



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Fifth Annual General Meeting of the Company will be convened and held at the Banquet Hall, Unique Seafood Damansara, Sunsuria Avenue, Persiaran Mahogani, PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor on Tuesday, 30 September 2014 at 10.30 a.m. to transact the following items of business:

AGENDA

As Ordinary Business

- To receive the Statutory Financial Statements for the year ended 31 March 2014 together with the Directors' and Auditors' Reports thereon. **(Please refer Explanatory Note A)**
- To approve the payment of Directors' Fees amounting to RM 42,209.68 for the financial year ended 31 March 2014. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire in accordance with Article 92 of the Company's Articles of Association:-
 - Datuk Ter Leong Yap; **(Ordinary Resolution 2)**
 - Wong Yuen Teck; **(Ordinary Resolution 3)**
 - Koong Wai Seng; **(Ordinary Resolution 4)**
 - Dato' Tan Tian Meng; **(Ordinary Resolution 5)**
 - Liew Jee Min @ Chong Jee Min; and **(Ordinary Resolution 6)**
 - Datin Loa Bee Ha. **(Ordinary Resolution 7)**
- To re-appoint Messrs Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 8)**

As Special Business

- To consider and if thought fit, pass the following ordinary resolutions:

(a) Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965, the Company's Articles of Association and the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time upon such terms and conditions, and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being, and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 9)**

(b) Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature ("Proposed New Shareholders' Mandate")

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby be given to the Company and/or its subsidiaries ("Sunsuria Group") to enter into new recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.1.1 of the Circular to Shareholders dated 8 September 2014 which are necessary for the Sunsuria Group's day-to-day operations.

AND THAT the aforesaid recurrent transactions of a revenue or trading nature are subject to the following:-

- 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 and not to the detriment of minority shareholders; and
 - disclosure of the aggregate value of recurrent transactions conducted pursuant to the Proposed New Shareholders' Mandate will be disclosed in the Annual Report for the said financial year AND THAT such approval shall continue to be in force until:-
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or
 - the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - revoked or varied by resolution passed by the shareholders in a general meeting.
- whichever is earlier.

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate." **(Ordinary Resolution 10)**

- To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

SEE SIEW CHENG (MAICSA 7011225)
LEONG SHIAK WAN (MAICSA 7012855)
Company Secretaries

Petaling Jaya
8 September 2014

NOTES:

- A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The instrument appointing a proxy shall be deposited with the Company's Share Registrar, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the above meeting or any adjournment thereof.
- Depositors whose names appear in the Record of Depositors as at 24 September 2014 (not less than three (3) Market Days before the general meeting) shall be entitled to attend and vote at the general meeting or appoint proxies to attend and vote on his behalf.

EXPLANATORY NOTE A

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of members and hence, this matter will not be put forward for voting.

EXPLANATORY NOTE ON THE SPECIAL BUSINESS

- The proposed Resolution 9, if approved, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at general meeting, will expire at the next Annual General Meeting. The directors did not obtain the same mandate at last year's AGM. The said mandate is sought to avoid any delay and cost involved such as convening general meeting. Should the mandate be exercised, the directors would utilise the proceeds raised from this mandate for working capital or such other application they may in their absolute discretion deem fit.
- The proposed Resolution 10, if approved, will empower the Directors of Sunsuria Group from the date of the Forty-Fifth Annual General Meeting, to deal with the related party transactions involving recurrent transactions of revenue or trading nature which is necessary for its day-to-day operations. These Recurrent Related Party Transactions are in the ordinary business and are on terms not more favourable to the related parties than those generally available to the public. This authority, unless revoke or varied at a general meeting, will expire at the next Annual General Meeting.