



MEGA SUN CITY HOLDINGS BERHAD
(200401002347)(640850-U)
(Incorporated in Malaysia)

**NOTIFICATION TO SHAREHOLDERS OF THE POSTPONEMENT OF
SIXTEENTH ANNUAL GENERAL MEETING
AND
EXTRAORDINARY GENERAL MEETING**

Dear Shareholders of Mega Sun City Holdings Berhad (“Mega” or “the Company”),

On 30 October 2020, Mega issued the Notice of the Sixteenth Annual General Meeting (“16th AGM”) informing the shareholders that the 16th AGM is scheduled to be held at Room 2, Level 1, AC Hotel by Marriott Penang, 213, Jalan Bukit Gambir, Bukit Jambul, 11950 Penang on Monday, 30 November 2020 at 12.30 p.m.

On 6 November 2020, Mega issued the Notice of the Extraordinary General Meeting (“EGM”) informing the shareholders that the EGM is scheduled to be held at Room 2, Level 1, AC Hotel by Marriott Penang, 213, Jalan Bukit Gambir, Bukit Jambul, 11950 Penang on Monday, 30 November 2020 at 1.30 p.m. or immediately after the conclusion or adjournment (as the case may be) of the 16th AGM which will be held at the same venue on the same day at 12.30 p.m., whichever is later, or at any adjournment thereof.

On 7 November 2020, the Government of Malaysia announced the enforcement of the Conditional Movement Control Order (“**CMCO**”) in several states, including Pulau Pinang, effective from 9 November 2020 to 6 December 2020 to curb the spread of the COVID-19 cases between the states.

In view of the current COVID-19 pandemic and as a precautionary measure, the Board of Directors (“the Board”) of the Company wishes to inform that the 16th AGM and EGM of the Company which were originally scheduled to be held on Monday, 30 November 2020 will be postponed to the date, time and venue as set out below:-

POSTPONED 16TH AGM		
DATE	TIME	VENUE
Tuesday, 29 December 2020	12.30 p.m.	Perdana I & II, Level 03, Cititel Penang, 66, Jalan Penang, 10000 George Town, Pulau Pinang

POSTPONED EGM		
DATE	TIME	VENUE
Tuesday, 29 December 2020	1.30 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Postponed 16th AGM	Perdana I & II, Level 03, Cititel Penang, 66, Jalan Penang, 10000 George Town, Pulau Pinang

Other than the above changes, the Agenda in the Notice of the 16th AGM dated 30 October 2020 and Notice of the EGM dated 6 November 2020 remains unchanged except for the following error in the Notice of the 16th AGM announced on 28 October 2020:-



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Ordinary Resolution 4 shall read as follows, which is correctly reflected in the Notice of the 16th AGM in the Annual Report issued on 30 October 2020:-

"To approve the payment of Directors' fees of RM199,000.00 for the financial period ended 30 June 2020."

Please refer the Notice of the Postponed 16th AGM and Notice of Postponed EGM as attached for detailed information.

IMPORTANT NOTICE

In view of the COVID-19 pandemic, the Company has in place precautionary measures for the Postponed 16th AGM and EGM in order to safeguard the health of attendees at the general meetings.

In the event the Conditional Movement Control Order is implemented and/or extended in Penang due to COVID-19 pandemic, the Postponed 16th AGM and Postponed EGM will be conducted on a fully virtual basis through live streaming and online remote voting from the Broadcast Venue at Perdana I & II, Level 03, Cititel Penang, 66, Jalan Penang, 10000 George Town, Pulau Pinang on Tuesday, 29 December 2020 at 12.30 p.m. as scheduled. The Company will make the necessary announcement on the details of virtual meeting on the Company's website or Company's announcement at Bursa Malaysia Securities Berhad's website. You are advised to check the Company's website or announcement(s) at Bursa Malaysia Securities Berhad's website from time to time for the latest update on the Postponed 16th AGM and Postponed EGM as the Company may not have sufficient time to despatch notification to its shareholders on the change of mode of meeting.

The Company has the right to impose any other precautionary measures as guided by the guidelines issued by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities from time to time.

