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If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

In line with the provisions of Practice Note 18 on Perusal of Draft Circulars and Other Documents, Bursa Malaysia Securities Berhad has not perused Part B of this Circular as these transaction falls under the category of Exempt Circular as outlined in the aforesaid practice note.

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# SUNSURIA

**SUNSURIA BERHAD**

(Company No. 8235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

## CIRCULAR TO SHAREHOLDERS

### IN RELATION TO THE

**PART A PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE AND NEW SHAREHOLDERS' MANDATE FOR RRPT OF A REVENUE OR TRADING NATURE**

**PART B PROPOSED NEW SHAREHOLDERS' MANDATE FOR PURCHASE BY THE COMPANY OF UP TO TEN PERCENT (10%) OF ITS OWN ISSUED AND PAID-UP SHARE CAPITAL**

The Notice of the Forty-Seventh Annual General Meeting ("**47<sup>th</sup> AGM**") of Sunsuria Berhad ("**Sunsuria**" or the "**Company**") to be held at Banquet Hall, Unique Seafood Damansara, Sunsuria Avenue, Persiaran Mahogani, PJU 5 Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Friday, 26 February 2016 at 10.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Forty-Sixth Annual General Meeting ("**46<sup>th</sup> AGM**") which will be held at 10.00 a.m. on the same day and at the same venue, together with the Proxy Form, are set out in Sunsuria's Annual Report for the financial period ended 30 September 2015 despatched together with this Circular. Shareholders are advised to refer to the Notice of the 47<sup>th</sup> AGM and the Proxy Form, both of which are enclosed in the Company's Annual Report for the financial period ended 30 September 2015.

The Proxy Form should be lodged at the Company's Share Registrar, 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, Malaysia, not less than forty-eight (48) hours before the time stipulated for holding the 47<sup>th</sup> AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : 24 February 2016 at 10:30 a.m.

Date and time of 47<sup>th</sup> AGM : 26 February 2016 at 10:30 a.m.

This Circular is dated 4 February 2016

## DEFINITIONS

Unless the context otherwise requires, the following definitions shall apply throughout this Circular:-

<b>46<sup>th</sup> AGM</b>	: Forty-Sixth Annual General Meeting
<b>47<sup>th</sup> AGM</b>	: Forty-Seventh Annual General Meeting
<b>48<sup>th</sup> AGM</b>	: Forty-Eighth Annual General Meeting
<b>Act</b>	: The Companies Act, 1965 as amended from time to time and any re-enactment thereof, including all regulations issued thereunder
<b>AGM</b>	: Annual General Meeting
<b>Annual Report 2015</b>	: Annual Report of Sunsuria issued for the financial period ended 30 September 2015
<b>Board</b>	: The Board of Directors of Sunsuria
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad (Company No. 635998-W)
<b>Circular</b>	: This circular dated 4 February 2016
<b>CMSA</b>	: Capital Markets and Services Act, 2007
<b>Code</b>	: Malaysian Code on Take-Overs and Mergers, 2010, as amended from time to time and any re-enactment thereof
<b>Director(s)</b>	: Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
<b>EPS</b>	: Earnings per share
<b>Listing Requirements</b>	: Main Market Listing Requirements of Bursa Securities as amended from time to time and re-enactment thereof
<b>LPD</b>	: 28 January 2016, being the latest practicable date prior to the printing of this Circular
<b>Major Shareholder(s)</b>	: Any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company (including its subsidiary or holding company) who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-  (a) 10% or more of the aggregate of the nominal amount of all the voting shares in the Company; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.

## DEFINITIONS (Cont'd)

For the purpose of this definition, “interests in shares” shall have the meaning given in Section 6A of the Act.

<b>NA</b>	: Net assets
<b>Ordinary Resolutions</b>	: The ordinary resolution pertaining to the Proposed Shareholder’s Mandate for RRPT and Proposed Share Buy-Back
<b>Person(s) Connected</b>	: This shall have the same meaning as in Chapter 1, paragraph 1.01 of the Listing Requirements
<b>Proposed New Shareholders’ Mandate</b>	: Proposed New shareholders’ mandate for the Recurrent Related Party Transactions, as detailed under Section 2.1.4 of this Circular
<b>Proposed Renewal of Shareholders’ Mandate</b>	: Proposed Renewal of shareholders’ mandate for the Recurrent Related Party Transactions, as detailed under Section 2.1.3 of this Circular
<b>Proposed Share Buy-Back</b>	: Proposed purchase by the Company of up to ten percent (10%) of its own issued and paid-up share capital
<b>Purchased Share(s)</b>	: Shares purchased by the Company pursuant to the Proposed Share Buy-Back
<b>Recurrent Related Party Transaction(s) or RRPT(s)</b>	: Related party transactions involving recurrent transactions of revenue or trading nature which are necessary for day to day operations and are in the ordinary course of business of the Sunsuria Group
<b>Related Party(ies)</b>	: A director, major shareholder or person connected with such director or major shareholder. For the purpose of this definition, “director” and “major shareholder” shall have the meanings given in paragraph 10.02 of the Listing Requirements
<b>RM and sen</b>	: Ringgit Malaysia and sen respectively
<b>Share(s)</b>	: Ordinary shares of RM0.50 each in Sunsuria
<b>Shareholder(s)</b>	: Shareholders of Sunsuria
<b>Shareholders’ Mandate</b>	: The shareholders’ mandate for the Sunsuria Group to enter into RRPTs as set out in Section 2.1.3 and Section 2.1.4 of this Circular with the Related Party
<b>Sunsuria or the Company</b>	: Sunsuria Berhad (Company No. 8235-K)

## **DEFINITIONS (Cont'd)**

**Sunsuria Group or the Group** : Sunsuria and its subsidiary companies as defined in Section 5 of the Act, which are not dormant companies

**Treasury Share(s)** : Purchased Shares which are or will be retained as treasury shares by the Company (as defined in Section 67A of the Act)

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to “you” in this Circular are to the Shareholders.

Any discrepancies in the tables included in this Circular between amounts listed, actual figures and totals thereof may be due to rounding.

