

**NOTICE OF FORTY-EIGHTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Forty-Eighth Annual General Meeting ("48<sup>th</sup> AGM") of Sunsuria Berhad ("Sunsuria" or "the Company") will be held at Banquet Hall, Unique Seafood Damansara, Sunsuria Avenue, Persiaran Mahogani, Kota Damansara PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, on Monday, 27 February 2017 at 10.00 a.m. to transact the following businesses

**A G E N D A**

**As Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial year ended 30 September 2016 together with the Reports of the Directors and Independent Auditors thereon. | (Please refer to Explanatory Note 1)           |
| 2. To approve the payment of Directors' fees of RM222,000 for the financial year ended 30 September 2016.  | Ordinary Resolution 1                          |
| 3. To approve the payment of Directors' fees of RM192,000 for the financial year ending 30 September 2017.   | Ordinary Resolution 2                          |
| 4. To re-elect the following Directors who retire pursuant to Article 85 of the Company's Articles of Association:<br>(a) Datin Loa Bee Ha<br>(b) Koong Wai Seng           | Ordinary Resolution 3<br>Ordinary Resolution 4 |
| 5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.   | Ordinary Resolution 5                          |

**As Special Business:**

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

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| 6. <b>AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965</b><br>"THAT subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to allot and issue shares in the capital of the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed ten percent (10%) of the total issued share capital (excluding treasury shares) of the Company for the time being, AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." | Ordinary Resolution 6 |
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| 7. <b>PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED RRPT MANDATES")</b><br>"THAT subject to the Act and Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions ("RRPT") of a revenue or trading nature with the Related Parties as set out in Sections 2.1.2 and 2.1.3 of the Circular to Shareholders of the Company, subject to the following: | Ordinary Resolution 7 |
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- (i) the RRPT are:
- (a) necessary for the day-to-day operations;
  - (b) undertaken in the ordinary course of business and at arm's length basis and are on terms not more favourable to the related parties than those generally available to the public; and
  - (c) not detrimental to the minority shareholders of the Company.
- (ii) the disclosure is made in the Annual Report of the Company of the aggregate value of the RRPT based on the type of transactions, the names of the Related Parties and their relationships with the Company pursuant to the Proposed RRPT Mandates during the financial year and in the Annual Report of the Company in the subsequent years during which the Proposed RRPT Mandates is in force; and
- (iii) the Proposed RRPT Mandates is subject to annual renewal and will continue to be in full force until:
- (a) the conclusion of the next AGM of the Company following forthcoming AGM at which such Proposed RRPT Mandates was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
  - (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing all such documents as may be required) to give effect to the RRPT contemplated and/or authorised by this resolution."

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| 8. <b>PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED SBB RENEWAL")</b><br>"THAT subject to the Act, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, the Directors of the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.50 each in the Company's issued and paid up share capital as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that: | Ordinary Resolution 8 |
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- (i) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed ten per cent (10%) of the issued and paid-up capital of the Company at any point in time; and
- (ii) the maximum funds allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained profits and share premium account of the Company.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder.

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting.

whichever occurs first.

and in any other manner as prescribed by the Act, rules and regulations made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be authorised to give effect to the Proposed SBB Renewal with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."

9. To consider any other business of which due notice shall have been given in accordance with the Act.

**BY ORDER OF THE BOARD**

**TAN HIAO YUEN (MAICSA 7056952)**  
**LEE SWEE KHENG (MIA 12754)**  
 Company Secretaries

Petaling Jaya  
 31 January 2017

**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. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting. Where a member appoints two 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 at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
- Depositors whose names appear in the Record of Depositors as at 20 February 2017 (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 NOTES ON THE ORDINARY BUSINESS**

- Item 1 of the Agenda - The Audited Financial Statements for the financial year ended 30 September 2016 and the Reports of the Directors and Independent Auditors thereon**  
 This agenda item is meant for discussion only, as the provision of Section 169(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not to put forward for voting.
- Ordinary Resolution 2 - Approval for Directors' Fees for the financial year ending 30 September 2017**  
 The proposed Ordinary Resolution 2 is to facilitate the payment of Directors' fees on current financial year basis. The Directors' fees proposed for the financial year ending 30 September 2017 are calculated based on the number of the board members and assuming that all Non-Executive Directors will hold office until the end of the financial year. In the event the Directors' fees proposed is insufficient (e.g. due to enlarged board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

**EXPLANATORY NOTES ON THE SPECIAL BUSINESS**

- Ordinary Resolution 6 - Authority to Allot and Issue Shares pursuant to Section 132D of the Act**  
 The proposed Ordinary Resolution 6 is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The Ordinary Resolution, if passed, will empower the Directors of the Company, from the date of the 48<sup>th</sup> AGM, to allot and issue new shares of the Company up to an amount not exceeding in total ten percent (10%) of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless earlier revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.  
 The authority to issue shares pursuant to Section 132D of the Act will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The approval is sought to avoid any delay and cost in convening a general meeting to approve such issuance of shares.  
 As at the date of this Notice, the Company did not issue any new shares pursuant to Section 132D of the Act under the general mandate which was approved at the 47<sup>th</sup> AGM of the Company held on 26 February 2016 and which will lapse at the conclusion of the 48<sup>th</sup> AGM. A renewal of this authority is being sought at the 48<sup>th</sup> AGM.
- Ordinary Resolution 7 - Proposed RRPT Mandates**  
 The proposed Ordinary Resolution 7, if passed, will provide the Company and/or its subsidiaries a mandate to enter into RRPT of a revenue or trading nature with the Related Parties in compliance with the Main Market Listing Requirements of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.  
 Detailed information of the Proposed RRPT Mandates is set out in Part A of the Circular to Shareholders of the Company.
- Ordinary Resolution 8 - Proposed SBB Renewal**  
 The proposed Ordinary Resolution 8, if passed, will give the Directors of the Company the authority to purchase the Company's own shares up to an amount not exceeding in total ten per cent (10%) of its issued and paid-up share capital at any point in time upon such terms and conditions as the Directors may deem fit in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.  
 Further information on the Proposed SBB Renewal is set out in Part B of the Circular to Shareholders of the Company.