

NOTICE OF 52ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Second Annual General Meeting ("52nd AGM") of Sunsuria Berhad ("Sunsuria" or the "Company") will be conducted in a fully virtual manner for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Day and Date : Wednesday, 17 March 2021
 Time : 10.00 a.m.
 Broadcast Venue : Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia
 Meeting Platform : TIH Online website at <https://tjh.online>

A G E N D A

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 September 2020 together with the Reports of the Directors and Auditors thereon. *(Please refer to explanatory note 1)*
- To approve the payment of Directors' fees of RM192,000 for the period from 17 March 2021 to the next Annual General Meeting ("AGM") of the Company to be held in 2022. *Resolution 1*
- To re-elect Tan Sri Datuk Ter Leong Yap, a Director who retires by rotation pursuant to Clause 114 of the Company's Constitution, and who being eligible, has offered himself for re-election. *Resolution 2*
- To re-appoint Messrs Deloitte PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Resolution 3*
- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Resolution 4*
 "THAT subject always to the Companies Act 2016, the provisions of the Constitution of the Company and the approvals from the relevant authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 (the "Act"), to allot and issue shares in the Company from time to time to such persons and upon such terms and conditions for such purposes as the Directors may in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty percent (20%) 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 approvals and quotations for the additional shares so issued on Bursa Malaysia Securities Berhad FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until 31 December 2021, as empowered by Bursa Securities pursuant to their letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations, notwithstanding Section 76(3) of the Act, duly varied and adopted by the Directors of the Company pursuant to Section 76(4) of the Act.

AS SPECIAL BUSINESS

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

Ordinary Resolutions

- TO APPROVE THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** *Resolution 5*
 "THAT subject to Companies Act 2016 (the "Act") and Bursa Malaysia Securities Berhad Main Market Listing Requirements, other applicable laws, guidelines, rules and regulations, and the approval of the relevant government and/or regulatory authorities (where applicable), approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties ("Recurrent Related Party Transactions") as set out in Section 2.3.3 and 2.3.4 of Part A of the Circular to Shareholders dated 29 January 2021 (the "Circular"), subject further to the following:
 (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arm's length basis and on normal commercial terms which are not to the detriment of the non-interested shareholders of the Company;
 (ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall commence immediately upon passing of this ordinary resolution and continue to be in full force until:
 (a) the conclusion of the next AGM of the Company following the AGM at which this shareholders' mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, such authority is renewed; or
 (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Sections 340(1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 (c) this shareholders' mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier;

AND THAT the Directors of the Company and/or any one of them be and are/is hereby authorised to complete and do all such acts, deeds and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors of the Company in their discretion deem fit and expedient to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution."

- 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")** *Resolution 6*

"THAT subject to the Companies Act 2016 (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 approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company ("Sunsuria 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 the 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, 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:

- 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;
- the maximum funds allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings of the Company; and
- the authority shall commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the authority will lapse, unless by ordinary resolution passed at that meeting of members, 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 is required by law to be held; or
 (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier;

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

- cancel all or part of the Sunsuria Shares so purchased; and/or
 - retain all or part of the Sunsuria Shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act); or
 - retain part thereof as treasury shares and subsequently cancelling the balance; or
- 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.

- To consider any other business of which due notice shall have been given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

LEE SWEE KHENG (MIA 12754) (SSM PC No. 201908003159)

NGIAN YOKE FUNG (MIA 7049083) (SSM PC No. 201908002393)

Secretaries

Petaling Jaya

29 January 2021

- The 52nd AGM will be conducted in a fully virtual manner through live streaming from the broadcast venue and online remote voting via Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjh.online> ("TIH Online"). Please follow the procedures provided in the Administrative Notes for the 52nd AGM in order to register, participate and vote remotely via the RPV facilities.
- The broadcast venue of the 52nd AGM is strictly for the purpose of complying with Section 327(2) of the

