

## NOTICE OF PROVISIONAL ALLOTMENT

All abbreviations used herein shall have the same meaning as those defined in the "Definitions" page of the abridged prospectus dated 15 July 2013 ("AP") issued by our Company unless stated otherwise.

The Provisional Rights Shares as contained in this NPA are prescribed securities pursuant to Section 14(5) of the SICDA. Therefore, the SICDA and the Rules of Bursa Depository shall apply in respect of dealings in the Provisional Rights Shares.



(Company No.: 921551-D)  
(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 568,702,201 NEW ORDINARY SHARES OF RM1.00 EACH IN OUR COMPANY AT AN ISSUE PRICE OF RM1.70 ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY THREE EXISTING ORDINARY SHARES OF RM1.00 EACH IN OUR COMPANY HELD BY OUR SHAREHOLDERS AS AT 5.00 P.M. ON 15 JULY 2013**

Adviser



**RHB Investment Bank Berhad**

(Company No. 19663-P)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: Our Entitled Shareholders

Dear Sir/Madam,

Our Board has provisionally allotted to you the Provisional Rights Shares as indicated below, in accordance with the ordinary resolution passed at our EGM convened on 27 June 2013 and the approval of Bursa Securities vide its letter dated 5 June 2013.

We wish to advise you that your Provisional Rights Shares have been confirmed by Bursa Depository and upon acceptance, the relevant number of Rights Shares will be credited into your CDS Account(s), subject to the terms and conditions as stated in the AP and the RSF issued by our Company.

Bursa Securities has already prescribed the securities of our Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly the Provisional Rights Shares are prescribed securities and as such, all dealings in the Provisional Rights Shares will be by book entries through the CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository.

**ALL RIGHTS SHARES TO BE ISSUED WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES INTO YOUR AND/OR YOUR RENOUNCEE(S)' RESPECTIVE CDS ACCOUNTS. NO PHYSICAL CERTIFICATES WILL BE ISSUED.**

It is the intention of our Board to allocate the Excess Rights Shares, if any, in a fair and equitable manner, in the following priority:

- (i) firstly, for allocation to our Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on their respective shareholdings on the Entitlement Date;
- (ii) secondly, for allocation to our Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Applications; and
- (iii) thirdly, for allocation to transferee(s) and/or renounee(s) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Applications.

Nevertheless, our Board reserves the right to allot any excess Rights Shares applied for under the Excess Application in such manner as it deems fit and expedient, and in the best interest of our Company. Our Board also reserves the right to allot the excess Rights Shares in respect of any Excess Application, in full or in part, without assigning any reason thereto.

### NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

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NUMBER OF SUNWAY SHARES HELD AT 5.00 P.M. ON 15 JULY 2013	NUMBER OF PROVISIONAL RIGHTS SHARES ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM1.70 PER RIGHTS SHARE (RM)

### IMPORTANT RELEVANT DATES AND TIMES:

Entitlement date : Monday, 15 July 2013 at 5.00 p.m.

### LAST DATES AND TIMES FOR:

Sale of Provisional Rights Shares : Monday, 22 July 2013 at 5.00 p.m.  
Transfer of Provisional Rights Shares : Thursday, 25 July 2013 at 4.00 p.m.  
Acceptance and payment for Provisional Rights Shares : Tuesday, 30 July 2013 at 5.00 p.m.\*  
Excess Application and payment for Excess Rights Shares : Tuesday, 30 July 2013 at 5.00 p.m.\*

\* or such later date and time as our Board may decide in its absolute discretion and announce not less than two Market Days before the stipulated date and time.

**BY ORDER OF THE BOARD**  
**Tan Kim Aun (MAICSA 7002988)**  
**Chin Lee Chin (MAICSA 7012347)**  
Company Secretaries

SHARE REGISTRAR  
**Sunway Management Sdn Bhd**  
Level 16, Menara Sunway  
Jalan Lagoon Timur  
Bandar Sunway  
46150 Petaling Jaya  
Selangor Darul Ehsan  
Tel: (603) 5639 8889 Fax: (603) 5639 9507

**THIS NPA IS DATED 15 JULY 2013**

## RIGHTS SUBSCRIPTION FORM

All abbreviations used herein shall have the same meaning as those defined in the "Definitions" page of the abridged prospectus dated 15 July 2013 ("AP") issued by our Company unless stated otherwise.

This RSF is issued for the purpose of accepting the Provisional Rights Shares and applying for Excess Rights Shares pursuant to the Rights Issue. You should read and understand the notes and instruction as set out in this RSF and contents of the AP before completing this RSF. The closing date and time for acceptance of the Provisional Rights Shares, application for Excess Rights Shares and payment is 5.00 pm on 30 July 2013 or such later date and time as may be determined and announced by our Board not less than two Market Days before the stipulated date and time. This RSF is only applicable to persons who have Provisional Rights Shares standing to the credit of his/her CDS account.



