

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sunway Berhad (“Sunway” or the “Company”) will be held at Grand Bahamas, Level 12, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 30 August 2017 at 3.00 p.m., for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 2,804,471,128 NEW ORDINARY SHARES IN SUNWAY (“SUNWAY SHARES” OR “SHARES”) (“BONUS SHARES”) ON THE BASIS OF FOUR (4) BONUS SHARES FOR EVERY THREE (3) EXISTING SUNWAY SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF SHARES”)

“THAT subject to the approvals of all relevant authorities or parties (where required) being obtained, authority be and is hereby given to the Board of Directors of the Company (“Board”) to capitalise an amount of up to RM2,804,471,128 from the Company’s share premium account, and to apply the same for the purposes of issuing up to 2,804,471,128 Bonus Shares in the share capital of the Company credited as fully paid-up to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board on the basis of four (4) Bonus Shares for every three (3) existing Sunway Shares held by such shareholders on that date;

THAT fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, shall be dealt with in such a manner as the Board shall in their discretion deem fit and expedient in the best interest of the Company;

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

AND THAT any directors of the Company be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 631,006,003 WARRANTS IN SUNWAY (“WARRANTS”) TO BE ISSUED FOR FREE ON THE BASIS OF THREE (3) WARRANTS FOR EVERY TEN (10) EXISTING SUNWAY SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES (“PROPOSED BONUS ISSUE OF WARRANTS”)

“THAT subject to approvals of all relevant authorities or parties (where required) being obtained, authority be and is hereby given to the Board to issue up to 631,006,003 Warrants for free to the entitled shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of three (3) Warrants for every ten (10) existing Sunway Shares held in the Company on the Entitlement Date in accordance with the provisions in the deed poll to be executed by the Company, constituting the Warrants (“Deed Poll”);

THAT the Board be and is hereby authorised to issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll (“Additional Warrants”);

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Sunway Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Sunway Shares arising from the exercise of subscription rights represented by the Additional Warrants;

THAT fractional entitlements of the Warrants arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and shall be dealt with in such manner as the Board shall in its discretion deem fit and expedient in the best interest of the Company;

THAT the new Sunway Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issuance rank *pari passu* in all respects with the existing Sunway Shares, save and except that the new Sunway Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid which the entitlement date precedes the date of allotment and issuance of the new Sunway Shares arising from the exercise of the Warrants;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT any of the directors of the Company be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

BY ORDER OF THE BOARD

TAN KIM AUN (MAICSA 7002988)
CHIN LEE CHIN (MAICSA 7012347)
Company Secretaries

Bandar Sunway
28 July 2017

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 more than 1 proxy to attend and vote instead of the member at the meeting. A proxy need not be a member.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
3. 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.
4. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. 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.
6. 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 appointor is a corporation, either under its common seal or the hand of its officer or attorney duly authorised.
7. 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 24 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 24 hours before the time appointed for holding the meeting or any adjournment thereof.
8. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 August 2017, shall be entitled to attend, speak and vote at the general meeting.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, the Resolutions set out in this Notice will be put to vote by poll.