

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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SUNSURIA

SUNSURIA BERHAD

(Formerly known as Malaysia Aica Berhad)

(Company No. 8235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Notice of the Forty-Fifth (45th) Annual General Meeting (“AGM”) of Sunsuria Berhad (formerly known as Malaysia Aica Berhad) (“Sunsuria” or the “Company”) to be 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. or at any adjournment thereof, together with the Proxy Form, are set out in Sunsuria’s Annual Report for the financial year ended 31 March 2014 despatched together with this Circular. Shareholders are advised to refer to the Notice of the 45th AGM and the Proxy Form, both of which are enclosed in the Company’s Annual Report for the financial year ended 31 March 2014.

The Proxy Form should be lodged at the Company’s Share Registrar, Tricor Investor Services Sdn Bhd at 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 stipulated for holding the 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 : 28 September 2014 at 10:30 a.m.

Date and time of 45th AGM : 30 September 2014 at 10:30 a.m.

DEFINITIONS

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

- “Act” : The Companies Act, 1965 as amended from time to time and any re-enactment thereof
- “AGM” : Annual General Meeting
- “Board” : The Board of Directors of Sunsuria
- “Bursa Securities ” : Bursa Malaysia Securities Berhad (Company No. 635998-W)
- “Director(s)” : Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
- “ Listing Requirements” : Main Market Listing Requirements of Bursa Securities as amended from time to time and re-enactment thereof
- “LPD” : 4 August 2014, being the latest practicable date prior to the printing of this Circular
- “Major Shareholder(s)” : 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.
- For the purpose of this definition, “interests in shares” shall have the meaning given in Section 6A of the Act.
- “Person(s) Connected” : This shall have the same meaning as in Chapter 1, paragraph 1.01 of the Listing Requirements
- “Proposed New Shareholders’ Mandate” : Proposed new shareholders’ mandate for the Recurrent Related Party Transactions, as detailed under Section 2.1 of this Circular
- “Recurrent Related Party Transaction(s)” or “RRPT(s)” : 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
- “Related Party(ies)” : 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
- “RM” : Ringgit Malaysia

DEFINITIONS (Cont'd)

“Share(s)”	: Ordinary shares of RM0.50 each in Sunsuria
“Shareholder(s)”	: Shareholders of Sunsuria
“Shareholders’ Mandate”	: The shareholders’ mandate for the Sunsuria Group to enter into the RRPTs as set out in Section 2.1.2 of this Circular with the Related Party
“Sunsuria” or “the Company”	: Sunsuria Berhad (formerly known as Malaysia Aica Berhad) (Company No. 8235-K)
“Sunsuria Group” or “the Group”	: Sunsuria and its subsidiary companies as defined in Section 5 of the Act, which are not dormant companies

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

(formerly known as Malaysia Aica 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

8 September 2014

Board of Directors:

Datuk Ter Leong Yap (*Executive Chairman*)

Mr. Wong Yuen Teck (*Executive Director*)

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*)

To : The Shareholders of Sunsuria Berhad

Dear Sir/Madam

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

On 14 August 2014, the Board had announced its intention to seek the shareholders' approval for the Proposed New Shareholders' Mandate in respect of RRPTs with the Related Parties in accordance with Paragraph 10.09 of the Listing Requirements, details as set out in Section 2.1.2 of this Circular.

The purpose of this Circular is to provide you with the relevant details of the Proposed New Shareholders' Mandate and to seek your approval for the ordinary resolution thereto to be tabled at the forthcoming 45th AGM which will be 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. or at any adjournment thereof. The Notice of AGM and Proxy Form are set out in the Annual Report of the Company for the financial year ended 31 March 2014.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE 45TH AGM.

2. PROPOSED NEW SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09 of Part E 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 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
 - (i) 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 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 2.1.2 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 New Shareholders' Mandate will, if approved by the shareholders at the forthcoming 45th AGM, be subject to annual renewal. Any authority conferred by shareholders in respect of the Proposed New Shareholders' Mandate shall continue to be in force until:

- (i) the conclusion of the 46th 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 resolution passed by the shareholders in a general meeting before the next AGM;

whichever is the earlier.