(Company No.: 921551-D)

(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 568,702,201 NEW ORDINARY SHARES OF RM1.00 EACH IN OUR COMPANY AT AN ISSUE PRICE OF RM1.70 ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY THREE EXISTING ORDINARY SHARES OF RM1.00 EACH IN OUR COMPANY HELD BY OUR SHAREHOLDERS AS AT 5.00 P.M. ON 15 JULY 2013.**

<b>NAME AND ADDRESS OF APPLICANT (in block letters as per Bursa Depository's record)</b>
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NRIC NO./PASSPORT NO. (STATE COUNTRY)/COMPANY NO.

CDS A/C NO.

NUMBER OF SUNWAY SHARES HELD AT 5.00 P.M. ON 15 JULY 2013	NUMBER OF PROVISIONAL RIGHTS SHARES ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM1.70 PER RIGHTS SHARE (RM)

*Note: If you have subsequently purchased additional Provisional Rights Shares from the open market, you should indicate your acceptance of the total Provisional Rights Shares that you have standing to the credit of your CDS account under Part I(A) of this RSF.*

To: The Board of Directors  
Sunway Berhad  
c/o Sunway Management Sdn Bhd  
Level 16, Menara Sunway  
Jalan Lagoon Timur  
Bandar Sunway  
46150 Petaling Jaya  
Selangor Darul Ehsan

**PART I – ACCEPTANCE OF PROVISIONAL RIGHTS SHARES AND APPLICATION FOR EXCESS RIGHTS SHARES**

In accordance with the terms of this RSF and the AP, I/We# hereby irrevocably:  
(i) accept the number of Rights Shares as stated below, which were provisionally allotted/renounced/transferred to and accepted by me/us#;  
(ii) # and apply for the number of Excess Rights Shares as stated below in addition to the Rights Shares accepted by me/us#;

in accordance with and subject to the Memorandum and Articles of Association of Sunway.

I/We# enclose the appropriate remittance(s), in favour of the respective accounts stated below and crossed "A/C PAYEE ONLY", being the full amount payable for the number of Rights Shares accepted/applied for, and hereby request for the Rights Shares to be credited into my/our# valid and subsisting CDS account as stated above.

NUMBER OF PROVISIONAL RIGHTS SHARES ACCEPTED/EXCESS RIGHTS SHARES APPLIED FOR	AMOUNT PAYABLE AT RM1.70 PER RIGHTS SHARE (RM)	BANKER'S DRAFT/CASHIER'S ORDER/MONEY ORDER/POSTAL ORDER NO.	PAYABLE TO
(A) ACCEPTANCE			SUNWAY RIGHTS ISSUE ACCOUNT
(B) EXCESS			SUNWAY EXCESS RIGHTS SHARES ACCOUNT

I/We# authorise you to return the full amount of the surplus application monies (without interest) should my/our# application for the Excess Rights Shares be unsuccessful or partially successful, by ORDINARY POST to me/us# at MY/OUR# OWN RISK.

**PART II - DECLARATION**

I/We# hereby confirm and declare that:

- (i) All information provided by me/us# is true and correct;
- (ii) All information is identical with the information in the records of Bursa Depository and further agree and confirm that in the event the said information differs from Bursa Depository's record as mentioned earlier, the exercise of my/our# rights may be rejected; and
  - (a) I am 18 years of age or over.
  - (b) I am/We are# resident(s) of Malaysia.
  - (c) I am/We are# resident(s) of ..... (country) and having ..... citizenship.
  - (d) I am/We are# nominee(s) of a person who is a Bumiputera#/Non-Bumiputera#/Non-Citizen# resident in ..... (country) and having ..... citizenship.

I/We# hereby accept all the terms and conditions set out in this RSF and the AP and further confirm compliance with all the requirements for acceptance/Excess Application, and payment as set out therein.

<p>_____ Signature/Authorised Signatory(ies) (Corporate bodies must affix their Common Seal)</p>	<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> <p><b>Affix Malaysian Revenue Stamp of RM10.00 here</b></p> </div>	<p style="text-align: right;">_____ Date</p> <p style="text-align: right;">_____ Contact telephone number during office hours</p>
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<b>LAST DATE AND TIME FOR:</b>	
Acceptance of and payment for Provisional Rights Shares	: Tuesday, 30 July 2013 at 5.00 p.m.*
Excess Application and payment for Excess Rights Shares	: Tuesday, 30 July 2013 at 5.00 p.m.*
* or such later date and time as our Board may decide in its absolute discretion and announce not less than two Market Days before the stipulated date and time.	

