



SURIAGROUP

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 of Suria Capital Holdings Berhad will be held at Training Centre, 1st Floor, Wisma SabahPorts, Sapangar Bay Container Port, Sapangar Bay, Kota Kinabalu, Sabah on Thursday, 10 January 2019 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION:

PROPOSED BONUS ISSUE OF UP TO 58,278,398 NEW ORDINARY SHARES IN SURIA CAPITAL HOLDINGS BERHAD ("SURIA SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 5 EXISTING SURIA SHARES HELD ON THE ENTITLEMENT DATE TO BE DETERMINED LATER

"**THAT**, subject to the approvals of all relevant authorities being obtained, authority be and is hereby given to the Board of Directors of Suria Capital Holdings Berhad ("**Suria**" or "**Company**") ("**Board**") to issue up to 58,278,398 Bonus Shares on the basis of 1 Bonus Share for every 5 existing Suria Shares held by shareholders of the Company whose names appear on the Record of Depositors of the Company ("**Entitled Shareholder**") at the close of business on the date to be determined and announced later by the Board ("**Entitlement Date**") ("**Proposed Bonus Issue**");

THAT the Proposed Bonus Issue shall be wholly capitalised up to RM58,278,398 from the share premium account of the Company at RM1.00 per Bonus Share, being the reference to the par value of Suria Shares immediately before the effective date of the Companies Act 2016;

THAT such Bonus Shares shall, upon being issued and allotted, rank equally in all respects with the existing Suria Shares;

THAT the Board be and is hereby authorised to deal with fractional entitlements of Bonus Shares, if any, including disregarding any fractional entitlements at its absolute discretion as the Board may deem fit and expedient, and in the best interest of the Company; and

AND THAT the Board be and is hereby authorised and empowered to take all such necessary steps to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the law, the relevant authorities/parties or deemed necessary by the Board and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient or in the best interests of the Company to implement, finalise and give full effect to the Proposed Bonus Issue."

BY ORDER OF THE BOARD

SURYANI BINTI MOHD. SAIDI
Company Secretary (LS. 0005574)

Kota Kinabalu, Sabah
14 December 2018

Notes:

- (1) Only members whose names appear on the Record of Depositors as at 7 January 2019 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.
- (3) A member shall be entitled to appoint not more than two proxies to attend and vote at the Extraordinary General Meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
- (4) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- (5) Where a member of the Company is an exempt authorised nominee which holds ordinary share 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.
- (6) 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 its Common Seal or under the hand of its officer or attorney duly authorised.
- (7) The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notorially certified copy thereof, must be deposited at the Registered Office of the Company at 1st & 2nd Floor, Menara Jubili, No. 53, Jalan Gaya, 88000 Kota Kinabalu, Sabah not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof.

BUS SHUTTLE SERVICE

Suria will provide bus shuttle service between Kota Kinabalu and Sapangar Bay Container Port for the shareholders of the Company to attend the Extraordinary General Meeting on Thursday, 10 January 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.

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