

# Notice Of 21st Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 21st Annual General Meeting of SUNWAY CITY BERHAD (87564-X) will be held at Grand Bahamas, Level 12, Sunway Lagoon Resort Hotel, Persiaran Lagoon, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 29 June 2004 at 3.30 p.m. for the following purposes:-

## AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2003 together with the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To declare a final dividend of 1% per share less 28% income tax for the financial year ended 31 December 2003 as recommended by the Directors. (Resolution 2)
3. To approve the payment of Directors' fees. (Resolution 3)
4. To re-elect the following Directors:-
  - 4.1 Tan Sri Dato'Seri (Dr) Cheah Fook Ling retires by rotation pursuant to Article 78 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 4)
  - 4.2 Ngeow Voon Yean retires by rotation pursuant to Article 78 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 5)
  - 4.3 Teo Tong How retires by rotation pursuant to Article 78 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 6)
5. 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

To consider and if thought fit, to pass the following Ordinary and Special Resolutions:-

### 6. **ORDINARY RESOLUTION :**

#### **Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**

"THAT subject always to the Companies Act, 1965, the Company's Articles of Association and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to allot and issue not more than 10% of the issued share capital of the Company at any time upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad) for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 8)

## Notice Of 21st Annual General Meeting *(Cont'd)*

### 7. **ORDINARY RESOLUTION: Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for day-to-day operations as set out in Section 2D of the Circular to Shareholders dated 4 June 2004 which are of a revenue or trading nature and in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company, subject to the compliance with the Listing Requirements of Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad), Companies Act, 1965 ("the Act"), the Company's Memorandum and Articles of Association and all other applicable laws, guidelines, rules and regulations.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(Resolution 9)

### 8. **ORDINARY RESOLUTION: Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature involving the interest of the Government of Singapore Investment Corporation Pte Ltd Group**

"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions from time to time with the Government of Singapore Investment Corporation Pte Ltd Group, which are necessary for day-to-day operations as set out in Section 2D of the Circular to Shareholders dated 4 June 2004 which are of a revenue or trading nature and in the ordinary course of business and are on terms not more favourable to the Government of Singapore Investment Corporation Pte Ltd Group than those generally available to the public and are not detrimental to the minority shareholders of the Company, subject to the compliance with the Listing Requirements of Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad), Companies Act, 1965 ("the Act"), the Company's Memorandum and Articles of Association and all other applicable laws, guidelines, rules and regulations.

## Notice Of 21st Annual General Meeting *(Cont'd)*

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

(Resolution 10)

### 9. **SPECIAL RESOLUTION: Proposed Amendment to Article 67(5) of the Company’s Articles of Association**

“THAT the Company’s Articles of Association be hereby amended by deleting the existing Article 67(5) in its entirety and substituting the following new Article 67(5):-

#### **Existing Article 67(5)**

The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote.

#### **New Article 67(5)**

The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be legible and deposited at the Office or at such other place within Malaysia (if any) as is specified for that purpose in the notice convening the meeting either personally, by fax, electronic mail or by sending it through the post in a prepaid letter during business hours not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. In the case where the Member is a corporation and the instrument appointing a proxy is delivered by fax or electronic mail, the original copy shall also be deposited at the Office either personally or by post not less than least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.”

(Resolution 11)

# Notice Of 21st Annual General Meeting *(Cont'd)*

## **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the 21st Annual General Meeting to be held on 29 June 2004, a final dividend of 1% per share less 28% income tax for the financial year ended 31 December 2003 will be paid on 28 July 2004 to Depositors whose names appear in the Record of Depositors on 30 June 2004.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Securities transferred into the Depositor's securities account before 4.00 p.m. on 30 June 2004 in respect of transfers;
- (b) Securities deposited into the Depositor's securities account before 12.30 p.m. on 28 June 2004 in respect of securities exempted from mandatory deposit; and
- (c) Securities bought on Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad) on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad).

By Order of the Board

**PUAN SRI DATIN SERI (DR) SUSAN CHEAH SEOK CHENG (MIA 5601)**

**TAN KIM AUN (MAICSA 7002988)**

Company Secretaries

Petaling Jaya

4 June 2004

### NOTES:

1. 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 may but need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under the corporation's seal, or under the hand of an officer or attorney duly authorised.
3. If a member appoints 2 proxies, the appointment will be invalid, unless he states the percentage of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

# Notice Of 21st Annual General Meeting *(Cont'd)*

## **EXPLANATORY NOTES ON SPECIAL BUSINESS:**

### **1. Resolution 8 - Authority to Issue Shares 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 at any time, 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. Resolutions 9 and 10 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolutions 9 and 10, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature and in the ordinary course of business which are necessary for day-to-day operations pursuant to Paragraph 10.09(1) of the Listing Requirements of Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad). The details of the proposal are set out in the Circular to Shareholders dated 4 June 2004.

### **3. Resolution 11 - Proposed Amendment to Article 67(5) of the Company's Articles of Association**

The proposed amendment to Article 67(5) is to state that the instrument appointing a proxy (Proxy Form) shall be legible and may be deposited at the Registered Office of the Company either personally, by fax, electronic mail or post during business hours not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

In the case where the Member is a corporation and the instrument appointing a proxy is delivered by fax or electronic mail, the original copy shall also be deposited at the Registered Office either personally or by post not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.