



SUNWAY CITY BERHAD

87564-X

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting of SUNWAY CITY BERHAD (87564-X) will be held at Grand Bahamas, Level 12, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan on Thursday, 13 December 2007 at 4.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2007 together with the Directors' and Auditors' Reports thereon. (Ordinary Resolution 1)
2. To declare a final dividend of 7.8 sen per share less 27% income tax for the financial year ended 30 June 2007 as recommended by the Directors. (Ordinary Resolution 2)
3. To approve the payment of Directors' fees amounting to RM102,000 for the financial year ended 30 June 2007. (Ordinary 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. (Ordinary 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. (Ordinary 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. (Ordinary Resolution 6)
5. To consider and if thought fit, to pass the following resolution in accordance with Section 129 of the Companies Act, 1965:-

"THAT pursuant to Section 129 of the Companies Act, 1965, Tan Sri Dato' Ir Talha Bin Haji Mohd Hashim who is over the age of 70 years, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

(Ordinary Resolution 7)
6. To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS

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

7. **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 empowered pursuant to Section 132D of the Companies Act, 1965 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities 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."

(Ordinary Resolution 9)
8. **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 its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for the day-to-day operations as set out in Section 2D of the Circular to Shareholders dated 19 November 2007 which are of a revenue or trading nature and carried out 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, 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 to be held in 2008 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."

(Ordinary Resolution 10)

NOTICE OF 24TH ANNUAL GENERAL MEETING (CONT'D)

9. **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 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 the day-to-day operations as set out in Section 2D of the Circular to Shareholders dated 19 November 2007 which are of a revenue or trading nature and carried out 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, 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 to be held in 2008 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."

(Ordinary Resolution 11)

10. **ORDINARY RESOLUTION:**
Proposed Authority for the Purchase of Own Shares by the Company

"THAT subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-

- (a) the aggregate number of ordinary shares of RM1.00 each in the Company ("SunCity Shares") which may be purchased and/or held by the Company shall not exceed 10% of the issued and paid-up share capital of the Company at any point of time, subject to a restriction that the issued and paid-up share capital of the Company does not fall below the applicable minimum share capital requirements of the Listing Requirements of Bursa Securities;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the SunCity Shares shall not exceed the Company's audited retained profits and/or share premium account at any point of time;
- (c) the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by Ordinary Resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (iii) revoked or varied by Ordinary Resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first; and

- (d) upon completion of the purchase(s) of the SunCity Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the SunCity Shares so purchased or to retain the SunCity Shares so purchased as treasury shares (of which may be distributed as dividends to shareholders and/or resold on Bursa Securities and/or subsequently cancelled), or to retain part of the SunCity Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of the SunCity Shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company."

(Ordinary Resolution 12)

11. **ORDINARY RESOLUTION:**
Proposed Grant of Options to Tan Sri Dato' Ir Talha Bin Haji Mohd Hashim, Senior Independent Non-Executive Director

"THAT the Option Committee appointed by the Board of Directors to administer the Company's Employees' Share Option Scheme ("ESOS"), be and is hereby authorised at any time and from time to time, to offer and grant to Tan Sri Dato' Ir Talha Bin Haji Mohd Hashim, Senior Independent Non-Executive Director of the Company, options to subscribe for and up to a maximum of 50,000 new ordinary shares in the Company pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-Laws governing the ESOS."

(Ordinary Resolution 13)

NOTICE OF 24TH ANNUAL GENERAL MEETING (CONT'D)

12. **ORDINARY RESOLUTION:**
Proposed Grant of Options to Teo Tong How, Independent Non-Executive Director

"THAT the Option Committee appointed by the Board of Directors to administer the Company's Employees' Share Option Scheme ("ESOS"), be and is hereby authorised at any time and from time to time, to offer and grant to Teo Tong How, Independent Non-Executive Director of the Company, options to subscribe for and up to a maximum of 50,000 new ordinary shares in the Company pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-Laws governing the ESOS."

(Ordinary Resolution 14)

13. **ORDINARY RESOLUTION:**
Proposed Grant of Options to Tan Siak Tee, Independent Non-Executive Director

"THAT the Option Committee appointed by the Board of Directors to administer the Company's Employees' Share Option Scheme ("ESOS"), be and is hereby authorised at any time and from time to time, to offer and grant to Tan Siak Tee, Independent Non-Executive Director of the Company, options to subscribe for and up to a maximum of 50,000 new ordinary shares in the Company pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-Laws governing the ESOS."

(Ordinary Resolution 15)

14. **ORDINARY RESOLUTION:**
Proposed Grant of Options to Low Siew Moi, Non-Independent Non-Executive Director

"THAT the Option Committee appointed by the Board of Directors to administer the Company's Employees' Share Option Scheme ("ESOS"), be and is hereby authorised at any time and from time to time, to offer and grant to Low Siew Moi, Non-Independent Non-Executive Director of the Company, options to subscribe for and up to a maximum of 50,000 new ordinary shares in the Company pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-Laws governing the ESOS."

