

NOTICE OF PROVISIONAL ALLOTMENT

TERMS DEFINED IN THE ABRIDGED PROSPECTUS DATED 6 NOVEMBER 2020 ISSUED BY OUR COMPANY SHALL HAVE THE SAME MEANING WHEN USED IN THIS NPA, UNLESS STATED OTHERWISE. THE PROVISIONAL ALLOTMENT AS CONTAINED IN THIS NPA ARE PRESCRIBED SECURITIES PURSUANT TO SECTION 14(5) OF SICDA AS AMENDED FROM TIME TO TIME AND THEREFORE, ALL DEALINGS IN THE PROVISIONAL ALLOTMENT WILL BE GOVERNED BY SICDA AND RULES OF BURSA DEPOSITORY.



SUNWAY BERHAD
(Registration No.: 201001037627 (921551-D))
(Incorporated in Malaysia)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,112,777,962 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN OUR COMPANY AT AN ISSUE PRICE OF RM1.00 PER ICPS ON THE BASIS OF ONE ICPS FOR EVERY FIVE EXISTING ORDINARY SHARES IN OUR COMPANY HELD BY OUR ENTITLED SHAREHOLDERS AS AT 5.00 P.M. ON 6 NOVEMBER 2020

Sole Principal Adviser



RHB INVESTMENT BANK BERHAD
(Registration No. 197401002639 (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 number of Provisional Allotment as indicated below in accordance with the resolution passed at the EGM held on 2 September 2020 and the approval of Bursa Securities via its letter dated 7 August 2020.

We wish to advise you that the following number of Provisional Allotment in respect of the Rights Issue of ICPS have been confirmed by Bursa Depository and upon acceptance will be credited into your CDS Account subject to the terms and conditions stated in the Abridged Prospectus and the RSF issued by our Company.

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

ALL ICPS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE OF ICPS WILL BE ALLOTTED BY WAY OF CREDITING THE ICPS INTO THE CDS ACCOUNTS OF OUR ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEES/TRANSFEREES (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES WILL BE ISSUED.

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

- (i) firstly, to minimise the incidence of odd lots of ICPS;
- (ii) secondly, on a pro-rata basis and in board lots, to our Entitled Shareholders who have applied for Excess ICPS, taking into consideration their respective shareholdings in our Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis and in board lots, to our Entitled Shareholders who have applied for Excess ICPS, taking into consideration the quantum of their respective Excess ICPS Application; and
- (iv) finally, on a pro-rata basis and in board lot, to the renounees and/or transferees (if applicable) who have applied for Excess ICPS taking into consideration the quantum of their respective Excess ICPS Application.

In the event there is any remaining balance of the Excess ICPS after carrying out steps (i) to (iv) as set out above, steps (ii) to (iv) will be repeated again in the same sequence to allocate the remaining balance of the Excess ICPS to our Entitled Shareholders and/or their renounees/transferees who have applied for the Excess ICPS until such balance is fully allocated. Notwithstanding the above, our Board reserves the right to allot the Excess ICPS applied for under Part I(B) of the RSF in such manner as it deems fit and expedient, and in the best interest of our Company subject always to such allocation being made on a fair and equitable manner. Our Board reserves the right not to accept any Excess ICPS Application or to accept any Excess ICPS Application in part only without assigning any reason thereof.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

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NUMBER OF SUNWAY SHARES HELD AT 5.00 P.M. ON 6 NOVEMBER 2020	NUMBER OF ICPS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM1.00 PER ICPS (RM)

IMPORTANT RELEVANT DATES AND TIMES

Entitlement Date	: Friday, 6 November 2020 at 5.00 p.m.
Last date and time for:	
Sale of Provisional Allotments	: Wednesday, 18 November 2020 at 5.00 p.m.
Transfer of Provisional Allotments	: Friday, 20 November 2020 at 4.30 p.m.
Acceptance and payment	: Thursday, 26 November 2020 at 5.00 p.m.
Excess ICPS Application and payment	: Thursday, 26 November 2020 at 5.00 p.m.

