

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-second (22nd) 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, 26 November 2015 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS:-

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| 1. | To receive the Audited Financial Statements for the year ended 31 May 2015 together with the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. | To approve the declaration of a first and final single tier dividend of 6% for the financial year ended 31 May 2015. | Resolution 2 |
| 3. | To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association: | |
| | <u>Article 87</u> | |
| | (a) Datin Cheah Gaik Huang; | Resolution 3 |
| | (b) Y.B. Senator Dato' Haji Mohd Suhaimi bin Abdullah; | Resolution 4 |
| | (c) Jen Shek Voon | Resolution 5 |
| | <u>Article 89</u> | |
| | (a) Hwang Shin Hung | Resolution 6 |
| 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 7 |
| 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 2015. | Resolution 8 |
| 6. | To re-appoint Messrs. Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 9 |

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 (“Act”), the Articles of Association of the Company, other applicable laws, guidelines, rules and regulations 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 any person(s) other than a Director or major shareholder of the Company or person connected with any Director or major shareholder of the Company 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 THAT 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 10

AND FURTHER 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.”

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)**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, HWANG SHIN HUNG, SUIWAH HOLDINGS SDN BHD AND SUIWAH
SUPERMARKET SENDIRIAN BERHAD**

"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, Hwang Shin Hung, 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 30 October 2015, 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 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 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."

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)

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 30 October 2015, 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 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."

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 30 October 2015, 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 13

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.)
7.5 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 30 October 2015, 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 14

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."

7.6 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 15

- (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

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- (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 may be 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 Y.B. SENATOR DATO’ HAJI MOHD SUHAIMI BIN ABDULLAH TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

“THAT approval be and is hereby given to Y.B. Senator Dato’ Haji Mohd 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 16

**7.8 ORDINARY RESOLUTION:
MANDATE FOR DATO’ AHMAD HASSAN BIN OSMAN 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 17

**7.9 ORDINARY RESOLUTION:
MANDATE FOR MR. JEN SHEK VOON 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 18

**7.10 ORDINARY RESOLUTION:
MANDATE FOR MR. WONG THAI SUN 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 19

NOTICE OF ANNUAL GENERAL MEETING (CONTD.)**NOTICE OF DIVIDEND ENTITLEMENT**

NOTICE IS ALSO HEREBY GIVEN THAT a first and final single tier dividend of 6% in respect of the financial year ended 31 May 2015, if approved by members of the Company, will be paid on 16 December 2015. The entitlement date for the dividend payment is 2 December 2015.

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 2 December 2015 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: 30 October 2015
Penang

Explanatory Note to Special Business: -

- (i) Resolution No. 10 - Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

For Resolution No. 10, further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 22nd AGM.

- (ii) Resolution Nos. 11 to 14 - 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. 11 to 14, if passed, will enable the Company and/or its subsidiaries to enter into the recurrent transactions involving the interest of the Related Parties which are of a revenue or trading nature and necessary for the Group's day to day operations subject to the transactions being carried out in the ordinary cause of business on terms not more favorable than those generally available to the public and are not detrimental to the minority shareholders of the Company.

For further information, please refer to the Part A of the Circular/Statement to Shareholders dated 30 October 2015, which is dispatched together with the Company's Annual Report 2015.

- (iii) Resolution No. 15 - Proposed Renewal of Share Buy-Back Mandate

The proposed adoption of Resolution No. 15 is to renew the authority granted by the shareholders of the Company at the 21st AGM of the Company held on 17 November 2014. The Proposed Renewal of Share Buy-Back Mandate, 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, please refer to the Part B of the Circular/Statement to Shareholders dated 30 October 2015, which is dispatched together with the Company's Annual Report 2015.

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- (iv) Resolution Nos. 16 to 19 - Mandate for Y.B. Senator Dato' Haji Mohd Suhaimi bin Abdullah, Dato' Ahmad Hassan bin Osman, Mr. Jen Shek Voon and Mr. Wong Thai Sun to continue to act as Independent Non-Executive Director of the Company

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

- Y.B. Senator Dato' Haji Mohd Suhaimi bin Abdullah;
 - Dato' Ahmad Hassan bin Osman;
 - Mr. Jen Shek Voon; and
 - Mr. Wong Thai Sun.
- (a) They continue 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) Their existing tenure in office (despite of more than 9 years) do not impair their independence;
- (c) They remain objective and independent in expressing their view and in participating in deliberation and decision making of the Board and Board Committee(s); and
- (d) They continue to demonstrate conduct and behaviour that are essential indicators of independence.

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 November 2015 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. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company. 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.*