*Note: # Please delete whichever is not applicable*

## NOTES AND INSTRUCTIONS IN COMPLETING THIS RSF

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia or "RM" in abbreviation. All abbreviations used herein shall have the same meaning as those defined in the "Definitions" page of the AP unless stated otherwise.

### THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT.

If you are in any doubt as to the course of action to be taken, you should consult your stockbrokers, bank managers, solicitors, accountants or other professional advisers immediately. All enquiries concerning the Rights Issue should be addressed to our Share Registrar, Sunway Management Sdn Bhd, at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan.

### YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE AP TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF. IN ACCORDANCE WITH THE CMSA, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE AP.

The AP is issued in compliance with the laws of Malaysia only. This RSF, together with the AP and NPA (collectively referred to as "Documents"), are not intended to be (and will not be) issued, circulated or distributed in countries or jurisdictions other than Malaysia. No action has been or will be taken to ensure that the Rights Issue and the Documents comply with the laws of any countries or jurisdictions other than the laws of Malaysia. The Rights Issue to which the Documents relates is only available to persons receiving the Documents electronically or otherwise within Malaysia. Accordingly, the Documents will not be despatched to our entitled Foreign-Addressed Shareholders. It shall be the sole responsibility of Entitled Shareholders and/or their renounee(s) (if applicable) who are or may be subjected to the laws of countries or jurisdictions other than Malaysia to immediately consult their legal advisers and/or other professional advisers as to whether the acceptance, renunciation, sale or transfer of the Provisional Rights Shares (as the case may be), would result in the contravention of any laws of such countries or jurisdictions. Such Entitled Shareholders and/or their renounee(s) (if applicable) should note the additional terms and restrictions as set out in Section 11.6 of the AP. Neither we nor RHB Investment Bank shall accept any responsibility or liability whatsoever to any party in the event that any acceptance, renunciation, sale or transfer of the Provisional Rights Shares (as the case may be) made by Entitled Shareholders and/or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and/or their renounees is a resident.

A copy of the AP has been registered with the SC. The registration of the AP should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made or opinion or report expressed in the AP. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the Documents have been lodged with the Registrar of Companies who takes no responsibility for their contents.

Approval for the Rights Issue has been obtained from our shareholders at the EGM held on 27 June 2013. Approval has been obtained from Bursa Securities vide its letter dated 5 June 2013 for the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities. The listing of and quotation for the Right Shares will commence after, amongst others, the receipt of confirmation from Bursa Depository that the Rights Shares are ready to be credited into the CDS Accounts of Entitled Shareholders and/or their renounee(s) (if applicable) and notices of allotment have been despatched to them. Admission to the Official List of Bursa Securities and quotation for the Rights Shares are in no way reflective of the merits of the Rights Issue.

Our Board has seen and approved the Documents. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make the statements in the Documents false or misleading.

### INSTRUCTIONS:

#### (i) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on Tuesday, 30 July 2013 or such later date and time as may be determined and announced by our Board not less than two Market Days before the stipulated date and time.

#### (ii) ACCEPTANCE OF PROVISIONAL RIGHTS SHARES

If you wish to accept your entitlement to the Provisional Rights Shares either in full or in part, please complete Parts I(A) and II of this RSF and submit the completed and signed RSF to our Share Registrar at the address above so as to arrive not later than 5.00 p.m. on 30 July 2013 (or such later date and time as may be determined and announced by our Board not less than two Market Days before the stipulated date and time). Each completed RSF must be accompanied by the appropriate remittance in RM for the full amount payable for the Provisional Rights Shares accepted in the form of Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia, and made payable to "**SUNWAY RIGHTS ISSUE ACCOUNT**", crossed "**A/C PAYEE ONLY**", and endorsed on the reverse side with your name, contact number and address in block letters and your CDS Account number. Cheques or any other mode of payments not prescribed herein are not acceptable.

The remittance must be made for the exact amount payable for the Provisional Rights Shares accepted. Any acceptance with excess or insufficient payment may be rejected at the absolute discretion of our Board. No acknowledgement of the receipt of this RSF or application monies will be made by our Company or our Share Registrar in respect of the Provisional Rights Shares. If your application is successful, the Rights Shares shall be credited into your CDS Account where the Provisional Rights Shares are standing to the credit and a notice of allotment will be despatched to you by ordinary post to the address stated in the Record of Depositors at your own risk within eight Market Days from the last date for acceptance of and payment for the Provisional Rights Shares.

In respect of unsuccessful or partially successful applications, the full amount or the surplus application monies (as the case may be) will be refunded without interest and shall be despatched to you by ordinary post to the address stated in the Record of Depositors at your own risk within 14 Market Days from the last date for acceptance of and payment for the Provisional Rights Shares.