Any reference in this Circular to any enactment is a reference to that enactment or guidelines as for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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# SUNSURIA

## SUNSURIA BERHAD

(Company No. 8235-K)  
(Incorporated in Malaysia under the Companies Act, 1965)

### Registered Office:

Level 8, Symphony House  
Pusat Dagangan Dana 1,  
Jalan PJU 1A/46, 47301 Petaling Jaya  
Selangor Darul Ehsan

4 February 2016

### Board of Directors:

Datuk Ter Leong Yap (*Executive Chairman*)  
Mr. Koong Wai Seng (*Executive Director*)  
Dato' Tan Tian Meng (*Independent Non-Executive Director*)  
Mr. Liew Jee Min @ Chong Jee Min (*Independent Non-Executive Director*)  
Datin Loa Bee Ha (*Independent Non-Executive Director*)  
Mr. Alexon Khor Swek Chen (*Independent Non-Executive Director*)  
Ms. Tan Pei Geok (*Independent Non-Executive Director*)

### To : The Shareholders of Sunsuria Berhad

Dear Sir/Madam

**PART A PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE AND NEW SHAREHOLDERS' MANDATE FOR RRPT OF A REVENUE OR TRADING NATURE**

**PART B PROPOSED NEW SHAREHOLDERS' MANDATE FOR PURCHASE BY THE COMPANY OF UP TO TEN PERCENT (10%) OF ITS OWN ISSUED AND PAID-UP SHARE CAPITAL**

### 1. INTRODUCTION

#### 1.1 PROPOSED SHAREHOLDER' MANDATE FOR RRPT

At the 45<sup>th</sup> AGM held on 30 September 2014, the Company obtained a mandate from its Shareholders to enter into RRPT with Related Parties which are necessary for its day to day operations and are in the ordinary course of business based on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of minority shareholders.

The Shareholders' Mandate shall lapse at the conclusion of the forthcoming 46<sup>th</sup> AGM of the Company unless a new mandate for RRPT is obtained from the shareholders at the AGM.

The Company changed its financial year end from 31 March to 30 September resulting in delays in holding the 46<sup>th</sup> AGM. Therefore, the 46<sup>th</sup> & 47<sup>th</sup> AGM will be scheduled and conducted on 26 February 2016.

On 12 January 2016, the Board announced to Bursa Securities that the Company proposed to seek a renewal of the Shareholders' Mandate and new Shareholders' Mandate for the Sunsuria Group to enter into RRPT with Related Parties in forthcoming 47<sup>th</sup> AGM.

## **1.2 PROPOSED SHARE BUY-BACK**

### **1.2.1 Company's Announcement**

On 29 January 2016, the Board announced to Bursa Securities that the Company intends to seek the Shareholders' approval to undertake the Proposed Share Buy-Back at the forthcoming 47<sup>th</sup> AGM of the Company to be held on 26 February 2016.

### **1.2.2 Validity Period**

The Proposed Share Buy-Back would be effective immediately upon the passing of the Ordinary Resolution at the forthcoming 47<sup>th</sup> AGM of the Company and will continue to be in force until:-

- (a) the conclusion of the next AGM following the 47<sup>th</sup> AGM of the Company; or
- (b) the expiration of the period within which the next AGM following the 47<sup>th</sup> AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Act but shall not exceed to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- (c) the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

### **1.2.3 Shareholders' Approval**

The purpose of this Circular is to provide the details on the Proposed Share Buy-Back, to set out the views of the Board and to seek for shareholders' approval for this Ordinary Resolution, to be tabled at the forthcoming 47<sup>th</sup> AGM of the Company.

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**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO (A) THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RRPT AND (B) THE PROPOSED SHARE BUY-BACK TO BE TABLED AT THE 47<sup>TH</sup> AGM.**

**2. PART A PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT OF A REVENUE OR TRADING NATURE AND NEW SHAREHOLDERS' MANDATE FOR RRPT OF A REVENUE OR TRADING NATURE**

Pursuant to Paragraph 10.09 of Part E of Chapter 10 of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of the RRPT subject to, inter-alia, the following:

- (a) The transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (b) The shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed below in relation to a listed issuer with an issued and paid-up capital of RM60 million and above:
  - (i) the consideration, value of assets, capital outlay or costs of the RRPT is RM1 million or more; or
  - (ii) the percentage ratio of such RRPT is 1% or more,whichever is the higher;
- (c) The circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) In a meeting to obtain the shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder; must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
- (e) The listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

The Board wishes to seek the approval from the shareholders of Sunsuria for the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate to enable the Group to enter into RRPTs which are necessary for the day-to-day operations within the ordinary course of business of the Group. The RRPTs, details as stipulated in Section 2.1 of this Circular, are undertaken at arms' length based on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate will, if approved by the shareholders at the forthcoming 47<sup>th</sup> AGM, be subject to annual renewal. Any authority conferred by shareholders in respect of the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate shall continue to be in force until:

- (i) the conclusion of the Forty-Eighth Annual General Meeting ("48<sup>th</sup> AGM") of Sunsuria, at which time the said authority will lapse, unless the authority is renewed by a resolution passed thereat; or
- (ii) the expiration of the period within which the next AGM of Sunsuria is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting before the next AGM;

whichever is the earlier.

## **2.1 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RRPT**

Sunsuria is seeking approval from the shareholders for the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for RRPTs that will allow the Group, in its normal course of business, to enter into RRPTs with Related Parties referred to in the following section.

The principal activities of Sunsuria are investment holding and the provision of professional management services.