2.1 Details of the Proposed New Shareholders' Mandate

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

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

The subsidiaries of Sunsuria and their principal activities are shown in the table below:

Name of Company	Effective Interest Held (%)	Principal Activities
Subsidiaries of Sunsuria		
Pinaremas Sdn Bhd	100.0	Property Development
Ambang Arena Sdn Bhd	100.0	Property Development
Maica Wood Industries Sdn Bhd	99.8	Investment holding
Consolidated Leasing (M) Sdn Bhd	100.0	Dormant
Makro Lumayan Sdn Bhd	100.0	Dormant
Subsidiary of Maica Wood Industries Sdn Bhd		
Maicador Sdn Bhd	99.8	Manufacture of prefabricated doors and door frames
Subsidiaries of Consolidated Leasing (M) Sdn Bhd		
Consolidated Factoring (M) Sdn Bhd	91.9	Dormant
Maritime Credits (Malaysia) Sdn Bhd	100.0	Dormant
Havana Symphony Sdn Bhd	100.0	Dormant

It is anticipated that the Group would, in the ordinary course of business, enter into RRPTs as detailed in Section 2.1.2 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 the Shareholders' approval on the Proposed 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 on 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.

2.1.1 Related Parties

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

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

	Related Party	Principal Activities	Interested Director, Major Shareholder and Person Connected⁽¹⁾	Nature of Relationship
4	Planetis Resources Sdn Bhd (“ PRSB ”)	Property Investment	<p>Interested Director and Major Shareholder Datuk Ter Leong Yap</p> <p>Interested Director Wong Yuen Teck</p> <p>Person Connected Datin Kwan May Yuen</p>	<p>PRSB is a 100% owned subsidiary of SDSB.</p> <p>Datuk Ter Leong Yap, Datin Kwan May Yuen and Mr. Wong Yuen Teck are also the directors of PRSB</p>

Note:

(1) Please refer to Section 2.1.5 of this Circular for the direct and indirect interest of the interested Directors, Major Shareholder and Person Connected in Sunsuria

2.1.2 Nature and Transaction Value of the RRPTs

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

No.	Transacting Party within Sunsuria Group	Related Party	Nature of RRPT	Estimated value of RRPT from the date of the forthcoming 45th AGM to the date of the next AGM (RM)
1	Sunsuria	SDSB	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.	16,000,000

No.	Transacting Party within Sunsuria Group	Related Party	Nature of RRPT	Estimated value of RRPT from the date of the forthcoming 45 th AGM to the date of the next AGM (RM)
2	Sunsuria	EPSB	Provision of professional management services including project management, finance management and general administrative services by Sunsuria to EPSB	1,500,000
3	Sunsuria	SDSB	Rental of office premise by Sunsuria from SDSB ⁽¹⁾	653,280
4	Sunsuria	GPSB	Renting of premise for sales gallery purposes by Sunsuria from GPSB ⁽¹⁾	319,680
5	Sunsuria	PRSB	Renting of premise for sales gallery purposes by Sunsuria from PRSB ⁽¹⁾	21,330

Note:

(1) *The tenancy agreements with the respective Related Parties under transactions 3, 4 and 5 above were entered into on 24 March 2014 but did not breach the thresholds requiring announcement or Shareholders' approval at that point in time. However, pursuant to Paragraph 10.12 of the Listing Requirements, with the proposed execution of transactions 1 and 2 above, when aggregated with transactions 1 and 2, the RRPTs would be subject to Shareholders' approval. The lease period for the tenancy agreements are for a tenure of one (1) year and its rentals are payable monthly.*

The Company will make the relevant disclosure 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 the RRPT made and their relationship with the Company.

2.1.3 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.

2.1.4 Rationale for the Proposed New Shareholders' Mandate

The RRPTs to be entered into by the Group with respect to which the approval for the Proposed New Shareholders' Mandate are 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 New Shareholders' Mandate is intended to facilitate transactions in the ordinary course of business of the Group. The Proposed 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.

