



SURIA GROUP

Suria Capital Holdings Berhad

(Company No. 96895-W)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of the Company will be held at Training Centre, 1st Floor, Wisma SabahPorts, Sapangar Bay Container Port, Sapangar Bay, Kota Kinabalu, Sabah on Thursday, 19 December 2019 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications, the following as special resolutions:

AGENDA

Special Resolution

- Proposed adoption of the Company's new Constitution. **Resolution 1**

“**THAT**, approval be and is hereby given to amend the existing Memorandum & Articles of Association of the Company and to adopt the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 27 November 2019 **AND THAT**, the Directors and Company Secretary be and are hereby authorised to assent any modifications, variations and or amendments as may be required by the relevant authorities and to do all such steps as may be considered necessary to give full effect to the Proposed Adoption.”
- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

HIKMAH RAHMANIYAH KHATIB (MIA 18843)
Company Secretary

Dated on this 27 November 2019
Kota Kinabalu, Sabah

Explanatory Notes:

- (i) Resolution 1, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to enhance administrative efficiency. The proposed adoption is set out in the Circular to Shareholders dated 27 November 2019.

Notes:

- Only members whose names appear on the Record of Depositors as at 13 December 2019 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.
- A member of the Company entitled to attend and vote at this Meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. A proxy may but not need to be a member of the Company.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
- In the case of a corporate body, the proxy appointed must be in accordance with the Memorandum and Articles of Association, and the instrument appointing a proxy shall be given under the Company's common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories Act 1991) 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 authorized nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company at 1st & 2nd Floor, Menara Jubili, No. 53, Jalan Gaya, 88000 Kota Kinabalu at least forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of the meeting will be put to vote by way of poll. Poll Administrator and Independent Scrutineer will be appointed respectively to conduct the polling/e-voting process and to verify the results of the poll.

BUS SHUTTLE SERVICE

Bus shuttle service between Kota Kinabalu and Wisma SabahPorts will be provided for the Shareholders of the Company to attend the Extraordinary General Meeting on Thursday, 19 December 2019. The shuttle bus will leave at 9.00 a.m. The pick-up point will be at the Kota Kinabalu Ferry Terminal, Jesselton Point.
