

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Sunsuria Berhad ("Sunsuria" or the "Company") will be held at Banquet Hall, Unique Seafood Damansara, Sunsuria Avenue, Persiaran Mahogani, PUJ 5, Kota Damansara, 47810 Petaling Jaya, Selangor on Thursday, 11 June 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications as shall be determined upon at such meeting:

ORDINARY RESOLUTION 1

PROPOSED SUBSCRIPTION FOR SECURITIES IN SUNSURIA GATEWAY SDN BHD ("SGSB") BY WAY OF:-

- (A) PROPOSED SUBSCRIPTION BY SUNSURIA FOR 1,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN SGSB ("SGSB SHARES"), REPRESENTING 99.99% EQUITY INTEREST IN SGSB AT A CASH SUBSCRIPTION PRICE OF RM1,000,000 AND PROPOSED SUBSCRIPTION FOR 237,000,000 NEW REDEEMABLE PREFERENCE SHARES-CLASS B OF RM0.01 EACH IN SGSB ("SGSB RPS-B") AT A SUBSCRIPTION PRICE OF RM237,000,000 (COLLECTIVELY, THE "PROPOSED SGSB SUBSCRIPTION"); AND
- (B) PROPOSED SUBSCRIPTION BY DATUK TER LEONG YAP FOR 102,040,816 NEW ORDINARY SHARES OF RM0.50 EACH IN SUNSURIA ("SUNSURIA SHARE(S)") AT AN ISSUE PRICE OF RM0.98 PER SUNSURIA SHARE ("PROPOSED REINVESTMENT")

THAT subject to the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to Sunsuria to subscribe for 1,000,000 SGSB Shares at an aggregate subscription price of RM1,000,000 and 237,000,000 SGSB RPS-B at an aggregate subscription price of RM237,000,000, subject to and upon such terms and conditions as set out in the subscription agreement dated 9 March 2015 (as supplemented and varied by the supplemental agreement dated 20 April 2015) entered into by Sunsuria with SGSB, Datuk Ter Leong Yap and Datin Kwan May Yuen (being the existing shareholders of SGSB) ("SGSB Subscription Agreement") in relation to the Proposed SGSB Subscription and the Proposed Reinvestment;

THAT in connection with the SGSB Subscription Agreement, approval be and is hereby given to the Company to allot and issue 102,040,816 Sunsuria Shares at an issue price of RM0.98 each ("Reinvestment Shares") to Datuk Ter Leong Yap or his nominee, amounting to an aggregate subscription price of RM100,000,000 ("Reinvestment Shares Subscription Price") subject to the terms of the Proposed Reinvestment;

THAT the board of directors of Sunsuria ("Board") be and is hereby empowered and authorised to set off the Reinvestment Shares Subscription Price against the redemption sum payable by SGSB in respect of the existing redeemable preference shares – class A of par value of RM0.01 per share in the capital of SGSB held by Datuk Ter Leong Yap and a corresponding sum of RM100,000,000 shall be deemed to have been paid-up towards the subscription price payable by Sunsuria in respect of the subscription of SGSB RPS-B;

THAT the Board be and are hereby authorised and empowered to complete and implement the Proposed SGSB Subscription and the Proposed Reinvestment, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed SGSB Subscription and the Proposed Reinvestment under the terms and conditions of the SGSB Subscription Agreement with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deem fit, appropriate and in the best interest of Sunsuria.

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Reinvestment Shares to be issued pursuant to or in connection with the Proposed Reinvestment have been fully allotted and issued in accordance with the terms of the Proposed Reinvestment.

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF ONE (1) ORDINARY SHARE OF RM1.00 IN SIME DARBY SUNSURIA DEVELOPMENT SDN BHD ("SDSDSB") ("SDSDSB SHARE"), REPRESENTING 50% EQUITY INTEREST IN SDSDSB FROM SIME DARBY PROPERTY (SUNGAI KAPAR) SDN BHD ("SIME DARBY PROPERTY"), A WHOLLY OWNED SUBSIDIARY OF SIME DARBY PROPERTY BERHAD WHICH IN TURN, IS A WHOLLY OWNED SUBSIDIARY OF SIME DARBY BERHAD ("PROPOSED SDSDSB ACQUISITION")

THAT subject to the approvals of all relevant authorities and parties being obtained, where required, approval be and is hereby given to Sunsuria to acquire one (1) SDSDSB Share for a cash consideration of RM157,000,000 as well as settlement of the inter-company advances owing by SDSDSB to Sime Darby Property (which as at 31 March 2015, amounts to RM16,390,700), subject to and upon such terms and conditions as set out in the share purchase agreement dated 20 April 2015 entered into by Sunsuria with Sime Darby Property ("SDSDSB SPA") in relation to the Proposed SDSDSB Acquisition.