By Order of our Board

TAN KIM AUN (SSM PC NO. 202008001249) (MAICSA 7002988)
CHIN LEE CHIN (SSM PC NO. 202008001355) (MAICSA 7012347)
Company Secretaries

Share Registrar for the Rights Issue of ICPS
TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD
(197101000970 (11324-H))
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel No.: +603 2783 9299
Fax No.: +603 2783 9222

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT.

IF IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, PLEASE CONSULT A PROFESSIONAL ADVISER IMMEDIATELY. ALL ENQUIRIES CONCERNING THE RIGHTS ISSUE OF ICPS SHOULD BE ADDRESSED TO OUR SHARE REGISTRAR FOR THE RIGHTS ISSUE OF ICPS, TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD AT UNIT 32-01, LEVEL 32, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR (TEL: +603 2783 9299). YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF. IN ACCORDANCE WITH THE CMSA, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS.

The Abridged Prospectus, together with the NPA and RSF (collectively, the "Documents"), are despatched only to our Entitled Shareholders whose names appear on our Record of Depositors as at 5.00 p.m. on 6 November 2020 who have a registered address in Malaysia or who have provided our Share Registrar for the Rights Issue of ICPS with a registered address in Malaysia in writing by 5.00 p.m. on 6 November 2020. The Documents are not intended to and will not be made to comply with the laws of any jurisdiction other than Malaysia and are not intended to and will not be issued, circulated or distributed in jurisdictions other than Malaysia. No action has been or will be taken to ensure that the Rights Issue of ICPS complies with the laws of any jurisdiction other than the laws of Malaysia. Entitled Shareholders and/or their transferees and/or their renounees who are residents in jurisdictions other than Malaysia should therefore immediately consult their legal adviser and other professional advisers as to whether the acceptance and/or renunciation (as the case may be) of entitlements to the Rights Issue of ICPS, application for Excess ICPS, or the subscription, offer, sale, resale, pledge or other transfer of the new securities arising from the Rights Issue of ICPS would result in the contravention of any laws of such jurisdictions. We, RHB Investment Bank Berhad and/or the advisers named in the Abridged Prospectus shall not accept any responsibility or liability in the event that any acceptance and/or renunciation (as the case may be) of entitlements to the Rights Issue of ICPS, application for Excess ICPS or the subscription, offer, sale, resale, pledge or other transfer of the new securities arising from the Rights Issue of ICPS made by any Entitled Shareholders and/or their transferees and/or their renounees is or shall become illegal, unenforceable, voidable or void in such jurisdictions in which Entitled Shareholders and/or their transferees and/or their renounees are residents.

The Abridged Prospectus has been registered by the SC. The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue of ICPS or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in the Abridged Prospectus. The SC has not, in any way, considered the merits of this Rights Issue of ICPS. A copy of the Documents have also been lodged with the Registrar of Companies who takes no responsibility for its content.

Approval for the Rights Issue of ICPS has been obtained from our shareholders at our EGM convened on 2 September 2020. Approval has been obtained from Bursa Securities on 7 August 2020 for the admission of the ICPS to the Official List as well as the listing and quotation of the ICPS and the new Shares to be issued upon the conversion of the ICPS on the Main Market of Bursa Securities. Such admission and listing and quotation on the Main Market of Bursa Securities are not to be taken as an indication of the merits of the Rights Issue of ICPS. The Shariah Advisory Council of the SC had, vide its letter dated 2 October 2020, informed that it has no objection to the ICPS being Shariah compliant.

Our Directors have seen and approved all the documentation relating to the Rights Issue of ICPS. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there is no false or misleading statements or other facts which if omitted, would make any statement in the Documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is RM and Sen.

INSTRUCTIONS:

ACCEPTANCE FOR THE PROVISIONAL ALLOTMENT AND EXCESS APPLICATION ARE TO BE MADE BY WAY OF RSF OR BY WAY OF ELECTRONIC SUBSCRIPTION VIA TIH ONLINE IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE ABRIDGED PROSPECTUS.