### **2.1.1 Subsidiaries of Sunsuria**

<b>Name of Company</b>	<b>Effective Interest Held (%)</b>	<b>Principal Activities</b>
<b>Subsidiaries of Sunsuria</b>		
Maica Wood Industries Sdn. Bhd.	99.78	Investment holding and property investment

<b>Name of Company</b>	<b>Effective Interest Held (%)</b>	<b>Principal Activities</b>
Sunsuria North Sdn. Bhd. (Formerly known as (“FKA”) Consolidated Leasing (M) Sdn. Bhd.) (“SNSB”)	100	Investment holding and property investment
Sunsuria Residence Sdn. Bhd. (FKA Pinaremas Sdn. Bhd.)	100	Property development
Ambang Arena Sdn. Bhd.	100	Property development
Havana Symphony Sdn. Bhd.	100	Investment holding
Sunsuria Facility Management Sdn. Bhd. (FKA Makro Lumayan Sdn. Bhd.)	100	Service management and investment holding
Rentak Nusantara Sdn. Bhd.	99.01	Property development
Sunsuria Gateway Sdn. Bhd.	99.99	Investment holding
Concord Property Management Sdn. Bhd.	100	Investment holding
<b>Subsidiary of Havana Symphony Sdn. Bhd.</b>		
Sunsuria City Sdn. Bhd. (FKA Sime Darby Sunsuria Development Sdn. Bhd.) (“SCSB”)	99.99	Property development
<b>Subsidiary of SCSB</b>		
Library Mall Development Sdn. Bhd. (FKA Arrowstone Acres Sdn. Bhd.)	100	Investment holding. The Company has not commenced operations
<b>Subsidiary of Maica Wood Industries Sdn. Bhd.</b>		
Maicador Sdn. Bhd.	100	Manufacturer of prefabricated doors and door frames
<b>Subsidiaries of SNSB</b>		
Consolidated Factoring (M) Sdn. Bhd.	91.89	Dormant

<b>Name of Company</b>	<b>Effective Interest Held (%)</b>	<b>Principal Activities</b>
Sunsuria Times Sdn. Bhd. (FKA Maritime Credits (Malaysia) Sdn. Bhd.)	100	Dormant

It is anticipated that the Group would, in the ordinary course of business, enter into RRPTs as detailed in Section 2.1.3 & Section 2.1.4 of this Circular which are necessary for the day-to-day operations of the Group with the Related Parties below which are likely to occur with some degree of frequency and could arise at any time.

Accordingly, the Board proposes to seek Shareholders' approval on the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for the Group to enter into RRPTs with the Related Parties below, provided such transactions are necessary for its day-to-day operations, in the ordinary course of business, undertaken at arms-length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public, and are not detrimental to the minority shareholders of the Company. Such RRPTs will also be subject to the review procedures set out in Section 2.2 of this Circular.

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## 2.1.2 Related Parties

The Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate will apply to RRPTs with the following Related Parties:

	<b>Related Party</b>	<b>Principal Activities</b>	<b>Interested Director, Major Shareholder and Person Connected<sup>(1)</sup></b>	<b>Nature of Relationship</b>
1	Equatorial Palm Sdn Bhd (“ <b>EPSB</b> ”)	Property Development	<b>Interested Director and Major Shareholder</b> Datuk Ter Leong Yap	Datuk Ter Leong Yap is the director and major shareholder of EPSB. He owns a 95% equity interest in EPSB.
2	Sunsuria Development Sdn Bhd (“ <b>SDSB</b> ”)	Investment Holding	<b>Interested Director and Major Shareholder</b> Datuk Ter Leong Yap  <b>Person Connected</b> Datin Kwan May Yuen Ter Leong Ping	SDSB is a 100% owned subsidiary of Sunsuria Holdings Sdn Bhd (“ <b>SHSB</b> ”)  Datuk Ter Leong Yap is the director and major shareholder of SHSB. He owns a 91% equity interest in SHSB.  Datin Kwan May Yuen is the spouse to Datuk Ter Leong Yap. She is also a director and shareholder of SHSB. She owns a 4% equity interest in SHSB.  Ms. Ter Leong Ping is the sister to Datuk Ter Leong Yap.  Datuk Ter Leong Yap, Datin Kwan May Yuen and Ms. Ter Leong Ping are also the directors of SDSB.
3	Genesis Pavilion Sdn Bhd (“ <b>GPSB</b> ”)	Property Investment	<b>Interested Director and Major Shareholder</b> Datuk Ter Leong Yap	GPSB is a 100% owned subsidiary of SDSB.  Datuk Ter Leong Yap is also the director of GPSB
4	Planetis Resources Sdn Bhd (“ <b>PRSB</b> ”)	Property Investment	<b>Interested Director and Major Shareholder</b> Datuk Ter Leong Yap	PRSB is a 100% owned subsidiary of SDSB.  Datuk Ter Leong Yap and Datin Kwan May Yuen are also the directors of PRSB

	<b>Related Party</b>	<b>Principal Activities</b>	<b>Interested Director, Major Shareholder and Person Connected<sup>(1)</sup></b>	<b>Nature of Relationship</b>
			<b>Person Connected</b> Datin Kwan May Yuen	
5	Paramount Promenade Sdn Bhd (“PPSB”)	Contractor and Construction Works	<b>Interested Director and Major Shareholder</b> Datuk Ter Leong Yap  <b>Person Connected</b> Ter Leong Boon	Mr. Ter Leong Boon is the brother of Datuk Ter Leong Yap. He owns a 50% equity interest in PPSB.  Mdm. Ng Hon Yin @ Hwang Giok Yin is the mother of Datuk Ter Leong Yap. She is the director of PPSB.
6	Cordel Solution Sdn Bhd (“CSSB”)	Engineering Consultancy Services in All Fields of Engineering	<b>Interested Director</b> Alexon Khor Swek Chen  <b>Person Connected</b> Delvan Khor Swek Lieh	Mr. Delvan Khor Swek Lieh is brother of Mr. Alexon Khor Swek Chen. He owns 99% equity interest in CSSB.  Mr. Delvan Khor Swek Lieh is also the director of CSSB.
7	Top-Mech Provincial Sdn Bhd (“TPSB”)	Manufacture and Sale of Materials Handling Equipment	<b>Interested Director and Major Shareholder</b> Datuk Ter Leong Yap  <b>Person Connected</b> Ter Leong Hing	Datuk Ter Leong Yap is the major shareholder of TPSB. He owns a 40% equity interest in TPSB.  Datuk Ter Leong Hing is the brother of Datuk Ter Leong Yap. He owns a 30% equity interest in TPSB.

