

Building a **Sustainable Future**



SURIAGROUP



Notice of Addendum

13 June 2018

To : All Shareholders of Suria Capital Holdings Berhad

Dear Sir/Madam,

ADDENDUM TO NOTICE of the Thirty Fifth (35th) Annual General Meeting of Suria Capital Holdings Berhad (“Company”).

Please be informed that subsequent to the dispatch of the 35th AGM Notice on 30 April 2018, Datuk Hj Faisyal bin Datuk Hamdain Yusof Diego and Datuk Mohd Hasnol bin Ayub had resigned on the 28 May 2018 and 4 June 2018 respectively. Both Directors are to retire by rotation under Article 89 of the Company’s Articles of Association. In addition to the resignations, Tan Sri Ibrahim Menudin was appointed as an independent Non-Executive Director of the Company on the 28 May 2018. The following additional Ordinary Resolutions shall be tabled at the 35th AGM for consideration:

Further to this, Tan Sri Ibrahim Menudin is required to submit himself for election at the 35th AGM pursuant to Article 93 of the Company’s Articles of Association. In view that 1/3 of Directors is to retire by rotation, Madam Georgina L George is to retire by rotation pursuant to Article 89 of the Company’s Articles of Association and she is seeking re-election at the 35th AGM. The following additional Ordinary Resolutions shall be tabled at the 35th AGM for consideration:

Resolution 2

To re-elect Madam Georgina L George who is retiring pursuant to Article 89 of the Company’s Articles of Association.

Resolution 3

To re-elect Tan Sri Ibrahim Menudin who is retiring pursuant to Article 93 of the Company’s Articles of Association.

In connection to this, please find enclosed the following for your attention:

- (i) Addendum to the Notice of the 35th AGM,
- (ii) Statement Accompanying Notice of the 35th AGM, and
- (iii) Revised Form of Proxy.

Yours faithfully,

For and on behalf of the Board of
Suria Capital Holdings Berhad

Suryani Binti Mohd Saidi

Company Secretary (LS 0005574)

Addendum to the **Notice of The Thirty Fifth (35th) Annual General Meeting (AGM) Of Suria Capital Holdings Berhad**

Further to the resignations of Datuk Hj. Faisyal bin Datuk Hamdain Yusof Diego and Datuk Mohd Hasnol bin Ayub and the appointment of Tan Sri Ibrahim Menudin as an Independent and Non-Executive Director of the Company on 28 May 2018, which took place after the dispatch of the Notice of the 35th AGM on 30 April 2018, **NOTICE IS HEREBY GIVEN** by way of addendum to the Notice the 35th AGM of the Company which will be held at at 10.00 a.m. on 26 June 2018 at the Training Centre, 1st Floor, Wisma SabahPorts, Sapangar Bay Container Port, Sapangar Bay, Kota Kinabalu, Sabah.

AS ORDINARY BUSINESS

Resolution 2

To re-elect Madam Georgina L George who is retiring pursuant to Article 89 of the Company's Articles of Association.

Resolution 3

To re-elect Tan Sri Ibrahim Menudin who is retiring pursuant to Article 93 of the Company's Articles of Association.

The existing items 3 to 8 to the Notice of the 35th AGM shall be renumbered to items 4 to 9.

By order of the Board

Suryani Binti Mohd Saidi

Company Secretary (LS 0005574)

Date : 13 June 2018

Kota Kinabalu.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27 (2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Directors' retiring by rotation pursuant to Article 89 of the Company's Article of Association and are eligible for re-election are:

- i. Datuk Kee Mustafa.
- ii. Georgina L George

Further details of the Directors seeking re-election are provided in the Directors' Profile on page 31 and 33 of the Annual Report.

2. Director retiring pursuant to Article 89 of the Company's Article of Association and eligible for re-election is:

- i. Tan Sri Ibrahim Menudin, 70, a Malaysian, was appointed as an Independent and Non-Executive Director of Suria on 28 May 2018. He was a Director and Chairman of Suria from 20 May 2002 and resigned on 31 October 2012 to pursue other interest. Tan Sri Ibrahim is a holder of Bachelor of Commerce from University of Western Australia. He is a Fellow of the Institute of Chartered Accountants, Australia, member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants.

