



SUNWAY BERHAD

(Company No. 921551-D)
(Incorporated in Malaysia)

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 8th Annual General Meeting of SUNWAY BERHAD (921551-D) will be held at Grand Caymans, Level 10, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 21 June 2018 at 3.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors' and Auditors' Reports thereon.
(Please refer to Explanatory Note No. 1)
2. To approve the payment of Directors' fees amounting to RM636,041.10 for the financial year ended 31 December 2017. *(Ordinary Resolution 1)*
3. To approve the payment of benefits payable to the Non-Executive Directors of up to an amount of RM600,000.00 from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company. *(Ordinary Resolution 2)*
4. To re-elect the following Directors:-
 - 4.1 Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling who retires by rotation pursuant to Article 107 of the Company's Articles of Association and being eligible, offers himself for re-election. *(Ordinary Resolution 3)*
 - 4.2 Mr Lim Swe Guan who retires by rotation pursuant to Article 107 of the Company's Articles of Association and being eligible, offers himself for re-election. *(Ordinary Resolution 4)*
 - 4.3 Dato' Sri Idris Jala who retires by rotation pursuant to Article 90 of the Company's Articles of Association and being eligible, offers himself for re-election. *(Ordinary Resolution 5)*
 - 4.4 Tan Sri Datuk Dr Rebecca Fatima Sta Maria who retires by rotation pursuant to Article 90 of the Company's Articles of Association and being eligible, offers herself for re-election. *(Ordinary Resolution 6)*
5. To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 7)*

AS SPECIAL BUSINESS

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

6. ORDINARY RESOLUTION:

Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company's Articles of Association/Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares 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 of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Ordinary Resolution 8)

NOTICE OF 8TH ANNUAL GENERAL MEETING

7. ORDINARY RESOLUTION:

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for the day-to-day operations as set out in Section 2D of the Circular to Shareholders dated 30 April 2018 which are of a revenue or trading nature and carried out 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 are not detrimental to the minority shareholders of the Company, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016 ("the Act"), the Company's Memorandum and Articles of Association/Constitution and all other applicable laws, guidelines, rules and regulations.

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

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(Ordinary Resolution 9)

8. ORDINARY RESOLUTION:

Proposed Renewal of Share Buy-Back Authority

"THAT subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association/Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company 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:-

- (a) the aggregate number of ordinary shares in the Company ("Sunway Shares") which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point of time, subject to a restriction that the share capital of the Company does not fall below the applicable minimum share capital requirements of the Main Market Listing Requirements of Bursa Securities;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the Sunway Shares shall not exceed the Company's retained profits at any point of time;
- (c) the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by Ordinary Resolution passed at the 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 a general meeting,

whichever occurs first; and

NOTICE OF 8TH ANNUAL GENERAL MEETING

(d) upon completion of the purchase(s) of the Sunway Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the Sunway Shares so purchased or to retain the Sunway Shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act), or to retain part of the Sunway Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, 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 and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of the Sunway Shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.”

(Ordinary Resolution 10)

9. ORDINARY RESOLUTION:

Proposed renewal of the authority for Directors to allot and issue new ordinary shares in the Company (“Sunway Shares”) in relation to the Dividend Reinvestment Scheme that provides the shareholders of the Company with the option to elect to reinvest their cash dividend entitlements in Sunway Shares

“THAT pursuant to the Dividend Reinvestment Scheme (“DRS”) approved at the Extraordinary General Meeting held on 26 June 2014, approval be and is hereby given to the Company to allot and issue such number of new Sunway Shares for the DRS until the conclusion of the next Annual General Meeting, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new Sunway Shares shall be fixed by the Directors at not more than 10% discount to the adjusted 5-market day volume weighted average market price (“VWAP”) of Sunway Shares immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price.

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments or at the discretion of the Directors in the best interest of the Company.”

(Ordinary Resolution 11)

10. SPECIAL RESOLUTION:

Proposed Adoption of the New Constitution of the Company

“THAT approval be and is hereby given to the Company to alter or amend the whole of its existing Memorandum and Articles of Association by the replacement thereof with a new Constitution as set out in the Circular to Shareholders dated 30 April 2018 with immediate effect AND THAT the Board of Directors of the Company be and are hereby authorized to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing”

(Special Resolution 1)

By Order of the Board

TAN KIM AUN (MAICSA 7002988)

CHIN LEE CHIN (MAICSA 7012347)

Company Secretaries

Bandar Sunway

30 April 2018

NOTES:

1. A member of the Company who is entitled to attend and vote at a general meeting of the Company, or at a meeting of any class of members, may appoint more than 1 proxy to attend and vote instead of the member at the meeting. A proxy need not be a member.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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.
4. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. If a member has appointed a proxy to attend a meeting and subsequently he attends such meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said meeting.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or the hand of its officer or attorney duly authorised.

NOTICE OF 8TH ANNUAL GENERAL MEETING

- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof, either by hand, post, electronic mail or fax to (603) 5639 9507. In the case where the member is a corporation and the proxy form is delivered by fax or electronic mail, the original proxy form shall also be deposited at the Registered Office, either by hand or post not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 June 2018, shall be entitled to attend, speak and vote at the general meeting.