**Note:**

(1) Please refer to Section 2.1.7 of this Circular for the direct and indirect interest of interested Directors, Major Shareholder and Person Connected in Sunsuria

**2.1.3 The Proposed Renewal of Shareholders' Mandate for RRPT: Nature, Estimated Value and Comparison on Estimated Value with Actual Value of each RRPT for the Preceding Year's Circular**

The renewal of the Recurrent Transaction covered by the Proposed Shareholders' Mandate for RRPT are set out in the table below:

<b>Transacting Party within Sunsuria Group</b>	<b>Nature of RRPT</b>	<b>Estimated values of RRPT to be entered into from the date of the forthcoming 47<sup>th</sup> AGM to the next AGM (RM)</b>	<b>Provider</b>	<b>Recipient</b>	<b>Interested Related Parties</b>	<b>Estimated values for the period from the date of the 45<sup>th</sup> AGM to the date of the 47<sup>th</sup> AGM (RM)</b>	<b>Actual values for the period from date of the 45<sup>th</sup> AGM to the LPD</b>	<b>Difference (%) (Below)/ Above Estimated values</b>	<b>Reason for deviation of 10% or above the estimated values</b>
Sunsuria	<i>Note (1)</i>	2,650,000.00	Sunsuria	SDSB	Datuk Ter Leong Yap	16,000,000	10,679,860.00	(33.25)	Nil
Sunsuria	<i>Note (2)</i>	-	Sunsuria	EPSB	Datuk Ter Leong Yap	1,500,000	1,463,454.59	(2.44)	Nil
Sunsuria	<i>Note (3)</i>	707,721.30	SDSB	Sunsuria	Datuk Ter Leong Yap	653,280	925,481.70	41.66 <sup>(6)</sup>	<i>Note (7)</i>
Sunsuria	<i>Note (4)</i>	346,320.00	GPSB	Sunsuria	Datuk Ter Leong Yap	319,680	452,880.00	41.66 <sup>(6)</sup>	<i>Note (7)</i>
Sunsuria	<i>Note (5)</i>	23,107.50	PRSB	Sunsuria	Datuk Ter Leong Yap	21,330	30,217.50	41.66 <sup>(6)</sup>	<i>Note (7)</i>

**Note:**

- (1) *Provision of professional management services including project management, finance management and general administrative services by Sunsuria to SDSB and its group of companies including its holding company, SHSB.*
- (2) *Provision of professional management services including project management, finance management and general administrative services by Sunsuria to EPSB*
- (3) *Rental of office premise by Sunsuria from SDSB for a tenancy term of one year and renewed term of one year, rent to be paid on monthly basis.*

- (4) *Renting of premise for sales gallery purposes by Sunsuria from GPSB for a tenancy term of one year and renewed term of one year, rent to be paid on monthly basis.*
- (5) *Renting of premise for sales gallery purposes by Sunsuria from PRSB for a tenancy term of one year and renewed term of one year, rent to be paid on monthly basis.*
- (6) *An immediate announcement has been made by the Company on 30 October 2015 when the actual value of RRPT exceeded the estimated value of the RRPT disclosed in the circular by 10% or more.*
- (7) *Change of financial year end from 31 March to 30 September resulting in delay in holding the next AGM.*

#### **2.1.4 Nature and Transaction Value of the Proposed New Shareholders' Mandate for RRPT**

The Proposed New Shareholders' Mandate will encompass the following RRPTs to be undertaken by the Group, with the transaction values indicated as follows:

<b>No.</b>	<b>Transacting Party within Sunsuria Group</b>	<b>Related Party</b>	<b>Nature of RRPT</b>	<b>Estimated value of RRPT from the date of the forthcoming 47<sup>th</sup> AGM to the date of the next AGM (RM)</b>
1	Sunsuria Group	PPSB	Provision of main building works by PPSB for projects developed or managed by Sunsuria Group	210,000,000
2	Sunsuria Group	CSSB	Provision of mechanical and electrical consultancy services by CSSB for projects developed or managed by Sunsuria Group	3,000,000
3	Sunsuria Group	TPSB	Provision of lifts, installation services for lift and other materials handling equipment by TPSB for projects developed or managed by Sunsuria Group	2,250,000

The Company will make relevant disclosures in the Company's annual report for the next financial year in regards to the actual aggregate value of the RRPTs pursuant to the Proposed New Shareholders' Mandate during the financial year, based on the following information:

- (a) the type of the RRPT made; and
- (b) the names of the Related Parties involved in each type of RRPT made and their relationships with the Company.



### **2.1.5 Amount Due and Owing by Related Party**

There is no amount due from or owing to Sunsuria Group by the Related Parties which exceeded the credit term given arising from the RRPTs set out in Section 2.1.2 of this circular.

### **2.1.6 Rationale for the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for RRPT**

The RRPTs to be entered into by the Group with respect to the approval for the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate sought are all in the ordinary course of business and reflect the potential long-term commercial relationship between the parties. It is envisaged that in the ordinary course of business of the Group, the RRPTs between the Group and the Related Parties are likely to occur with some degree of frequency and from time to time, and it may be impractical to seek shareholders' approval on a case to case basis before entering into such RRPT. The RRPTs are undertaken on terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. All the transactions will be conducted on "an arm's length basis".

The Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate are intended to facilitate transactions in the ordinary course of business of the Group. The Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate would avoid the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when the RRPT occurs or arises. This would substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings on an ad-hoc basis. It would also enable the Group to realise business opportunities, as and when they shall become available to the Group, in a more timely and effective manner. The RRPTs to be entered into with the Related Parties represent business decisions which are undertaken for legitimate and bona fide business purposes, after a thorough assessment of the merits of these proposed transactions, pursuant to the review procedures as outlined in Section 2.2 of this circular.