AND THAT the Board be and are hereby authorised and empowered to complete and implement the Proposed SDSDSB Acquisition, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed SDSDSB Acquisition under the terms and conditions of the SDSDSB SPA with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deem fit, appropriate and in the best interest of Sunsuria.

ORDINARY RESOLUTION 3

PROPOSED ACQUISITION OF A 21% EFFECTIVE EQUITY INTEREST IN SUNSURIA MEDINI SDN BHD ("SMSB") BY WAY OF:-

- (A) PROPOSED ACQUISITION OF TWO (2) ORDINARY SHARES OF RM1.00 EACH IN CONCORD PROPERTY MANAGEMENT SDN BHD ("CONCORD") ("CONCORD SALE SHARES") REPRESENTING THE ENTIRE EQUITY INTEREST IN CONCORD (WHICH CURRENTLY HOLDS 250,000 ORDINARY SHARES OF RM1.00 EACH IN SMSB, REPRESENTING 20% EQUITY INTEREST IN SMSB) FOR A CASH CONSIDERATION OF RM53,121,296.30 ("PROPOSED SMSB ACQUISITION 1"); AND

- (B) PROPOSED ACQUISITION OF 12,500 ORDINARY SHARES OF RM1.00 EACH IN SMSB ("SMSB SALE SHARES") REPRESENTING 1% EQUITY INTEREST IN SMSB FOR A CASH CONSIDERATION OF RM1,848,399.97 ("PROPOSED SMSB ACQUISITION 2")

(THE PROPOSED SMSB ACQUISITION 1 AND THE PROPOSED SMSB ACQUISITION 2 ARE COLLECTIVELY REFERRED TO AS THE "PROPOSED SMSB ACQUISITIONS")

THAT subject to approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to Sunsuria to acquire two (2) Concord Sale Shares for a cash consideration of RM53,121,296.30 and 12,500 SMSB Sale Shares for a cash consideration of RM1,848,399.97, subject to and upon such terms and conditions as set out in the respective sales and purchase agreements dated 9 March 2015 entered into by Sunsuria (as purchaser) with Datuk Ter Leong Yap, Ter Hong Khim @ Tai Foong Chin and THK Capital Sdn Bhd (as vendors) (collectively, the "SMSB SPAs") in relation to the Proposed SMSB Acquisitions.

AND THAT the Board be and are hereby authorised and empowered to complete and implement the Proposed SMSB Acquisitions, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed SMSB Acquisitions under the terms and conditions of the SMSB SPAs with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deem fit, appropriate and in the best interest of Sunsuria.

ORDINARY RESOLUTION 4

PROPOSED SUBSCRIPTION FOR 25,000,000 NEW ORDINARY SHARES OF RM1.00 EACH, REPRESENTING 99.01% EQUITY INTEREST IN RENTAK NUSANTARA SDN BHD ("RNSB") ("RNSB SHARES") AT A CASH SUBSCRIPTION PRICE OF RM25,000,000 AND PROPOSED SUBSCRIPTION FOR 32,000,000 NEW REDEEMABLE PREFERENCE SHARES OF RM0.01 EACH IN RNSB ("RNSB RPS") AT A CASH SUBSCRIPTION PRICE OF RM32,000,000 (COLLECTIVELY, THE "PROPOSED RNSB SUBSCRIPTION")

THAT subject to the approvals of all relevant authorities and parties being obtained, where required, approval be and is hereby given to Sunsuria to subscribe for 25,000,000 RNSB Shares at a subscription price of RM25,000,000 and 32,000,000 RNSB RPS at a subscription price of RM32,000,000, subject to and upon such terms and conditions as set out in the subscription agreement dated 9 March 2015 entered into by Sunsuria with RNSB and Sunsuria Development Sdn Bhd (being the existing shareholder of RNSB) ("RNSB Subscription Agreement") in relation to the Proposed RNSB Subscription.

AND THAT the Board be and are hereby authorised and empowered to complete and implement the Proposed RNSB Subscription, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed RNSB Subscription under the terms and conditions of the RNSB Subscription Agreement with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deem fit, appropriate and in the best interest of Sunsuria.

By order of the Board
SUNSURIA BERHAD

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

Company Secretaries

Petaling Jaya

27 May 2015

Notes:

(i) A member entitled to attend and vote at the extraordinary general 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.

(ii) 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 (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

(iii) 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.

(iv) 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 extraordinary general meeting or any adjournment thereof.

(v) Depositors whose names appear in the Record of Depositors as at 5 June 2015 (not less than three (3) Market Days before the general meeting) shall be entitled to attend and vote at the general meeting or appoint a proxy to attend and vote on his behalf.