(I) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until **5.00 p.m. on 26 November 2020**. If acceptance of and payment for the Provisional Allotments (whether in full or in part) are not received by our Share Registrar for the Rights Issue of ICPS by the Closing Date, such Provisional Allotments will be deemed to have been declined and will be cancelled. Our Board will then have the right to allot such ICPS not taken up to applicants applying for Excess ICPS in the manner as set out in item (iii) below.

FOR DELIVERY BY HAND AND/OR COURIER AND/OR ORDINARY POST:

Tricor Investor & Issuing House Services Sdn Bhd (197101000970(11324-H))
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel No.: +603 2783 9299
Fax No.: +603 2783 9222

Or alternatively at

Tricor Customer Service Centre
Unit G-3, Ground Floor
Vertical Podium
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

(II) FULL OR PART ACCEPTANCE OF THE ICPS

The Rights Issue of ICPS is renounceable in full or in part. If you wish to accept all or part of your entitlement to the Provisional Allotments, please complete Parts I(A) and II of this RSF in accordance with the notes and instructions contained herein and submit this RSF together with the appropriate remittance in RM for the full amount payable for the Rights Issue of ICPS accepted in the form of Banker's Draft / Cashier's Order / Money Order / Postal Order drawn on a bank or post office in Malaysia and made payable to "**SUNWAY ICPS RIGHTS ISSUE ACC**", crossed "**ACCOUNT PAYEE ONLY**" and **endorsed on the reverse side with your name in block letters and your CDS Account number**, and must be received by our Share Registrar for the Rights Issue of ICPS at the address set out above, by the Closing Date. Cheques or other mode(s) of payment not prescribed herein are not acceptable.

The payment must be made for the exact amount payable for the ICPS accepted. Any applications accompanied by payment other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of our Board. No acknowledgment will be issued for the receipt of this RSF or application monies in respect of the Rights Issue of ICPS. If your application is successful, a notice of allotment will be despatched to you and/or your transferees and/or your renounees by ordinary post to the address as shown on our Record of Depositors at your own risk within eight Market Days from the Closing Date or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially accepted applications, the full amount or the surplus application monies, as the case may be, will be refunded without interest. The refund will be credited directly into your bank account if you have provided such bank account information to Bursa Depository for the purposes of cash dividend/distribution. If you have not provided such bank account information to Bursa Depository, the refund will be by issuance of cheque and shall be despatched to you by ordinary post to the address as shown on our Record of Depositors at your own risk within 15 Market Days from the Closing Date or such other period as may be prescribed by Bursa Securities.

(III) EXCESS ICPS APPLICATION

If you wish to apply for additional ICPS in excess of those provisionally allotted to you, please complete Part I(B) of this RSF (in addition to Parts I(A) and II) and forward the completed RSF with a separate remittance in RM for the full amount payable for the Excess ICPS applied for in the form of Banker's Draft / Cashier's Order / Money Order / Postal Order drawn on a bank or post office in Malaysia and made payable to "**SUNWAY ICPS EXCESS RIGHTS AC**", crossed "**ACCOUNT PAYEE ONLY**" and **endorsed on the reverse side with your name in block letters and your CDS Account number**, and must be received by our Share Registrar for the Rights Issue of ICPS at the address set out above, by the Closing Date. Cheques or other mode(s) of payment not prescribed herein are not acceptable.

The payment must be made for the exact amount payable for the Excess ICPS applied for. Any applications accompanied by payment other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of our Board. No acknowledgment will be issued for the receipt of the Excess ICPS Application or application monies in respect thereof. If your application is successful, a notice of allotment will be despatched to you and/or your transferees and/or your renounees by ordinary post to the address as shown on our Record of Depositors at your own risk within eight Market Days from the Closing Date or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful Excess ICPS Application, the full amount or the surplus application monies, as the case may be, will be refunded without interest. The refund will be credited directly into your bank account if you have provided such bank account information to Bursa Depository for the purposes of cash dividend/distribution. If you have not provided such bank account information to Bursa Depository, the refund will be by issuance of cheque and shall be despatched to you by ordinary post to the address as shown on our Record of Depositors at your own risk within 15 Market Days from the Closing Date or such other period as may be prescribed by Bursa Securities.