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## 2.1.7 Directors' and Major Shareholder's Interest

The interested Directors, Major Shareholder and Person Connected of Sunsuria and their direct and indirect interests based on the Register of Directors' Shareholding and Register of Substantial Shareholders as at LPD, are as follows:

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<b>Interested Director and Major Shareholder</b> Datuk Ter Leong Yap	165,921,872	22.56	295,316,008 <sup>(1)</sup>	40.15
<b>Interested Director</b> Alexon Khor Swek Chen	Nil	-	Nil	-
<b>Person Connected</b> Datin Kwan May Yuen	Nil	-	Nil	-
<b>Person Connected</b> Ng Hon Yin @ Hwang Giok Yin	Nil	-	Nil	-
<b>Person Connected</b> Datuk Ter Leong Hing	Nil	-	5,642,000 <sup>(2)</sup>	0.77
<b>Person Connected</b> Ter Leong Boon	Nil	-	5,642,000 <sup>(2)</sup>	0.77
<b>Person Connected</b> Ter Leong Ping	Nil	-	Nil	-
<b>Person Connected</b> Delvan Khor Swek Leih	Nil	-	Nil	-

**Note:**

(1) Deemed interested through Ter Equity Sdn Bhd, Ter Capital Sdn Bhd and THK Capital Sdn Bhd pursuant to Section 6A of the Act.

(2) Deemed interested through THK Capital Sdn Bhd pursuant to Section 6A of the Act.

The above mentioned Interested Directors, Major Shareholder and Person Connected are deemed interested in the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate by virtue of the interests of such parties in the companies mentioned in Section 2.1.2 of this circular, which are transacting with Sunsuria.

The above interested Director and Major Shareholder, Datuk Ter Leong Yap, Mr. Alexon Khor Swek Chen (collectively referred to as "**Interested Directors and Major Shareholder**"), have abstained and will continue to abstain from deliberating and voting on the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate at the relevant Board meeting(s). Such Interested Directors and Major Shareholder will also abstain from, and have undertaken to ensure that the Persons Connected with them will also abstain from voting in respect of their direct and indirect shareholdings on the said ordinary resolution at the forthcoming AGM.

## **2.2 REVIEW PROCEDURES FOR THE RRPT**

To ensure that such RRPTs are conducted on arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to shareholders of the Company, the Management will ensure that the transactions with the Related Parties will only be entered into after taking into account the pricing, prevailing market rate, level of business risk, level of service, market forces or other related factors relevant to the transactions.

The Company has established an internal review procedure and has put in place policies and processes for operational controls to ensure that the RRPTs are undertaken on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company and the risk areas are adequately mitigated. Such policies and processes will include *inter-alia* an effective and appropriate organisational structure whereby there will be clear separation of duties and defined authority limits for the Management, title and other records to the assets be safeguarded, timely information system, monthly reports and regular review of these RRPTs by internal audit as well as the Audit Committee.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantial similar type of products/services and/or quantities. In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit Committee will rely on the prevailing market norms and practices taking into account the efficiency, quality and type of support services to be provided to ensure that the RRPTs are not detrimental to the Group.

There are no thresholds for the approval of RRPTs within the limits of the Shareholders' Mandate as all transactions will be reviewed and approved by non-interested Director(s).

Further, where any Director or any Person Connected with him has an interest (direct or indirect) in the RRPT, such Director (or his alternate, where applicable) shall abstain from voting on the matter. Where any member of the Audit Committee is interested in the RRPT, that member shall abstain from voting on any matter relating to any decision to be taken by the Audit Committee with respect to the RRPT.

## **2.3 STATEMENT BY AUDIT COMMITTEE**

The Audit Committee comprising Mr Liew Jee Min @ Chong Jee Min (Chairman), Dato' Tan Tian Meng and Datin Loa Bee Ha, has the overall responsibility to periodically review the RRPTs, determining if the procedures for reviewing such RRPTs are appropriate. The Audit Committee also has the authority to delegate this responsibility to such individuals within the Group as it shall deem fit.

The Audit Committee has considered the procedures mentioned in Section 2.2 of this Circular and is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner. The Audit Committee will review and ascertain

whether the guidelines and procedures established to monitor RRPTs have been complied with once a year.

Should the Audit Committee at any time determine that the guidelines and/or procedures stated in Section 2.2 of this Circular are no longer adequate to ensure that:

- (i) the RRPTs are conducted on arm's length basis and on normal commercial terms not more favourable to the related party than those generally available to the public; and/ or
- (iii) such transactions are not to the detriment of the minority shareholders of the Company nor prejudicial to the interests of the shareholders of the same;

the Company will then obtain a fresh shareholders' mandate based on new guidelines and procedures.

The Audit Committee has the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit Committee has reviewed the terms of the Proposed Renewal Shareholders' Mandate and New Shareholders' Mandate and is satisfied that the review procedures mentioned in Section 2.2 of this Circular for the RRPTs are sufficient to ensure that the RRPTs are made on an arm's length basis and on normal commercial terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders of Sunsuria and hence, will not be prejudicial to the shareholders nor disadvantageous to the Group.

#### **2.4 CONDITION OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RRPT**

The Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate are subject to the approval of the shareholders of the Company being obtained at the forthcoming 47<sup>th</sup> AGM.

#### **2.5 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RRPT**

The Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate will not have any effects on the issued and paid-up share capital and substantial shareholders' shareholdings of Sunsuria. The Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate are expected to have a positive effect on the new assets and earnings and earnings per share of the Group due to the potential fees to be generated from the professional management services transactions with Related Parties.

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**3. PART B PROPOSED NEW SHAREHOLDERS' MANDATE FOR PURCHASE BY THE COMPANY OF UP TO TEN PERCENT (10%) OF ITS OWN ISSUED AND PAID-UP SHARE CAPITAL**

**3.1 DETAILS OF THE PROPOSED SHARE BUY-BACK**

**3.1.1 Quantum and Funding**

The Board propose to seek for shareholders' approval for the authority to purchase up to ten percent (10%) of the issued and paid-up share capital of the Company as quoted on Bursa Securities at the time of purchase, through its appointed stockbrokers as approved by Bursa Securities.

For illustration purposes, the maximum number of shares that may be bought back based on the issued and paid-up share capital of the Company as at the LPD are as follows:

	<b>No. of Shares</b>	<b>RM</b>
Issued and paid-up share capital of Sunsuria as at LPD	735,486,704	367,743,352
Maximum number of Shares that may be bought back under the Proposed Share Buy-Back (10% thereof)	73,548,670	36,774,335

The maximum aggregate number of Shares which may be purchased by the Company, shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time. This however, will be done in accordance with Section 67A of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of any share buy-back.