Yours faithfully,

DATO' SRI LIANG CHEE FONG
EXECUTIVE CHAIRMAN

14 December 2020



MEGA SUN CITY HOLDINGS BERHAD
Registration No.: 200401002347(640850-U)
(Incorporated in Malaysia)

NOTICE OF THE POSTPONED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Postponed Extraordinary General Meeting of Mega Sun City Holdings Berhad (“**Mega Sun**” or the “**Company**”) will be held at Perdana I & II, Level 03, Cititel Penang, 66, Jalan Penang, 10000 George Town, Pulau Pinang on Tuesday, 29 December 2020 at 1.30 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Postponed 16th Annual General Meeting of Mega Sun which will be held at the same venue on the same day at 12.30 p.m., whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 82,661,000 NEW ORDINARY SHARES IN MEGA SUN, REPRESENTING 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF MEGA SUN, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)

“**THAT** subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“**Board**” or “**Directors**”) to allot and issue up to 82,661,000 new ordinary shares in the Company (“**Mega Sun Shares**” or “**Shares**”) (“**Placement Shares**”) by way of private placement to independent third party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board (“**Price-Fixing Date**”) upon such terms and conditions as disclosed in the Circular to the shareholders of the Company (“**Shareholders**”) dated 6 November 2020 (“**Circular**”);

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Shares up to and including the Price-Fixing Date;

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution 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 Placement Shares;

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors of the Company may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.”

NOTICE OF THE POSTPONED EXTRAORDINARY GENERAL MEETING (CONTINUED...)

ORDINARY RESOLUTION 2

PROPOSED AMENDMENTS TO THE BY-LAWS GOVERNING THE EXISTING EMPLOYEES' SHARE OPTION SCHEME OF MEGA SUN ("PROPOSED BY-LAWS AMENDMENTS")

"THAT the amended By-Laws of the existing ESOS as set out in Appendix II of the Circular in respect of, inter alia, the Proposed By-Laws Amendments, be and is hereby approved and adopted;

AND THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed By- Laws Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed By-Laws Amendments."

By Order of the Board

MEGA SUN CITY HOLDINGS BERHAD

CHEW SIEW CHENG (MAICSA 7019191) (SSM PC NO. 202008001179)

LIM CHOO TAN (LS 0008888) (SSM PC NO. 202008000713)

Company Secretaries

14 December 2020

IMPORTANT NOTICE

In the event the Conditional Movement Control Order is implemented and/or extended in Penang due to the Covid-19 pandemic, the Postponed EGM will be conducted on a fully virtual basis through live streaming and online remote voting from the Broadcast Venue at Perdana I & II, Level 03, Cititel Penang, 66, Jalan Penang, 10000 George Town, Pulau Pinang on Tuesday, 29 December 2020 at 1.30 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Postponed 16th Annual General Meeting of Mega Sun which will be held at the same venue on the same day at 12.30 p.m. whichever is later, as scheduled.

The date and time of the Postponed EGM shall remain unchanged. In such circumstances, there will no longer be a physical meeting. Shareholders will not be allowed to be physically present at the Broadcast Venue on the day of the meeting.

Please check the Company's website or Company's announcement at Bursa Malaysia Securities Berhad's website for the latest updates on the Postponed EGM from time to time.

NOTICE OF THE POSTPONED EXTRAORDINARY GENERAL MEETING (CONTINUED...)

Notes:

1. For the purpose of determining who shall be entitled to attend this postponed General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 22 December 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this postponed General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this postponed General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at the postponed General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the postponed General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”) which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the postponed General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang.
 - (ii) By electronic means via email
In the case of an appointment made via email transmission, this proxy form must be received via email at finance.lai6@gmail.com.

For option (ii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

NOTICE OF THE POSTPONED EXTRAORDINARY GENERAL MEETING (CONTINUED...)

Notes: (Continued...)

9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding the postponed General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is Sunday, 27 December 2020 at 1.30 p.m.
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian), or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.
14. The health and safety of our shareholders and staff who will attend the Company's Postponed EGM are the top priority of the Company. In view of the restrictive circumstances, shareholders are encouraged to appoint the Chairman of the Postponed EGM (or any other person) to act as proxy to attend and vote at the Postponed EGM on their behalf by submitting the proxy form with predetermined voting instruction as mentioned above.
15. The proxy form that has been deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang prior to this Notice of the Postponed EGM shall remain valid unless a new instrument superseding the previous deposited instrument (if any) has been deposited at the registered office of the Company as mentioned in the above.
16. The proxy form issued together with the Notice of the Postponed EGM of the Company dated 14 December 2020 ("Latter Proxy Form") shall SUPERSEDE the Form of Proxy circulated together with the Notice of EGM of the Company dated 6 November 2020 ("Former Proxy Form"), if the Company receives both the Former Proxy Form and the Latter Proxy Form. In view of the postponement of the EGM, the deadline to deposit the instrument has been extended to Sunday, 27 December 2020 at 1.30 p.m.