EXPLANATORY NOTES ON:

(i) Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors' and Auditors' Reports thereon

The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to the provisions of Section 340(1) of the Companies Act 2016. As such, this agenda will not be put for voting.

2. Ordinary Resolution 1 - To approve the payment of Directors' fees amounting to RM636,041.10 for the financial year ended 31 December 2017

The Company has adopted the following fees structure for its Non-Executive Directors ("NEDs"):-

BOARD/AUDIT COMMITTEE	CO-CHAIRMAN/ CHAIRMAN (RM/ANNUM)	MEMBER (RM/ANNUM)
Board	360,000*	120,000
Audit Committee	6,000	3,000

* The Board had recommended a Director's fee of RM360,000 per annum to the Non-Executive Co-Chairman subject to the shareholders' approval. All his other benefits are the same as provided to the other NEDs.

The payment of the Directors' fees for the financial year ended 31 December 2017 will only be made if the Proposed Ordinary Resolution 1 has been approved at the 8th Annual General Meeting ("AGM") pursuant to Article 96 of the Company's Articles of Association and Section 230 of the Companies Act 2016.

3. Ordinary Resolution 2 - To approve the payment of benefits payable to the Non-Executive Directors from 1 January 2018 until the conclusion of the next AGM of the Company

Pursuant to Section 230 of the Companies Act 2016, any fees and benefits payable to the NEDs of a listed company and its subsidiaries shall be approved at a general meeting. The benefits payable to the NEDs of the Company comprises meeting allowance of RM1,000 per meeting for attending the Board and Board Committee Meetings.

4. Ordinary Resolutions 3 to 6 - To re-elect Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling, Lim Swe Guan, Dato' Sri Idris Jala and Tan Sri Datuk Dr Rebecca Fatima Sta Maria as Directors of the Company.

Article 107(1) of the Articles of Association provides that one-third or the number nearest to one-third of the Directors of the Company (including Managing Director) for the time being shall retire by rotation at each AGM of the Company. Each Director shall retire from office once at least in each three years but shall be eligible for re-election.

Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling and Lim Swe Guan being eligible, have offered themselves for re-election at the 8th AGM.

Datuk Seri Yam Kong Choy has informed the Board in writing of his intention to retire as an Independent Non-Executive Director of the Company and therefore, will not seek re-election at the AGM. Hence, he will retain office until the conclusion of the AGM in accordance with Article 107 of the Company's Articles of Association.

Article 90 provides that any Director appointed shall hold office only until the next AGM and shall be eligible for re-election. Dato' Sri Idris Jala and Tan Sri Datuk Dr Rebecca Fatima Sta Maria who were appointed on 11 August 2017 and 1 March 2018 respectively, are standing for re-election as Directors and being eligible, have offered themselves for re-election.

The Nomination Committee had assessed the performance of the retiring Directors and recommended them for re-election as Directors of the Company due to their vast experience and contribution to the Company. Their profiles are enclosed in pages 84 to 95 of the Company's 2017 Annual Report. The Board has endorsed the Nomination Committee's recommendation subject to the shareholders' approval at this AGM.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Nomination Committee and Board Meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this AGM.

NOTICE OF 8TH ANNUAL GENERAL MEETING

(ii) Special Business

5. Ordinary Resolution 8 - Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Company is always on the look out for investment opportunities to enhance the earnings potential of the Company. If any investment opportunities involve the issue of new shares, the Directors, under present circumstances, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the total number of issued shares of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue new shares in the Company, up to an amount not exceeding in total 10% of the total number of issued shares of the Company at any time, for such purpose. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The renewal of this mandate will provide flexibility to the Company for any potential fund raising activities, including but not limited to placement of shares, for purpose of funding future investments, working capital and/or any acquisition.

At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

The Company did not issue any new shares under the general mandate which was approved at its 7th Annual General Meeting held on 14 June 2017.

6. Ordinary Resolution 9 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The details on the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature are set out in the Circular to Shareholders dated 30 April 2018.

7. Ordinary Resolution 10 - Proposed Renewal of Share Buy-Back Authority

The details on the proposed renewal of Share Buy-Back authority by the Company are set out in the Circular to Shareholders dated 30 April 2018.

8. Ordinary Resolution 11 - Proposed Renewal of the authority for Directors to allot and issue new ordinary shares in the Company in relation to the Dividend Reinvestment Scheme

This proposed Ordinary Resolution 11 will give authority to the Directors to allot and issue ordinary shares in the Company in respect of dividends to be declared, if any, under the Dividend Reinvestment Scheme, until the conclusion of the next AGM. A renewal of this authority will be sought at the subsequent AGM.

9. Special Resolution 1 - Proposed Adoption of the new Constitution of the Company

The proposed amendments to the existing Memorandum and Articles of Association of the Company are made mainly for the following purposes:-

- (a) To ensure compliance with the amended Bursa Malaysia Securities Berhad Main Market Listing Requirements which was issued on 29 November 2017; and
- (b) To ensure compliance with the Companies Act 2016 which took effect on 31 January 2017.

In view of the substantial amount of proposed amendments to the Memorandum and Articles of Association, the Board proposed that the existing Memorandum and Articles of Association be altered or amended by the Company in its entirety by the replacement thereof with a new Constitution.

Please refer to Part C of the Circular to Shareholders dated 30 April 2018 for further information.