The actual number of Shares to be purchased, the total amount of funds to be utilised, the impact on cash flows and the timing of the purchase will depend on the prevailing equity market conditions and the sentiments of Bursa Securities as well as the financial resources available to the Company at the time of purchase.

The funding for the Proposed Share Buy-Back will be sourced wholly from internally generated funds and the amount allocated for the Proposed Share Buy-Back will not exceed the aggregate amount of the share premium account and retained profits of the Company. Based on the latest audited financial statements of the Company for the financial period ended 30 September 2015 at the Company level, the share premium and accumulated losses of the Company was RM154,769,000 and RM9,586,000 respectively.

**3.1.2 Treatment of Purchased Shares**

In accordance with Section 67A of the Act, the Company would be able to deal with the Purchased Shares in the following manner:-

- (a) to cancel the Purchased Shares; or

- (b) to retain the Purchased Shares as Treasury Shares for distribution as dividend to the shareholders and/or resell through Bursa Securities on which the Shares are quoted, in accordance with the relevant rules of Bursa Securities; or
- (c) to retain part of the Purchased Shares as Treasury Shares and cancel the remainder; or
- (d) to deal in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

The decision whether to retain the Purchased Shares as Treasury Shares, or to cancel the Purchased Shares or a combination of both, will be made by the Board at the appropriate time. An immediate announcement will be made to Bursa Securities in respect of the Board's decision on the treatment of Purchased Shares.

### **3.1.3 Pricing**

Pursuant to Paragraph 12.17 of the Listing Requirements, the Company may only purchase its own Shares at a price which is not more than fifteen percent (15%) above the weighted average market price of Sunsuria Shares on Bursa Securities for the past five (5) market days immediately preceding the date of the purchase.

Pursuant to Paragraph 12.18 of the Listing Requirements, if any, the Company may only resell the Treasury Shares on Bursa Securities at:

- (a) a price which is not less than the weighted average market price for the Shares for the past five (5) market days immediately preceding the date of the resale; or
- (b) a discounted price of not more than five percent (5%) to the weighted average market price for the Shares for the past five (5) market days immediately preceding the date of the resale provided that:
  - (i) the resale takes place not earlier than thirty (30) days from the date of purchase; and
  - (ii) the resale price is not less than the cost of purchase of the Purchased Shares being resold.

### **3.1.4 Public Shareholding Spread**

The Proposed Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% public shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements.

As at the LPD, the public shareholding spread of the Company is approximately 34.94%. Assuming that the Proposed Share Buy-Back was carried out in full and all the Purchased

Shares are from public shareholders, the pro-forma public shareholding spread of the Company would be reduced to 27.71%.

The Board will take cognizance of the requirement of Bursa Securities that any purchase of Shares by the Company must not result in public shareholding spread of the Company falling below 25% of its issued and paid-up share capital.

### **3.1.5 Implication relating to the Code**

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory offer under the Code for any of the Company's substantial shareholders and/or parties acting in concert with them, the Board will ensure that only such number of Shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Proposed Share Buy-Back will not result in triggering of any mandatory offer obligation on the part of the Company's substantial shareholders and/or persons acting in concert with them. In this connection, the Board is mindful of the requirements when making any purchase of Shares pursuant to the Proposed Share Buy- Back.

## **3.2 RATIONALE FOR THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back, if implemented, is expected to benefit the Company and its shareholders as follows:

- (a) the Company would expect to enhance the EPS of the Group (in the case where the Directors resolved to cancel the Purchased Shares and/or retain the Purchased Shares in treasury and the Treasury Shares are not subsequently resold) as the Purchased Shares are not taken into account when calculating the EPS of the Company. The increase in EPS, if any, arising from the Proposed Share Buy-Back may have a positive effect on the market price of the Shares. Therefore, long term investors are expected to enjoy a corresponding increase in the value of their investments in the Company; and
- (b) if the Purchased Shares are kept as Treasury Shares, it will give the Directors an option to sell the Purchased Shares at a higher price and therefore make an exceptional gain for the Company without affecting the total issued and paid-up share capital of the Company. Alternatively, the Purchased Shares can be distributed as share dividends to shareholders and, if undertaken, would serve as a reward to the shareholders of the Company.

## **3.3 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back, if implemented, will reduce the financial resources of the Company. This may result in the Group foregoing any future investment opportunities and/or any income that may be derived from the deposit of funds in interest bearing instruments.

However, the financial resources of the Company may increase should the Purchased Shares held as Treasury Shares be subsequently resold at prices higher than their purchase prices. The Board

undertakes to buy back the Shares and any subsequent resale only after giving due consideration to the potential impact on the Company's earnings and only if they are of the opinion that it would be in the interest of the Company and its shareholders.

### 3.4 EFFECTS OF THE PROPOSED SHARE BUY-BACK

#### 3.4.1 Share Capital

The effect of the Proposed Share Buy-Back on the issued and paid-up share capital of the Company, assuming up to ten percent (10%) of the existing issued and paid-up share capital of the Company are purchased and cancelled entirely, is shown below:

	<b>No. of Shares</b>	<b>RM</b>
Existing as at LPD	735,486,704	367,743,352
Less:		
Number of Sunsuria Shares if to be cancelled pursuant to the Proposed Share Buy-Back	(73,548,670)	(36,774,335)
Upon completion of the Proposed Share Buy-Back	661,938,034	330,969,017

However, there will be no effect on the issued and paid-up share capital of the Company if the Purchased Shares are retained as Treasury Shares but the rights attaching to the Treasury Shares as to voting, dividends and participation in other distribution or otherwise will be suspended. While these Purchased Shares remain as Treasury Shares, the Act prohibits the taking into account of such Treasury Shares in calculating the number or percentage of shares or a class of shares in the Company for any purpose whatsoever including substantial shareholdings, takeovers, notices, requisition of meetings, quorum for meetings and the result of votes on resolutions.

