

SUNSURIA

Building Today Creating Tomorrow

NOTICE OF FORTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Seventh Annual General Meeting of the Company will be convened and held at Banquet Hall, Unique Seafood Damansara, Sunsuria Avenue, Persiaran Mahogani, PJU 5 Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Friday, 26 February 2016 at 10.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Forty-Sixth Annual General Meeting which will be held at 10.00 a.m. on the same day and at the same venue, to transact the following items of business:

AGENDA

As Ordinary Business

1. To re-elect the following Directors who retire in accordance with Article 85 of the Company's Articles of Association:-

- (a) Dato' Tan Tian Meng; and
- (b) Liew Jee Min @ Chong Jee Min.

Ordinary Resolution 1
Ordinary Resolution 2

2. To re-appoint Messrs Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Ordinary Resolution 3

As Special Business

3. To consider and if thought fit, pass the following ordinary resolutions:

(a) Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965 ("the Act"), the Company's Articles of Association and the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time upon such terms and conditions, and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being, and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 4

(b) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature and New Shareholders' Mandate for RRPT ("Proposed Shareholders' Mandate for RRPT")

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby be given to the Company and/or its subsidiaries ("Sunsuria Group") to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.1.2 of the Circular to Shareholders dated 4 February 2016 which are necessary for the Sunsuria Group's day-to-day operations.

AND THAT the aforesaid recurrent transactions of a revenue or trading nature are subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of minority shareholders; and
- (ii) disclosure of the aggregate value of recurrent transactions conducted pursuant to the Proposed Shareholders' Mandate for RRPT will be disclosed in the Annual Report for the said financial year AND THAT such approval 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 it will lapse, unless by a resolution passed at the meeting the authority is renewed; or
 - (b) the expiration of the period within which the next AGM of the Company subsequent to 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
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting.

whichever is earlier.

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for RRPT."

Ordinary Resolution 5

(c) Proposed New Shareholders' Mandate for Purchase by the Company of up to ten percent (10%) of its own issued and paid-up share capital ("Proposed Share Buy-Back")

"THAT subject to Section 67A of the Act, provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Directors of the Company be and are hereby authorised to exercise the power of the Company to purchase such amount of ordinary shares of RM0.50 each in the Company from time to time through Bursa Securities subject further to the following:-

- (a) the aggregate number of shares purchase does not exceeded 10% of the issued and paid-up ordinary share capital of the Company ("Purchased Shares") at the point of purchase;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the total retained profits and share premium account of the Company at the time of the purchase(s);
- (c) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until; and
 - (i) the conclusion of the next AGM of the Company;
 - (ii) the expiration of the period within the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Act but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act;

(iii) revoked or varied by a resolution passed by the shareholders in general meeting.

whichever is earlier.

(d) upon completion of the purchase(s) of the Purchased Shares, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:-

- (i) to cancel the Purchased Shares so purchased; or
- (ii) to retain the Purchased Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; or
- (iii) to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or
- (iv) to deal in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with fullest power to do all such acts and things thereafter as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 6

4. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

LEONG SHIAK WAN (MAICSA 7012855)
Company Secretary

Petaling Jaya
4 February 2016

NOTES:

- (i) A member entitled to attend and vote at the above 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.
- (ii) 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.
- (iii) 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.
- (iv) The instrument appointing a proxy shall be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the above meeting or any adjournment thereof.
- (v) Depositors whose names appear in the Record of Depositors as at 22 February 2016 (not less than three (3) Market Days before the general meeting) shall be entitled to attend and vote at the general meeting or appoint proxies to attend and vote on his behalf.

EXPLANATORY NOTE ON THE SPECIAL BUSINESS

- (a) The proposed Resolution 4, if approved, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at general meeting, will expire at the next Annual General Meeting. As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Forty-Fifth Annual General Meeting held on 30 September 2014 and which has lapsed at the conclusion of the Forty-Sixth Annual General Meeting. Nevertheless, a renewal for the said mandate is sought to avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. The aforesaid authority is to give the Directors the authority and flexibility to raise fund more expeditiously via issuance of shares for purpose of funding future investments, working capital and/or any acquisition.
- (b) The proposed Resolution 5, if approved, will empower the Directors of the Company from the date of the Forty-Seventh Annual General Meeting, to deal with the related party transactions involving recurrent transactions of revenue or trading nature which is necessary for its day-to-day operations. These Recurrent Related Party Transactions are in the ordinary business and are on terms not more favourable to the related parties than those generally available to the public. This authority, unless revoke or varies at a general meeting, will expire at the next Annual General Meeting.
- (c) The proposed Resolution 6, if approved, will empower the Directors of the Company from the date of the Forty-Seventh Annual General Meeting, to purchase the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being. This authority, unless revoke or varies at a general meeting, will expire at the next Annual General Meeting.