(Ordinary Resolution 16)

15. **ORDINARY RESOLUTION:**
Proposed Grant of Options to Lim Swe Guan, Non-Independent Non-Executive Director

"THAT the Option Committee appointed by the Board of Directors to administer the Company's Employees' Share Option Scheme ("ESOS"), be and is hereby authorised at any time and from time to time, to offer and grant to Lim Swe Guan, Non-Independent Non-Executive Director of the Company, options to subscribe for and up to a maximum of 50,000 new ordinary shares in the Company pursuant to the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-Laws governing the ESOS."

(Ordinary Resolution 17)

16. **SPECIAL RESOLUTION:**
Proposed Amendments to the Company's Articles of Association

"THAT the proposed amendments to the Company's Articles of Association as set out in Appendix 'A' of the Annual Report, be and are hereby approved and THAT the Directors and Secretary be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the proposed amendments of the Company's Articles of Association."

(Special Resolution 1)

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the 24th Annual General Meeting to be held on 13 December 2007, a final dividend of 7.8 sen per share less 27% income tax for the financial year ended 30 June 2007 will be paid on 28 January 2008 to Depositors whose names appear in the Record of Depositors on 31 December 2007.

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 31 December 2007 in respect of transfers;
- (b) Securities deposited into the Depositor's securities account before 12.30 p.m. on 27 December 2007 in respect of securities exempted from mandatory deposit; and
- (c) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

PUAN SRI DATIN SERI (DR) SUSAN CHEAH SEOK CHENG (MIA 5601)
TAN KIM AUN (MAICSA 7002988)
LEE SUAN CHOO (MAICSA 7017562)
Company Secretaries

Petaling Jaya
19 November 2007

NOTICE OF 24TH ANNUAL GENERAL MEETING (CONT'D)

NOTES:

1. A member of the Company entitled to attend and vote, is entitled to appoint a proxy or proxies 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, either by hand, post, electronic mail or fax to 03-5639 9507. In the case where the member is a corporation and the proxy form is delivered by fax or electronic mail, the original form shall also be deposited at the Registered Office, either by hand or post not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. **Ordinary Resolution 9 - 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 new 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. **Ordinary Resolutions 10 and 11 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The details on the proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature are set out in the Circular to Shareholders dated 19 November 2007.

3. **Ordinary Resolution 12 - Proposed Authority for the Purchase of Own Shares by the Company**

The details on the proposed authority for the purchase of own shares by the Company are set out in the Circular to Shareholders dated 19 November 2007.

4. **Ordinary Resolutions 13, 14, 15, 16 and 17 - Proposed Grant of Options to Tan Sri Dato' Ir Talha Bin Haji Mohd Hashim, Teo Tong How, Tan Siak Tee, Low Siew Moi and Lim Swe Guan**

Clause 3.4 of the Employees' Share Option Scheme Bye-Laws states that no options are to be granted to any Director of the Company unless the specific allocation of options to that Director has been approved by the shareholders of the Company in general meeting.

The Ordinary Resolutions 13, 14, 15, 16 and 17, if passed, will give the Option Committee the authority to offer and grant options to the Non-Executive Directors of the Company namely Tan Sri Dato' Ir Talha Bin Haji Mohd Hashim, Teo Tong How, Tan Siak Tee, Low Siew Moi and Lim Swe Guan, to subscribe for and up to a maximum of 50,000 new ordinary shares respectively.

5. **Special Resolution 1 - Proposed Amendments to the Company's Articles of Association**

The Special Resolution 1, if passed, will render the Company's Articles of Association to be consistent with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad and any prevailing laws, rules, regulations, orders, guidelines or requirements of the relevant authorities.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

DIRECTORS WHO ARE STANDING FOR RE-ELECTION OR RE-APPOINTMENT

The following Directors retire by rotation pursuant to Article 78 of the Company's Articles of Association and are seeking re-election:-

- (a) Tan Sri Dato' Seri Dr Cheah Fook Ling
- (b) Ngeow Voon Yean
- (c) Teo Tong How

Tan Sri Dato' Ir Talha Bin Haji Mohd Hashim who is over the age of 70 years, retires pursuant to Section 129 of the Companies Act, 1965 and is seeking re-appointment.

The details of the above Directors who are standing for re-election or re-appointment are set out on pages 45, 47 and 49 of the Annual Report. Their interests in the securities of the Company and its subsidiaries are set out in the section of the Annual Report entitled "Directors' Interests in Shares and Warrants" on page 234.