#### 3.4.2 NA per share and EPS

The Proposed Share Buy-Back will reduce the NA per share of Sunsuria if the purchase price exceeds the audited NA per share of Sunsuria at the time of the purchase and conversely will increase the NA per share of Sunsuria if the purchase price is less than the audited NA per share of the Company at the time of the purchase.

The audited NA of the Group as at 30 September 2015 is RM581,693,000, representing a NA per share of RM0.79.

The effects of the Proposed Share Buy-Back on the earnings of Sunsuria Group would depend on the actual purchase price and the number of Purchased Shares. The reduction in the issued and paid-up share capital subsequent to the cancellation of the Purchased Shares pursuant to the Proposed Shares Buy-Back will generally have a positive impact, all else being equal, on the EPS of Sunsuria Group.

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### 3.4.3 Working Capital

The Proposed Share Buy-Back, if implemented, is likely to reduce the working capital of the Group to the extent of the amount of funds utilised for the purchases of the Shares.

Similarly, the working capital of the Group will increase to the extent of the amount of funds obtained from the resale of the Purchased Shares which are retained as Treasury Shares.

### 3.4.4 Cash Flow

The Proposed Share Buy-Back, if implemented, would reduce the cash reserves of the Company and the sum reduced will depend on the purchase prices and number of the Purchased Shares pursuant to the Proposed Share Buy-Back.

### 3.4.5 Dividends

The Proposed Share Buy-Back is not expected to affect the dividend payment to you, if any, as the Board will take into consideration of the Company's profit, cash flow and the capital commitments before proposing any dividend payment.

### 3.4.6 Gearing

The Proposed Share Buy-Back will not have any impact on the gearing of Sunsuria Group.

## 3.5 INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS AND PERSON CONNECTED TO THEM

The Directors, substantial shareholders and person(s) connected with the Directors and/or substantial shareholders ("Person Connected") of the Company have no direct or indirect interest in the Proposed Share Buy-Back and resale of the Treasury Shares, if any.

The table below shows the equity interests held directly and/or indirectly in the Company by the Directors, substantial shareholders and Person Connected as at the LPD:-

	<b>Direct No. Of Shares</b>	<b>Indirect No. Of Shares</b>	<b>Total No. Of Shares</b>	<b>(a) %</b>	<b>(b) %</b>
<b>Directors</b>					
Datuk Ter Leong Yap	165,921,872	295,316,008 <sup>1</sup>	461,237,880	62.71	69.68
Dato' Tan Tian Meng	14,828,800	-	14,828,800	2.02	2.24
Tan Pei Geok	830,000	-	830,000	0.11	0.13
<b>Substantial shareholders</b>					
Datuk Ter Leong Yap	165,921,872	295,316,008 <sup>1</sup>	461,237,880	62.71	69.68
Ter Capital Sdn Bhd	107,116,632	-	107,116,632	14.56	16.18
Ter Equity Sdn Bhd	182,557,376	-	182,557,376	24.82	27.58

	<b><u>Direct No. Of Shares</u></b>	<b><u>Indirect No. Of Shares</u></b>	<b><u>Total No. Of Shares</u></b>	<b><u>(a) %</u></b>	<b><u>(b) %</u></b>
<b>Person Connected</b>					
THK Capital Sdn Bhd	5,642,000	-	5,642,000	0.77	0.85
Ter Hong Khim @ Tai Foong Chin	278,000	-	278,000	0.04	0.04

**Notes:**

- (1) *Deemed interest by virtue of his interest in Ter Equity Sdn Bhd, Ter Capital Sdn Bhd and THK Capital Sdn Bhd pursuant to Section 6A of the Act.*
- (a) *Total percentage of shareholdings as at LPD.*
- (b) *Pro-forma total percentage shareholdings in the Company assuming that the Proposed Share Buy-Back was implemented in full, i.e. up to ten percent (10%) of the issued and paid up share capital of the Company, the Purchased Shares are held as Treasury Shares and that the shareholding of Directors, substantial shareholders and Person Connected in the Company remain unchanged.*

### **3.6 APPROVAL REQUIRED**

The Proposed Share Buy-Back is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming 47<sup>th</sup> AGM of the Company.

## **4. DIRECTORS' RECOMMENDATION**

### **4.1 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RRPT**

After due consideration of all aspects of the Proposed Renewal of Shareholders' Mandate for RRPT, Proposed New Shareholders' Mandate for RRPT and Proposed Share Buy-Back, the Board (save for the Interested Directors and Major Shareholder, who have abstained from deliberation or expressing any opinion in relation to the Proposed Renewal and New Shareholders' Mandate) is of the opinion that the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate are in the best interest of the Company. Accordingly, the Board (save for the Interested Directors and Major Shareholder) recommends that you vote in favour of the ordinary resolutions relating to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to be tabled at the forthcoming 47<sup>th</sup> AGM.

### **4.2 PROPOSED SHARE BUY-BACK**

The Board, having considered all aspects of the Proposed Share Buy-Back, are of the opinion that the Proposed Share Buy-Back is in the best interests of the Company and its shareholders.

Accordingly, the Board recommends that you vote in favour of the ordinary resolution relating to the Proposed Share Buy-Back to be tabled at the forthcoming 47<sup>th</sup> AGM.

## 5. ANNUAL GENERAL MEETING

The Ordinary Resolutions pertaining to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for RRPT and Proposed Share Buy-Back are set out as Special Business in the Notice of the 47<sup>th</sup> AGM contained in the Sunsuria's Annual Report for the financial period ended 30 September 2015. The 47<sup>th</sup> AGM will be held at Banquet Hall, Unique Seafood Damansara, Sunsuria Avenue, Persiaran Mahogani, PJU 5 Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Friday, 26 February 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate set out as Special Business.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Proxy Form enclosed in Sunsuria's Annual Report for the financial period ended 30 September 2015 in accordance with the instructions stated therein to the Company's Share Registrars, 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, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the 47<sup>th</sup> AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the 47<sup>th</sup> AGM should you subsequently wish to do so.

