

# SUNSURIA

SUNSURIA BERHAD  
(Company No. 8235-K)  
(Incorporated in Malaysia)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Forty-Ninth Annual General Meeting ("49<sup>th</sup> AGM") of Sunsuria Berhad ("Sunsuria" or "the Company") will be held at Sunsuria City Celebration Centre, Persiaran Sunsuria, Bandar Sunsuria, 43900 Sepang, Selangor Darul Ehsan, on Thursday, 8 March 2018 at 10.30 a.m. to transact the following businesses:

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 September 2017 together with the Reports of the Directors and Independent Auditors thereon.
2. To approve the payment of Directors' fees of RM297,000 for the period from 1 October 2017 to the next Annual General Meeting ("AGM") of the Company.
3. To re-elect the following Directors who retire pursuant to Article 85 and Article 92 respectively of the Company's Constitution:  
**Article 85**
  - (a) Tan Sri Datuk Ter Leong Yap
  - (b) Tan Pei Geok**Article 92**
  - (a) Quek Ngee Meng
  - (b) To appoint Messrs Deloitte PTL as Auditors of the Company, in place of the retiring Auditors, Messrs Crowe Horwath and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory/Note 1)  
**Ordinary Resolution 1**

**Ordinary Resolution 2**  
**Ordinary Resolution 3**

**Ordinary Resolution 4**  
**Ordinary Resolution 5**

#### As Special Business:

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

#### 5. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"THAT subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant governmental/regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company from time to time at such price, upon such terms and conditions for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total issued shares of the Company for the time being, AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

**Ordinary Resolution 6**

#### 6. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED SHAREHOLDERS' MANDATES")

"THAT subject to the Act and Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("Sunsuria Group") to enter into recurrent related party transactions ("RRPT") of a revenue or trading nature which are necessary for the day-to-day operations of the Sunsuria Group provided such transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, particulars of which are set out in Section 2.1.2 and 2.1.3 of Part A of the Circular to Shareholders of the Company dated 8 February 2018, AND THAT such approval conferred by the shareholders' mandate shall continue to be in force until:

**Ordinary Resolution 7**

- (i) the conclusion of the next AGM of the Company following this AGM at which such Proposed Shareholders Mandates was passed, at which time it will lapse, unless by a resolution passed at that meeting whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including extending such authority) under the common seal in accordance with the provisions of the Constitution of the Company, as may be required) as they may consider expedient or necessary to give effect to the RRPT contemplated and/or authorised by this resolution."

#### 7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENT (10%) OF THE TOTAL ISSUED SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

"THAT subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Exchange") and the requirements of any other relevant authority, the Directors of the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("Own Shares") as may be determined by the Directors of the Company from time to time through the Exchange and to take all such steps as are necessary (including that opening and maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991) and to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit, necessary and expedient in the interest of the Company, subject further to the following:

**Ordinary Resolution 8**

- (i) the maximum number of ordinary shares purchased which may be purchased and held by the Company shall be equivalent to ten per cent (10%) of the total issued shares of the Company; and
- (ii) the maximum funds allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings of the Company;
- (iii) the authority shall commence immediately upon passing of this ordinary resolution until:
  - (a) The conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next AGM after that date it is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever occurs first;

AND THAT upon completion of the purchase(s) of the Sunsuria Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any Sunsuria Shares so purchased in the following manner:

- (i) cancel all the Sunsuria Shares so purchased; and/or
- (ii) retain all the Sunsuria Shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act); or
- (iii) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (iv) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force."

#### 8. PROPOSED DIVERSIFICATION OF EXISTING PRINCIPAL ACTIVITIES OF SUNSURIA BERHAD ("SUNSURIA" OR "COMPANY") AND ITS SUBSIDIARIES ("SUNSURIA GROUP" OR "GROUP") TO INCLUDE CONSTRUCTION BUSINESS AND RELATED BUSINESSES

"THAT approval be and is hereby granted to Sunsuria Group to diversify its existing principal activities to include construction and related businesses ("Proposed Diversification").

