number of SCG Shares to be distributed depending on the number of Sunway Shares in issue (less treasury shares) on the Entitlement Date based on the aforementioned basis of allocation (subject to, where required, the approval of the relevant authorities), to determine the Entitlement Date and to assent to any condition, modification, variation, arrangement and/or amendment as may be required, and/or imposed by any relevant authorities and the Board be and are hereby further empowered and authorised to take all steps and do all such acts, deeds, things and matters as they may deem fit or necessary or expedient in the best interests of the Company to give full effect to and complete the Proposed Distribution."

#### ORDINARY RESOLUTION 2

**PROPOSED OFFER FOR SALE OF UP TO 415,264,600 SCG SHARES HELD BY SUNHOLDINGS FOLLOWING THE COMPLETION OF THE PROPOSED TRANSFER OF SUNCON ("OFS SHARES") VIA INSTITUTIONAL OFFERING AND RETAIL OFFERING ("PROPOSED OFFER FOR SALE")**

"THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 3 and subject to the requisite approvals and/or consents being obtained from all the relevant regulatory authorities and/or parties (if required) as well as the completion of the Proposed Transfer of SunCon, approval be and is hereby given for SunHoldings to undertake a proposed offer for sale of up to 415,264,600 OFS Shares in the following manner:

- (a) institutional offering of up to 344,155,100 OFS Shares to Malaysian and foreign institutional and selected investors, and Bumiputera investors approved by the MITI; and
- (b) retail offering of 71,109,500 OFS Shares to the eligible directors and employees of the Company, SCG and its subsidiaries, unincorporated joint ventures and unincorporated consortium following the completion of the Proposed Transfer of SunCon, and the Malaysian public;

**THAT** the Board be and is hereby empowered and authorised to deal with any fractional entitlements, if any, that may arise from the Proposed Offer for Sale in such manner and on such terms and conditions as the Board shall in its absolute discretion deem fit, necessary and/or expedient or in the best interests of the Company (including without limitation to disregard such fractional entitlements);

**THAT** the Board and the board of directors of SunHoldings 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 or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

**AND THAT** the Board and the board of directors of SunHoldings be and are hereby authorised and empowered to give full effect to the Proposed Offer for Sale with full powers to negotiate, approve, agree and/or assent to any conditions, modifications, variations, revaluations and/or amendments (including but not limited to any matters incidental to any over-allotment option to be granted by SunHoldings in connection with the SCG Shares to be received) in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board and/or the board of directors of SunHoldings, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute, sign and deliver and/or cause to be executed, signed and delivered all such documents, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties including but not limited to underwriting agreement, placement agreements, lock-up undertakings and cornerstone agreements and to do all such acts, things and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company and SunHoldings."

#### ORDINARY RESOLUTION 3

**PROPOSED LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF SCG ON THE OFFICIAL LIST OF THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") ("PROPOSED LISTING")**

"THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, and subject to the requisite approvals and/or consents being obtained from all the relevant regulatory authorities and/or parties (if required) as well as the completion of the Proposed Transfer of SunCon, approval be and is hereby given for the Company and SCG to list the entire issued and fully paid-up share capital of SCG on the Main Market of Bursa Securities following the completion of the Proposed Distribution and the Proposed Offer for Sale.

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Listing with full power to assent to any conditions, modifications, variations, revaluations and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute, sign and deliver all such documents, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all such acts, things and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

By Order of the Board

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

Bandar Sunway  
3 April 2015

#### 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 appointor 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 of the Company at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang 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 13 April 2015, shall be entitled to attend, speak and vote at the general meeting.