## 6. ADDITIONAL INFORMATION

Shareholders are requested to refer to the attached **APPENDICES** for additional information.

Yours faithfully  
for and on behalf of the Board of Directors

**SUNSURIA BERHAD**

Liew Jee Min @ Chong Jee Min  
Independent and Non-Executive Director

**FURTHER INFORMATION****1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy, completeness and correctness of the information given herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**2. MATERIAL CONTRACTS**

Save as disclosed below, Sunsuria Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular:

- (i) Sale and purchase agreement dated 4 September 2014 entered into between Sime Darby Serenia Development Sdn Bhd (as vendor) and Sime Darby Sunsuria Development Sdn Bhd (“SDSDSB”) (as purchaser) for the sale and purchase of three (3) parcels of land forming part of land under Geran 49973, Lot 6919, Mukim of Kajang, District of Ulu Langat, State of Selangor, measuring approximately 40 acres in aggregate as delineated in green in the layout plan attached therein for an aggregate sale and purchase consideration of RM46,000,000, subject to adjustment/recomputation pursuant to the terms contained therein. As at the LPD, the transaction is pending completion in accordance with the terms of the said sale and purchase agreement;
- (ii) Share purchase and subscription agreement dated 21 November 2014 entered into between Creed Investment Pte Ltd, Sunsuria Development Sdn Bhd, Sunsuria South Sdn Bhd, Sunsuria Medini Sdn Bhd (“SMSB”), Concord Property Management Sdn Bhd and Datuk Ter Leong Yap (“Datuk Ter”) for the sale and purchase and subscription of shares in SMSB for an aggregate consideration of RM160,876,571.04. As at the LPD, the transaction is pending completion in accordance with the terms of the said share purchase and subscription agreement;
- (iii) Subscription agreement dated 9 March 2015 entered into between Sunsuria and Sunsuria Gateway Sdn Bhd (“SGSB”), Datuk Ter and Datin Kwan May Yuen (“Datin Kwan”) for the subscription of 1,000,000 new ordinary share of RM1.00 each in SGSB, representing a 99.99% equity interest in SGSB, at a cash subscription price of RM1,000,000 and subscription of 237,000,000 redeemable preference shares-class B of RM0.01 each in SGSB, at a subscription price of RM237,000,000. The subscription agreement was completed on 12 June 2015;
- (iv) Share purchase agreement dated 9 March 2015 entered into between Sunsuria and Datuk Ter and Ter Hong Khim @ Tai Foong Chin for the acquisition of 2 ordinary shares of RM1.00 each in Concord Property Management Sdn Bhd (“Concord”), representing 100% of the issued and paid-up share capital of Concord for a cash consideration of RM53,121,296.30. The Subscription agreement was completed on 12 June 2015;

- (v) Share purchase agreement dated 9 March 2015 entered into between Sunsuria and THK Capital Sdn Bhd for the acquisition of 12,500 ordinary shares in Sunsuria Medini Sdn Bhd (“SMSB”), representing 1% of the issued and paid-up share capital of SMSB for a cash consideration of RM1,848,399.97. The Subscription agreement was completed on 12 June 2015;
- (vi) Subscription agreement dated 9 March 2015 entered into between Sunsuria and Rentak Nusantara Sdn Bhd (“RNSB”) and Sunsuria Development Sdn Bhd (being the existing shareholder of RNSB) for the subscription of 25,000,000 new ordinary shares of RM1.00 each in RNSB for a cash subscription price of RM25,000,000 and the subscription of 32,000,000 new redeemable preference shares of RM0.01 each in RNSB for a cash subscription price of RM32,000,000. The Subscription agreement was completed on 12 June 2015;
- (vii) Share purchase agreement dated 20 April 2015 entered into between Sunsuria and Sime Darby Property (Sungai Kapar) Sdn Bhd for the acquisition of 1 ordinary share of RM1.00 each in SDSDSB held by Sime Darby Property, representing 50% of the issued and paid-up share capital of SDSDSB for a total consideration of RM173.4 million, comprising a cash consideration of RM157.0 million and settlement of the existing shareholder’s advances owing by SDSDSB to Sime Darby Property, which as at 31 March 2015 amounted to RM16,390,700 and any additional shareholder’s advances to be granted by Sime Darby Property to SDSDSB for the purposes of the on-going business or operations of SDSDSB until the completion of the acquisition. The Subscription agreement was completed on 29 June 2015; and
- (viii) Supplemental agreement dated 20 April 2015 entered into between Sunsuria and SGSB, Datuk Ter and Datin Kwan to vary the terms of the SGSB Subscription Agreement.

### **3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

Sunsuria and/or its subsidiaries are not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which would have a material effect on the financial position or the business of Sunsuria or its subsidiaries and the Board has no knowledge of any proceedings pending or threatened against Sunsuria and/or its subsidiaries or of any other facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of Sunsuria and/or its subsidiaries preceding the date of this Circular.

### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of Sunsuria at Level 8, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan from Mondays to Fridays (except public holidays) during normal business hours from the date of this Circular up to and including the date of the forthcoming 47<sup>th</sup> AGM:-

- (i) Memorandum and Articles of Association of Sunsuria;
- (ii) Audited Consolidated Financial Statements of Sunsuria for the two financial period between 31 March 2014 and 30 September 2015; and
- (iii) The material contracts referred to in Paragraph 2 of Appendix 1.

**HISTORICAL SHARE PRICES**

The monthly highest and lowest transacted prices of the Shares on Bursa Securities for the past twelve (12) months from February 2015 to January 2016 are as follows:

	<b>High</b>	<b>Low</b>
	<b>RM</b>	<b>RM</b>
<b>2015</b>		
February	1.58	1.40
March	1.70	1.47
April	2.10	1.47
May	1.99	1.88
June	1.96	0.90
July	1.15	0.92
August	0.93	0.76
September	0.82	0.77
October	0.92	0.79
November	0.95	0.88
December	0.93	0.86
<b>2016</b>		
January	0.92	0.84

*(Source : Bloomberg)*

The last transacted price of Sunsuria Shares on the LPD was RM0.85.

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