

Notice Of Meeting

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of Sunway Holdings Incorporated Berhad (Formerly known as Sungei Way Holdings Berhad) will be held at Bahamas 1, Level 12, Sunway Lagoon Resort Hotel, Persiaran Lagoon, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan on Friday, 30th June 2000 at 11.30 a.m for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the audited Statement of Accounts for the year ended 31st December 1999 together with the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To approve the payment of Directors' fees. (Resolution 2)
3. To re-elect Tan Sri Dato' Seri (Dr) Cheah Fook Ling who retires by rotation pursuant to Article 110 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 3)
4. To re-elect Tuan Haji Hamzah Bin Haji Abdul Majid who retires pursuant to Article 116 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 4)
5. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company for the ensuring year and to authorise the Board of Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following Ordinary Resolution:-

6.1 Proposed Resolution pursuant to Section 132D of the Companies Act, 1965

“That subject to the provision of Section 132D of the Companies Act, 1965 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised from time to time to issue and allot shares in the Company upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

(Resolution 6)

Notice Of Meeting (cont'd)

7. To transact any other business of the Company of which due notice shall have been received.

By Order Of the Board

SUSAN S C CHEAH (MIA 5601)
TAN KIM AUN (MAICSA 7002988)

Secretaries

Petaling Jaya

14th June 2000

NOTES:

A member of the Company entitled to attend and vote, is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

EXPLANATORY NOTE:-

1. Resolution pursuant to Section 132D of the Companies Act, 1965.

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 issued capital.

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 shares in the Company, up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purpose. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.