



**SURIA CAPITAL HOLDINGS BERHAD**  
(96895-W)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirty Fifth (35th) Annual General Meeting (AGM) of the Company will be held at Training Centre, 1st Floor, Wisma SabahPorts, Sapangar Bay Container Port, Sapangar Bay, Kota Kinabalu, Sabah on Tuesday, 26 June 2018 at 10.00 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statement for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation pursuant to Article 89 of the Company's Articles of Association:
  - (1) Datuk Hj. Faisyal bin Datuk Yusof Hamdain Diego. **Resolution 1**
  - (2) Datuk Mohd Hasnol bin Ayub. **Resolution 2**
  - (3) Kee Mustafa. **Resolution 3**
3. To approve the first and final tax-exempt dividend of 6% (6 cents per ordinary share) in respect of the financial year ended 31 December 2017. **Resolution 4**
4. To approve the payment of Directors' fees amounting to RM540,000 for the financial year ending 31 December 2017. **Resolution 5**
5. To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM700,000 from 27 June 2018 until the next AGM of the Company. **Resolution 6**
6. To re-appoint Auditors of the Company and to authorise the Directors to determine their remuneration. **Resolution 7**

#### As Special Business

To consider and if thought fit, to pass the followings as ordinary resolution:

7. Authority for Datuk Ismail bin Awang Besar to continue in office as Independent Non-Executive Director. **Resolution 8**

"THAT, authority be and is hereby given to Datuk Ismail bin Awang Besar who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code of Corporate Governance."
8. Authority to the Directors to allot and issue shares: **Resolution 9**

"THAT, pursuant to Section 75 and Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such issue price, until the conclusion of the next annual general meeting and upon such terms and conditions terms and conditions and for such proposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares does not exceed ten per centum (10%) of the issued capital of the Company at the time of issue 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, subject to the Act, the Articles of Association of the Company and approval from the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary."
9. To transact and other business for which due notice shall have been given in accordance with the Companies Act 2016.

### NOTICE OF BOOK CLOSURE AND DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** subject to the shareholders' approval for the payment of that the first and final tax-exempt dividend of 6% (6 cents per ordinary share) in respect of the financial year ended 31 December 2017, the dividend will be paid to the shareholders on 31 July 2018.

The entitlement date shall be fixed on 12 July 2018 and a Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 12 July 2018 in respect of transfers.
- (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

**SURYANI BINTI MOHD SAIDI (LS 0005574)**

Company Secretary

Dated on this 30 April 2018  
Kota Kinabalu, Sabah

### Explanatory Notes:

- (i) The audited financial statements are laid in accordance with Section 340(1) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- (ii) **Resolution 6 (Directors' Remuneration)**

Section 230(1) of the Companies Act 2016 provides amongst others, that 'the Fees' of the directors and 'any benefits' payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. The directors' remuneration (excluding Directors' Fees) comprises the allowances and other emoluments payable to the Non-Executive Directors in the Company and Subsidiaries.
- (iii) **Resolution 7 (Re-appointment of auditors)**

The Board at its meeting on 5 April 2018 approved the recommendation on the re-appointment of Messrs Ernst & Young as Auditors of the Company.
- (iv) **Resolution 8 (Authority to serve as an Independent Director)**

Reference is made to the Malaysian Code of Corporate Governance which states that the tenure of an Independent Director not to exceed a cumulative term of nine (9) years.

Datuk Ismail Awang Besar has served the Company as an Independent Director more than nine (9) years. The Board is recommending for Datuk Ismail Awang Besar to continue to serve as an Independent Director subject to the shareholders' approval.
- (iv) **Resolution 9**, if passed, would, subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, enable the Directors to issue up to a maximum of ten per centum (10%) of the total issued and paid up share capital of the Company for such purpose as the Directors considers would be in the best interest of the Company. This authority unless revoked or varied at a general meeting, will expire at the next AGM. As the date of this Notice, no new shares in the Company were issued as the Company. The Company is seeking the approval from the shareholders on the above mandate for the purpose of possible fund-raising exercise(s) including but not limited to the further placement of fund future investments, acquisitions and/or to meet working capital requirements.

### BUS SHUTTLE SERVICE

We provide bus shuttle service between Kota Kinabalu and Sapangar Bay Container Port (SBCP) for our shareholders attending the Annual General Meeting on Tuesday, 26 June 2018. The shuttle bus will leave at 9:00 a.m. The pick-up point will be the Kota Kinabalu Ferry Terminal, Jesselton Point.

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