



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” 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, 19 November 2015, at 10.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE SCHEME FOR THE ELIGIBLE PERSONS OF THE COMPANY AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES THAT ARE DORMANT) (“PROPOSED ESS”)

“THAT, conditional upon obtaining the approvals from the relevant authorities including approval-in-principle from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new ordinary shares of RM1.00 each in the Company (“Suria Shares”) to be issued pursuant to the Proposed ESS, the directors of the Company (“Board”) be and are hereby authorised and empowered:

- (i) to establish, implement and administer the Proposed ESS for the benefit of the eligible persons of the Company and its subsidiaries (excluding subsidiaries that are dormant) (“Suria Group”), who fulfil the criteria of eligibility for participation in the Proposed ESS (“Eligible Person(s)”) in accordance with the terms and conditions of the by-laws of the Proposed ESS (“By-laws”) as set out in Appendix 1 of the Circular to shareholders dated 4 November 2015 and to give effect to the Proposed ESS with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- (ii) to allot and issue from time to time such number of new Suria Shares as may be required to be issued pursuant to the Proposed ESS provided that the total number of new Suria Shares to be issued under the Proposed ESS shall not exceed 10% of the total issued and paid-up share capital (excluding treasury shares, if any) of the Company at any time during the duration of the Proposed ESS and that such new Suria Shares shall, upon allotment and issuance, rank *pari passu* in all respect with, and be entitled to all rights (including voting, dividend, allotment, distribution, transfer, and other rights, including those arising on a liquidation of the Company), attaching to, the then existing issued and paid-up Suria Shares except that the new Suria Shares so issued shall not be entitled to any rights, dividends, allotments or other forms of distribution where the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights, allotments or other forms of distributions) is prior to the date of allotment of the new Suria Shares and will be subject to all the provisions of the Articles of Association of the Company and Main Market Listing Requirements of Bursa Securities (“Listing Requirements”) relating to transfer, transmission and otherwise of the Suria Shares;
- (iii) to do all things necessary and make the necessary application at the appropriate time or times to Bursa Securities for the listing of and quotation for the new Suria Shares which may from time to time be allotted and issued pursuant to the Proposed ESS; and
- (iv) to modify and/or amend the By-laws of the Proposed ESS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-laws relating to modifications and/or amendments;

AND THAT the Board be and is hereby authorised to give effect to the Proposed ESS with full power to do all such acts to enter into all transactions, arrangements, agreements, deeds or undertakings and to consent to and to adopt such conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or may be required by the relevant regulatory authorities;

AND THAT the By-laws which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved.”

ORDINARY RESOLUTION 2

PROPOSED AWARD TO MADAM NG KIAT MIN

“THAT subject to passing of Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time during the duration of the Proposed ESS, to offer and grant options to subscribe for Suria Shares (“ESOS Options”), and/or grant Suria Shares (“ESGP Shares”) to Madam Ng Kiat Min, being the Acting Group Chief Executive Officer, under the Proposed ESS as the Board deems fit, subject always to such terms and conditions of the By-laws provided that:

- (i) not more than 10% of the Suria Shares to be issued under the Proposed ESS shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined under the Listing Requirements) with the Eligible Persons, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company; and
- (ii) the maximum allocation of ESOS Options and/or ESGP Shares to the Executive Directors of the Company and senior management of the Company under the Proposed ESS shall not, in aggregate, be more than 40% of the total new Suria Shares that can be issued under the Proposed ESS;

AND THAT the Board be and is hereby authorised to issue and allot Suria Shares pursuant to the Proposed ESS to her from time to time.”

By Order of the Board

SURYANI BINTI MOHD. SAIDI (LS. 0005574)
Company Secretary

Kota Kinabalu, Sabah
4 November 2015

Notes:

- (1) A depositor whose name appears in the Record of Depositors as at 16 November 2015 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 a 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, Sabah at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.