He was appointed as the Accountant General of Sabah from 1976 to 1979 and later was appointed as the Chief Executive Officer of Bumiputra Investment Fund of Sabah from 1980 to 1985. In 1986, he was appointed as the Group Chief Executive Officer of Malaysia Mining Corporation Berhad (MMC) and retired in 2001.

He has no securities holding in Suria and its subsidiaries and no family relationship with any Director and/or major shareholder no has any conflict of interest with Suria.

He has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year 2017.

Notes:

1. A member of the Company entitled to attend and vote at this Meeting is entitled to appoint up to two proxies to attend and vote instead of him/her. A proxy may but not need to a member of the Company.
2. 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.
3. 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 seal or under the hand of an officer or attorney duly authorised.
4. 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.
5. The instrument appointing a proxy shall be deposited at the Registered Office of the Company at 1st & 2nd, 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.
6. 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 Scrutiniser will be appointed respectively to conduct the polling/e-voting process and to verify the results of the poll.

Proxy Form

NO. OF SHARES HELD

SURIA CAPITAL HOLDINGS BERHAD
 (Company No. 96895-W)
 (Incorporated in Malaysia)



I/We _____ NRIC No./Co. No.: _____
 (FULL NAME IN BLOCK LETTERS)
 of _____
 (FULL ADDRESS)
 being a Member of SURIA CAPITAL HOLDINGS BERHAD, hereby appoint _____
 (FULL NAME IN BLOCK LETTERS)
 _____ NRIC No./Co. No.: _____
 of _____
 (ADDRESS)
 or failing him, _____ NRIC No./Co. No.: _____

 (FULL NAME IN BLOCK LETTERS)
 of _____
 (ADDRESS)

As my/our proxy to vote for me/us on my/our behalf at the Thirty Fifth Annual General Meeting of the Company to be held at Training Centre, 1st Floor, Wisma SabahPorts, Sapangar Bay Container Port, Sapangar Bay, Kota Kinabalu, Sabah, on Tuesday, 26 June 2018 at 10.00 a.m. or at any adjournment thereof in respect of my/our holding of _____ shares in the manner as indicated below:

NO.	RESOLUTION	FOR	AGAINST
	AS ORDINARY BUSINESS		
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of Directors and Auditors thereon.		
2.	To re-elect the following Directors pursuant to Article 89 of the Company's Articles of Association. i. Datuk Kee Mustafa. ii. Georgina L George		
3.	To re-elect Tan Sri Ibrahim Menudin pursuant to Article 93 of the Company's Articles of Association.		
4.	To approve the final tax-exempt dividend of 6% (6 cents per ordinary share), in respect of the financial year ended 31 December 2017.		
5.	To approve the payment of Directors' Fees amounting to RM540,000.00 for the financial year ended 31 December 2017.		
6.	To approve the payment of Directors' remuneration (excluding (Directors' fees).		
7.	To re-appoint Auditors of the Company and to authorise the Directors to determine their remuneration.		
	AS SPECIAL BUSINESS		
8.	To authorise Datuk Ismail bin Awang Besar to continue in office as Independent Non-Executive Director.		
9.	To authorise the Director to allot and issue shares under Section 75 and Section 76 of the Companies Act 2016.		

(Please indicate with a cross [X] in the spaces provided whether you wish your votes to be cast for or against the Resolutions. In the absence of specific directions, your proxy will vote or abstain as he thinks fit.)

Dated this _____ day of _____, 2018

 Signature/Common Seal of Member(s)

Notes:

- 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 need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointment 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 authorised nominee as defined under the Securities Industries (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in the 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.
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- 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 Scrutiniser will be appointed respectively to conduct the polling/e-voting process and to verify the results of the poll.

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STAMP

Company Secretary
SURIA CAPITAL HOLDINGS BERHAD (96895-W)
1st & 2nd Floor, Menara Jubili
No. 53, Jalan Gaya
88000 Kota Kinabalu
Sabah, Malaysia

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