

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sunsuria Berhad (“Sunsuria” or the “Company”) will be held at Sunsuria City Celebration Centre, Persiaran Sunsuria, Bandar Sunsuria, 43900 Sepang, Selangor Darul Ehsan on Friday, 29 March 2019 at 11.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 50th Annual General Meeting of the Company scheduled to be held on the same venue and on the same date at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit to pass the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ALLOTMENT AND ISSUANCE OF 65,083,000 NEW ORDINARY SHARES IN SUNSURIA (“SUNSURIA SHARE(S)”) (“ISSUANCE SHARE(S)”) TO TER CAPITAL SDN. BHD. AT AN ISSUE PRICE OF RM0.655 PER ISSUANCE SHARE FOR A TOTAL CONSIDERATION OF RM42,629,365 (“PROPOSED ISSUANCE OF SHARES”)

“THAT subject to the approval of the relevant authority and/or parties being obtained (where required) approval be and is hereby given to the Board of Directors of the Company (“Board”) to allot and issue the Issuance Shares representing approximately 7.53% of the enlarged issued share capital of Sunsuria after the Proposed Issuance of Shares at the issue price of RM0.655 per Issuance Share to Ter Capital Sdn. Bhd. in accordance with the Subscription Agreement;

THAT approval be and is hereby given for the Company to utilise the proceeds from the Proposed Issuance of Shares for the purposes set out in the circular to shareholders of the Company dated 14 March 2019, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interests of the Company;

THAT the Issuance Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Sunsuria Shares, save and except that the Issuance Shares shall not be entitled to any dividends, rights, allotments and/or distributions that may be declared, made or paid for which the entitlement date is before the date of allotment of such Issuance Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds, things and execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents as the Board may consider necessary and expedient, and to take all such necessary steps to give effect and complete the Proposed Issuance of Shares with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Issuance of Shares or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect and complete to the Proposed Issuance of Shares in the best interests of the Company.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY AT ANY POINT IN TIME TO BE GRANTED TO THE ELIGIBLE DIRECTORS AND EMPLOYEES OF SUNSURIA AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) (“PROPOSED ESOS”)

“THAT subject to the approvals of all relevant authorities being obtained, the Board be and is hereby authorised to:

- (i) establish and implement an employees’ share option scheme for the benefit of the employees and directors of the Company and its subsidiaries (excluding dormant subsidiaries) who fulfil the eligibility criteria for participation in the Proposed ESOS (“Eligible Person(s)”), under which options will be offered to the Eligible Persons to subscribe for new Sunsuria Shares at a pre-determined price (“ESOS Options”), which shall be administered by a committee to be appointed by the Board (“ESOS Committee”) in accordance with the by-laws of the Proposed ESOS (“By-Laws”);
- (ii) allot and issue such number of new Sunsuria Shares from time to time to the Eligible Persons as may be required for the purpose of or in connection with the Proposed ESOS, provided that the total number of Sunsuria Shares which may be issued under the Proposed ESOS and any other schemes involving issuance of new Sunsuria Shares to Eligible Persons which may be implemented from time to time by the Company shall not in aggregate exceed 10% of the total number of issued Sunsuria Shares (excluding treasury shares) at any one time, and that such new Sunsuria Shares will, upon allotment and issuance, rank *pari passu*, in all respects with the existing Sunsuria Shares, save and except that the new Shares to be issued arising from the exercise of the ESOS Options will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid prior to the date of allotment and issuance of the new Sunsuria Shares;
- (iii) do all the necessary for the listing of and quotation for the new Sunsuria Shares that may be allotted and issued from time to time under the Proposed ESOS;
- (iv) modify and/or amend the Proposed ESOS and the By-Laws from time to time, provided that such modifications and/or amendments are permitted and are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments; and
- (v) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-Laws;

AND THAT the Board be and is hereby empowered and authorised to give effect to the Proposed ESOS with full power to consent to and to adopt any such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws) as it may deem fit and/or expedient and/or as may be required by the relevant regulatory authorities and to take all steps as it may consider necessary or expedient to implement, finalise and give full effect to and in connection to the above;

AND THAT the draft By-Laws as set out in Appendix II of the circular to shareholders of the Company dated 14 March 2019, which is in compliance with the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), be and is hereby approved and adopted.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN SRI DATUK TER LEONG YAP

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Tan Sri Datuk Ter Leong Yap, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO KOONG WAI SENG

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Koong Wai Seng, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN PEI GEOK

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Tan Pei Geok, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO’ QUEK NGEE MENG

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Dato’ Quek Ngee Meng, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATIN LOA BEE HA

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Datin Loa Bee Ha, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO PUAN SRI DATIN KWAN MAY YUEN

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Puan Sri Datin Kwan May Yuen, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO TER LEONG PING

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Ter Leong Ping, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF ESOS OPTIONS TO TER SHIN NIE

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Ter Shin Nie, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 11

PROPOSED ALLOCATION OF ESOS OPTIONS TO TER SHIN ANN

“THAT, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for up to such number of new Sunsuria Shares under the Proposed ESOS to Ter Shin Ann, provided that not more than 10% of the Sunsuria Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued Sunsuria Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

**BY ORDER OF THE BOARD
 SUNSURIA BERHAD**

LEE SWEE KHENG (MIA 12754)

LIM SIEW TING (MAICSA 7029466)

Company Secretaries
 Petaling Jaya
 Malaysia
 14 March 2019

Notes:

1. Only a depositor whose name appears on the Record of Depositors as at 25 March 2019 (“General Meeting Record of Depositors”) shall be eligible to attend and vote at the meeting or appoint proxy(ies) to attend and vote on his/her stead.
2. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under 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.
3. A proxy may but need not be a member of the Company.
4. A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint at least one (1) proxy but 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.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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 exempt authorised nominee appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. An exempt authorised nominee refers to an authorised nominee defined under the SICDA, which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
7. Where a member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy in the instrument appointing the proxies.
8. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notorially certified copy of that power of attorney or authority, shall be deposited with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
9. If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.