#### (iii) EXCESS APPLICATION

If you wish to apply for additional Rights Shares in excess of those provisionally allotted to you, please complete Parts I(B) and II of this RSF and forward the completed and signed RSF to our Share Registrar at the address above so as to arrive not later than 5.00 p.m. on 30 July 2013 (or such later date and time as may be determined and announced by our Board not less than two Market Days before the stipulated date and time). A **SEPARATE** remittance made in RM for the full amount payable in respect of the Excess Rights Shares applied for, should be made in the same manner described in Note (ii) above, except that the Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia should be made payable to "**SUNWAY EXCESS RIGHTS SHARES ACCOUNT**", crossed "**A/C PAYEE ONLY**", and endorsed on the reverse side with your name, contact number and address in block letters and your CDS Account number. Cheques or any other mode of payments not prescribed herein are not acceptable.

The remittance must be made for the exact amount payable for the Excess Rights Shares applied. Any application with excess or insufficient payment may be rejected at the absolute discretion of our Board. No acknowledgement of the receipt of this RSF for the Excess Application or application monies will be made by our Company or our Share Registrar in respect of the Excess Rights Shares. If your Excess Application is successful, the Excess Rights Shares shall be credited into your CDS Account and a notice of allotment will be despatched to you by ordinary post to the address stated in the Record of Depositors at your own risk within eight Market Days from the last date for application and payment for the Excess Rights Shares.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares applied for under the Excess Application in such manner as it deems fit and expedient, and in the best interest of our Company subject always to such allocation achieving the intention of our Board as set out below. Our Board also reserves the right to allot the Excess Rights Shares in respect of any Excess Application, in full or in part, without assigning any reason thereto. It is the intention of our Board to allocate the Excess Rights Shares, if any, in a fair and equitable manner in the following priority; firstly, for allocation to our Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on their respective shareholdings on the Entitlement Date; secondly, for allocation to our Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Applications; and thirdly, for allocation to transferee(s) and/or renounee(s) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Applications.

In respect of unsuccessful or partially successful Excess Applications, the full amount of the surplus application monies (as the case may be) will be refunded without interest and shall be despatched to you by ordinary post to the address stated in the Record of Depositors at your own risk within 14 Market Days from the last date for application and payment for the Excess Rights Shares.

#### (iv) SALE/TRANSFER OF PROVISIONAL RIGHTS SHARES

As the Provisional Rights Shares are prescribed securities, you and/or your renounee(s) who wish to sell/transfer all or part of your entitlement to the Provisional Rights Shares may do so immediately through your stockbroker for the period up to the last date and time for sale/transfer of the Provisional Rights Shares without first having to request for a split of the Provisional Rights Shares standing to the credit of your CDS Accounts.

In selling/transferring all or part of your Provisional Rights Shares, you and/or your renounee(s) need not deliver any document (including this RSF) to the stockbroker in respect of the portion of the Provisional Rights Shares to be sold/transferred. However, you and/or your renounee(s) must ensure that you have sufficient Provisional Rights Shares standing to the credit of your CDS Accounts for settlement of the sale/transfer.

The purchaser(s)/renounee(s) can collect a copy of the AP and this RSF for the acceptance of his/her/their Provisional Rights Shares from his/her/their stockbroker, all Malaysian stockbroking companies, our Registered Office, our Share Registrar's office or Bursa Securities' website at "[www.bursamalaysia.com](http://www.bursamalaysia.com)".

If you and/or your renounee(s) have sold only part of your Provisional Rights Shares, you may still accept the balance of your entitlements to the Provisional Rights Shares by completing Parts I(A) and II of this RSF and forwarding the completed and signed RSF together with the full amount payable on the balance of the Provisional Rights Shares applied for to our Share Registrar in accordance with the instructions in Note (ii) above.

#### (v) GENERAL INSTRUCTIONS

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- A Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.
- Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of our Company and our Company shall not be under any obligation to account for such interest or other benefit to you.
- The contract arising from your acceptance of the Provisional Rights Shares shall be governed by and construed in accordance with the laws of Malaysia and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdictions of the courts of Malaysia in respect of any matters in connection with this RSF and the contract arising therefrom.
- Our Board reserves the right to accept or reject any acceptance and/or application if the instructions hereinabove stated are not strictly adhered to or which are illegible.
- The Rights Shares subscribed by you and/or your renounee(s) will be credited into your and/or your renounee(s)' respective CDS Accounts as stated in this RSF.
- Entitled Shareholders and/or renounee(s) should note that this RSF and payment so lodged with our Share Registrar shall be irrevocable and shall not be subsequently withdrawn.