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

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, on a pro-rata basis and in board lots, to our Entitled Shareholders who have applied for Excess ICPS taking into consideration their respective shareholdings in our Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis and in board lots, to our Entitled Shareholders who have applied for Excess ICPS, taking into consideration the quantum of their Excess ICPS Application; and
- (iv) finally, on a pro-rata basis and in board lot, to the renounees and/or transferees who have applied for Excess ICPS, taking into consideration the quantum of their Excess ICPS Application.

In the event there is any remaining balance of the Excess ICPS after carrying out steps (i) to (iv) as set out above, steps (ii) to (iv) will be repeated again in the same sequence to allocate the remaining balance of the Excess ICPS to our Entitled Shareholders and/or their renounees/transferees who have applied for the Excess ICPS until such balance is fully allocated. Notwithstanding the above, our Board reserves the right to allot the Excess ICPS applied for under Part I(B) of the RSF in such manner as it deems fit and expedient, and in the best interest of our Company subject always to such allocation being made on a fair and equitable manner. Our Board reserves the right not to accept any Excess ICPS Application or to accept any Excess ICPS Application in part only without assigning any reason thereof.

(IV) SALE OR TRANSFER OF PROVISIONAL ALLOTMENTS

Should you wish to sell or transfer all or part of your entitlement to the Provisional Allotments to one or more persons, you may do so through your stockbroker from 9 November 2020 up to 5.00 p.m. on Wednesday, 18 November 2020 being the last date and time for sale of the Provisional Allotments or 4.30 p.m. on Friday, 20 November 2020 being the last date and time for transfer of the Provisional Allotments (in accordance with Rules of Bursa Depository) without first having to request for a split of the Provisional Allotments standing to the credit of your CDS Account. To sell or transfer all or part of your entitlement to the Provisional Allotments, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository for the period up to the last date and time for sale and transfer of the Provisional Allotments (in accordance with the Rules of Bursa Depository).

In selling or transferring all or part of your Provisional Allotments, you are not required to deliver any document to your stockbroker. However, you are advised to ensure that you have sufficient number of Provisional Allotments standing to the credit of your CDS Account before selling or transferring.

Renounees and/or transferees may obtain a copy of the Abridged Prospectus and/or this RSF from our registered office, our Share Registrar for the Rights Issue of ICPS or Bursa Securities' website (<http://www.bursamalaysia.com>).

If you have sold or transferred only part of the Provisional Allotments, you may still accept the balance of the Provisional Allotment by completing Parts I(A) and II of this RSF and delivering the RSF together with the full amount payable on the balance of the ICPS applied for to our Share Registrar for the Rights Issue of ICPS.

(V) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their respective Common Seals.
- (b) A Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on the RSF.
- (c) ICPS subscribed by the Entitled Shareholders and/or their transferees and/or their renounees (if applicable) will be credited into their respective CDS Accounts as stated in this RSF.
- (d) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- (e) The contract arising from the acceptance of the Provisional Allotments by you 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 jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (f) Acceptance of and/or payment for the Provisional Allotments which do not conform strictly to the terms of the Abridged Prospectus, this RSF or the notes and instructions herein or which are illegible may be rejected at the absolute discretion of our Board.
- (g) Our Entitled Shareholders and/or their transferees and/or their renounees should note that any RSF and remittance lodged with our Share Registrar for the Rights Issue of ICPS will be irrevocable and cannot subsequently be withdrawn.

(VI) E-SUBSCRIPTION VIA TIH ONLINE

E-Subscription is available to all Entitled Shareholders who are registered users of TIH Online. You are no longer required to complete and lodge the physical RSF to our Share Registrar for the Rights Issue of ICPS's office if you have successfully lodged the e-RSF on the acceptance of the Provisional Allotments and the Excess ICPS Applications by way of e-Subscription. Please refer to Section 10 of the Abridged Prospectus for further details on acceptance, payment, sale/transfer and excess application for the Rights Issue of ICPS by way of RSF and e-Subscription.