

Notice of 17th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 17th Annual General Meeting of SUNWAY CITY BERHAD (87564-X) will be held at Bahamas I, Level 12, Sunway Lagoon Resort Hotel, Persiaran Lagoon, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan on Thursday, 29th June 2000 at 11.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial 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 the following Directors:-
 - 3.1 Tan Sri Dato' Seri Dr Cheah Fook Ling retires by rotation pursuant to Article 79(1) of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 3)
 - 3.2 Dato' Chew Chee Kin retires by rotation pursuant to Article 79(1) of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 4)
 - 3.3 Ms Low Siew Moi retires pursuant to Article 78(2) of the Company's Articles of Association and being eligible, offers herself for re-election. (Resolution 5)
 - 3.4 Dr Seek Ngee Huat retires pursuant to Article 78(2) of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 6)
4. To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 7)

AS SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following Ordinary Resolutions:-
 - 5.1 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 8)

5.2 Proposed Allocation of Options to Wong Choon Kee pursuant to the Company's Employee Share Option Scheme.

"That subject to the completion of one (1) year service with the Company, the Company be and is hereby authorised specifically to offer and grant Wong Choon Kee, Managing Director of the Company, options to subscribe for up to a maximum of 500,000 new ordinary shares in the Company pursuant to the Employee Share Option Scheme ("ESOS"), subject always to any adjustment which may be made in accordance with the provisions of the Bye-Laws of the ESOS."

(Resolution 9)

6. To transact any other business of which due notice shall have been given.

By Order Of the Board

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

Petaling Jaya
13th June 2000

NOTES:

1. 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 the corporation's seal, or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company.
2. In the case of joint Members, all joint Members must sign the Proxy Form.
3. If a member appoints two proxies, the appointment will be invalid, unless he states the percentage of his holding to be represented by each proxy.
4. To be valid, the Proxy Form must be completed and deposited at the Registered Office of the Company not less than 48 hours before the meeting or adjourned meeting.
5. Any alteration in the Proxy Form must be initialled.

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.

2. Proposed Allocation of Options to Wong Choon Kee pursuant to the Company's Employee Share Option Scheme.

The purpose of this Resolution is to give the Directors the power to allocate options to the Managing Director of the Company who will be eligible to the Company's Employee Share Option Scheme upon completion of one (1) year service with the Company.