**Ordinary Resolution 9**

AND THAT the Board of Directors of the Company be and are hereby authorized to act for and on behalf of the Company to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

9. To consider the business of which due notice shall have been given in accordance with the Act.

#### BY ORDER OF THE BOARD

LEE SWEE KHENG (MIA 12754)  
LIM SIEW TING (MAICSA 7029466)

Company Secretaries  
Petaling Jaya  
8 February 2018

#### NOTES:

1. Only a depositor whose name appears on the Record of Depositors as at 1 March 2018 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the meeting or appoint proxy(ies) to attend and vote on his/her stead.
2. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. A proxy may but need not be a Member of the Company.
4. A Member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a Member of the Company is an authorised nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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. Where an exempt authorised nominee appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
7. Where a Member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy in the instrument appointing the proxies.
8. The Company's ordinary Resolution 1, if passed, is to facilitate the payment of Directors' fees on a monthly basis and/or as and when incurred. The Board opined that it is just and equitable for the Non-Executive Directors to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company. In the event, where the payment of Directors' fees payable during the above period exceeded the estimated amount sought at this AGM, a shareholders' approval will be sought at the next AGM.
9. If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
10. If the Form of Proxy is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If the Form of Proxy is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the Form of Proxy.

#### EXPLANATORY NOTES ON THE ORDINARY BUSINESS/SPECIAL BUSINESS:

##### 1. Audited Financial Statements for the financial year ended 30 September 2017

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda Item 1 and do not require members' approval. Hence, this item is not put forward for voting.

##### 2. Directors' Fees

Section 230(1) of the Act provides that "fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought at this AGM for the payment of Directors' fees payable to the Non-Executive Directors of the Company under Ordinary Resolution 1.

The Directors' fees proposed is for the period from 1 October 2017 to the next AGM of the Company and assuming that all the Non-Executive Directors will hold office until the end of the next AGM in 2018. The proposed ordinary Resolution 1, if passed, is to facilitate the payment of Directors' fees on a monthly basis and/or as and when incurred. The Board opined that it is just and equitable for the Non-Executive Directors to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company.

##### 3. Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 6 is a renewal of the general mandate ("General Mandate") and empowering the Directors of the Company pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company from time to time at such price provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total issued shares of the Company for the time being. The General Mandate, unless earlier revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company. As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last AGM held on 27 February 2017 and which will lapse at the conclusion of the 49<sup>th</sup> AGM. The General Mandate will provide flexibility and expediency to the Company for any possible fund raising activities including but not limited to further placing of shares, to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital requirements.

##### 4. Proposed Shareholders' Mandates

The proposed Ordinary Resolution 7, if passed, will provide the Company and/or its subsidiaries a mandate to enter into RRPT of a revenue or trading nature with the Related Parties in compliance with Paragraph 10.9 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The mandate, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company. Detailed information of the Proposed Shareholders' Mandates is set out in Part A of the Circular to Shareholders of the Company dated 8 February 2018 which is despatched together with the Notice of the 49<sup>th</sup> AGM of the Company.

##### 5. Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 8, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of ten per cent (10%) of total issued shares of the Company.

##### 6. Proposed Diversification

The proposed Ordinary Resolution 9, if passed, will diversify the Group's business activities to include construction and related businesses as per the proposal set out in Part C of the Circular to Shareholders dated 8 February 2018, which is despatched together with the Notice of the 49<sup>th</sup> AGM of the Company.

#### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.2(2)(f) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.)

1. The proposed Ordinary Resolution 1, if passed, will provide the mandate for the Company to elect the Directors at the 49<sup>th</sup> AGM.
2. The proposed Ordinary Resolution 6 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares were issued pursuant to the said mandate granted to the Directors at the last AGM held on 27 February 2017.