2.1.5 Directors' and Major Shareholders' Interest

Save as disclosed below, none of the other Directors and/or Major Shareholders or Persons Connected with them have any interest direct or indirect in the Proposed New Shareholders' Mandate. The interested Director, 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	%
Interested Director and Major Shareholder Datuk Ter Leong Yap	33,897,400	21.41	46,117,844 ⁽¹⁾	29.12
Interested Director Wong Yuen Teck	1,800,000	1.14	-	-
Person Connected Datin Kwan May Yuen	Nil	-	Nil	-

Note:

(1) Deemed interested through Ter Equity Sdn Bhd and Ter 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 New Shareholders' Mandate by virtue of the interests of such parties in the companies mentioned in Section 2.1.1 of this circular, which are transacting with Sunsuria.

The above interested Director and Major Shareholder, Datuk Ter Leong Yap Mr. Wong Yuen Teck (collectively referred to as "**Interested Directors and Major Shareholder**"), have abstained and will continue to abstain from deliberating and voting on the Proposed 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 Recurrent Related Party Transactions

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 approval of RRPTs within the limits of the Shareholders' Mandate as all the transactions will be reviewed and approved by the non-interested Director(s).

Further, where any Director or any Persons 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 the Audit Committee

The Audit Committee comprising Dato' Tan Tian Meng (Chairman), Mr Liew Jee Min @ Chong Jee Min and Mr Koong Wai Seng, 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
- (ii) 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 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 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 New Shareholders' Mandate

The Proposed New Shareholders' Mandate is subject to the approval of the shareholders of the Company being obtained at the forthcoming 45th AGM.

3. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will not have any effects on the issued and paid-up share capital and substantial shareholders' shareholdings of Sunsuria. The Proposed New Shareholders' Mandate is 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 transaction with the Related Parties.

4. DIRECTORS' RECOMMENDATION

After due consideration of all aspects of the Proposed New Shareholders' Mandate, the Board (save for the Interested Directors and Major Shareholder, who have abstained from deliberation or expressing any opinion in relation to the Proposed New Shareholders' Mandate) is of the opinion that the Proposed New Shareholders' Mandate is 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 resolution relating to the Proposed New Shareholders' Mandate to be tabled at the forthcoming 45th AGM.

5. ANNUAL GENERAL MEETING

The ordinary resolution pertaining to the Proposed New Shareholders' Mandate is set out as Special Business in the Notice of AGM contained in the Sunsuria's Annual Report for the financial year ended 31 March 2014. The 45th AGM will be 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. for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution on the 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 year ended 31 March 2014 in accordance with the instructions stated therein to the Company's Share Registrars, Tricor Investor Services Sdn Bhd at 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 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.

6. ADDITIONAL INFORMATION

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

Yours faithfully
for and on behalf of the Board of Directors
SUNSURIA BERHAD (formerly known as Malaysia Aica Berhad)

Dato' Tan Tian Meng
Independent 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) Project purchase agreement dated 23 October 2013 entered into between Sunsuria and Cangkat Nusantara Sdn Bhd (“CNSB”) for the acquisition by Sunsuria of the development rights and interest held by CNSB in a commercial development project known as “Trivo, Suria Jelutong”, comprising shop offices together with infrastructures for a total consideration of RM25,000,000 satisfied by cash payment of RM21,000,000 and the issuance of 8,000,000 new ordinary shares of RM0.50 each in Sunsuria. The project purchase agreement was completed on 22 January 2014; and
- (ii) Sale and purchase agreement dated 23 October 2013 entered into between Sunsuria and CNSB for the acquisition by Sunsuria of a parcel of freehold development land held under Geran 104806, Lot 76106, Mukim Damansara, Daerah Petaling, Negeri Selangor, measuring approximately 3.551 acres for a total consideration of RM31,000,000 satisfied by cash payment of RM21,000,000 and the issuance of 20,000,000 new ordinary shares of RM0.50 each in Sunsuria. The sale and purchase agreement was completed on 22 January 2014.

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 on 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 AGM:-

- (i) Memorandum and Articles of Association of Sunsuria;
- (ii) Audited Consolidated Financial Statements of Sunsuria for the two financial years ended 31 March 2013 and 31 March 2014 and unaudited results for the financial period ended 30 June 2014; and
- (iii) The material contracts referred to in Paragraph 2 of Appendix 1.