NOTICE OF THE POSTPONED EXTRAORDINARY GENERAL MEETING (CONTINUED...)

Measures to minimise risk of COVID-19

- (a) The health and safety of our shareholders and staff who will attend the Postponed EGM are the top priority of the Company. Hence, the following precautionary measures will be taken at the Company's Postponed EGM in order to minimise the risk of community spread of COVID-19 pandemic:
- (i) All attendees will be required to wear face masks, undergo temperature check and make health declaration prior to entering the meeting venue.
 - (ii) Any attendee who has fever (temperature of 37.5°C or higher) or exhibits flu-like symptoms will not be allowed to attend the Extraordinary General Meeting.
 - (iii) All attendees are to use the hand sanitisers as provided.
- (b) If you are unwell with sore throat/fever/flu/cough/shortness of breath or showed symptoms of respiratory illness such as coughing and sneezing, you are strongly encouraged not to attend the Company's Postponed EGM. In view of this, we encourage that you appoint a proxy and deposit the Form of Proxy at the registered address not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting, in the event you are not able to attend and vote on the date of the meeting. The appointment of a proxy does not preclude you from attending the meeting should you wish to and are fit to attend.
- (c) On the seating arrangements and number of individuals to be present at the meeting venue, the Company will observe and abide by the prevailing directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the Malaysian National Security Council and other relevant authorities to curb the spread of the COVID-19 pandemic. Shareholders are advised to arrive early at the EGM venue given that the above-mentioned precautionary measures may cause delay in the registration process.
- (d) No door gift will be provided to attendees. No refreshment will be served at the EGM venue.

[LOGO]
MEGA SUN CITY HOLDINGS BERHAD
 Registration No.: 200401002347(640850-U)
 (Incorporated in Malaysia)

PROXY FORM

CDS Account No.

No. of shares held

I/We _____ Tel: _____
 [Full name in block, NRIC/Passport/Company No.]
 of _____

being shareholder(s) of **Mega Sun City Holdings Berhad**, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairperson of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Postponed Extraordinary General Meeting of the Company to be held at Perdana I & II, Level 03, Cititel Penang, 66, Jalan Penang, 10000 George Town, Pulau Pinang on Tuesday, 29 December 2020 at 1.30 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Postponed 16th Annual General Meeting of Mega Sun which will be held at the same venue on the same day at 12.30 p.m. whichever is later or any adjournment thereof, and to vote as indicated below:

Description of Resolution	Resolution	For	Against
Proposed Private Placement	Ordinary Resolution 1		
Proposed By-Laws Amendments	Ordinary Resolution 2		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.

Signed this _____ day of _____

 Signature*
 Member

* Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:

1. For the purpose of determining who shall be entitled to attend this postponed General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 22 December 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this postponed General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.

2. A member entitled to attend and vote at this postponed General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at the postponed General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the postponed General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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. An exempt authorised nominee refers to an authorised nominee defined under Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the postponed General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang.
 - (ii) By electronic means
In the case of an appointment made via email transmission, this proxy form must be received via email at finance.lai6@gmail.com.
For option (ii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding the postponed General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is Sunday, 27 December 2020 at 1.30 p.m.
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian), or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.
14. Those proxy forms which are indicated with "√" in the spaces provided to show how the votes are to be cast will also be accepted.
15. The health and safety of our shareholders and staff who will attend the Company's Postponed EGM are the top priority of the Company. In view of the restrictive circumstances, shareholders are encouraged to appoint the Chairman of the Postponed EGM (or any other person) to act as proxy to attend and vote at the Postponed EGM on their behalf by submitting the proxy form with predetermined voting instruction as mentioned above.
16. The proxy form that has been deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang prior to this Notice of the Postponed EGM shall remain valid unless a new instrument superseding the previous deposited instrument (if any) has been deposited at the registered office of the Company as mentioned in the above.
17. The proxy form issued together with the Notice of the Postponed EGM of the Company dated 14 December 2020 ("Latter Proxy Form") shall **SUPERSEDE** the Form of Proxy circulated together with the Notice of EGM of the Company dated 6 November 2020 ("Former Proxy Form"), if the Company receives both the Former Proxy Form and the Latter Proxy Form. In view of the postponement of the EGM, the deadline to deposit the instrument has been extended to Sunday, 27 December 2020 at 1.30 p.m.