- Companies Act 2016 which requires the Chairman of the Meeting to be present at the broadcast venue. No shareholders/proxy(ies) from the public should be present physically present at the broadcast venue.
- A member of the Company entitled to participate and vote at the meeting is entitled to appoint not more than two (2) proxies to participate and vote in his stead. The members may submit questions to the Board of Directors through the TIH Online prior to the 52nd AGM or use the TIH Online to transmit questions to the Board of Directors via RPV facilities during live streaming. A proxy may but need not be a member of the Company.
- Since the 52nd AGM will be conducted virtually in its entirety, a Member entitled to participate and vote at the Meeting may appoint Chairman of the 52nd AGM as his/her proxy and indicate the voting instruction in the Form of Proxy.
- Members whose names appear on the Record of Depositors as at 11 March 2021 ("General Meeting Record of Depositors") shall be eligible to attend and vote remotely at the 52nd AGM via the RPV facilities or appoint proxy(ies) to attend and vote on his/her behalf.
- 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.
- 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.
- 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, failing which the appointment shall be invalid.
- The instrument appointing a proxy in the case of an individual, 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 seal or under the hand of an officer or attorney duly authorised.
- The appointment of proxy may be made in a hardcopy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 52nd AGM or at any adjournment thereof, as follows:
 i) In Hardcopy Form
 In the case of an appointment made in hardcopy form, the proxy form must be deposited with the Share Registrar of the Company, Tricor, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 ii) By Electronic Form
 The proxy form can be electronically lodged with the Share Registrar of the Company, Tricor, via TIH Online. Kindly refer to the Procedure for Electronic Submission of Proxy Form.
- A member who has appointed a proxy to attend and vote remotely at the meeting via the RPV Facilities must request his/her proxy to register himself/herself for the RPV Facilities at Tricor's website at <https://tjh.online> not less than 48 hours before the time set for holding the meeting or any adjournment thereof. Please follow the procedures provided in the Administrative Notes.
- Pursuant to Paragraph 8.2A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 52nd AGM of the Company shall be put to vote by way of poll.

EXPLANATORY NOTES:

1. Audited Financial Statements for the financial year ended 30 September 2020

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of Companies Act 2016 (the "Act") for discussion only under Agenda 1 and do not require members' approval. Hence, this item is not put forward for voting.

2. Resolution 1 - Payment of Directors' Fees

Pursuant to Clause 121 of the Company's Constitution, any fees payable to the directors of the Company shall be approved at a general meeting.

Based on the annual review of the Directors' remuneration conducted by the Nomination and Remuneration Committee ("NRC"), the Board had, at its meeting held on 30 November 2020, agreed that the proposed fees payable to the Non-Executive Directors ("NEDs") shall remain unchanged as follows:

	RM per year	
	Board	Audit Committee
Chairman	-	24,000
Member	48,000	12,000

Shareholders' approval is hereby sought under Resolution 1 on the payment of NEDs' fees for the period from 17 March 2021 until the next Annual General Meeting ("AGM") of the Company to be held in year 2022. If passed, it will give approval to the Company to continue paying the NEDs' fees on a monthly basis instead of in arrears after every AGM for their services to the Board and Board Committees.

Any NEDs who are shareholders of the Company will abstain from voting on Resolution 1 concerning the remuneration to the NEDs at the Fifty-Second Annual General Meeting ("52nd AGM").

The remuneration of each Director is set out in the Corporate Governance Overview Statement.

3. Resolution 2 - Re-election of Director

Clause 114 of the Company's Constitution expressly stated that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office and that all Directors shall retire from office once at least in each three (3) years. A retiring Director shall be eligible for re-election.

Tan Sri Datuk Ter Leong Yap, being eligible, has offered himself for re-election at the 52nd AGM pursuant to Clause 114 of the Constitution.
 The NRC and Board had considered and were satisfied with the leadership and management of Tan Sri Datuk Ter, as well as the Chief Executive Officer role he helmed would continue to lead, bring sound judgment and valuable contribution to the Company.
 The Board recommends the re-election of Tan Sri Datuk Ter Leong Yap at the 52nd AGM.

4. Resolution 3 - Re-appointment of Auditors

The Audit Committee ("AC") at its meeting held on 30 November 2020, had undertaken an annual assessment of the suitability and effectiveness of the external audit process, and the performance, suitability and independence of the external auditors, Messrs Deloitte PLT ("Deloitte") as prescribed under the Paragraph 8.2A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The AC was satisfied with the suitability of Deloitte based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Company and its subsidiaries. The AC was also satisfied in its review that the provisions of non-audit services by Deloitte during the period under review did not impair Deloitte's objectivity and independence.

The Board had, at its meeting held on 30 November 2020, approved the AC's recommendation for the shareholders' approval to be sought at the 52nd AGM on the re-appointment of Deloitte as external auditors of the Company to hold office until the conclusion of the next AGM.

Deloitte has indicated their willingness to continue their services until the conclusion of the next AGM.

5. Resolution 4 - Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution proposed under Agenda 5 is a renewal of the 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 ("General Mandate").

Bursa Malaysia Securities Berhad had on 16 February 2020 announced that listed issuers are allowed to seek a higher limit of General Mandate of not more than 20% of the total number of issued shares for issue of new securities ("20% General Mandate"). The 20% General Mandate may be utilised by listed issuer to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated ("Extended Utilisation Period").

Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Act, from its shareholders at the 52nd AGM of the Company.

The Board is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders. The 20% 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.

The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period, i.e., 31 December 2021.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at 51st AGM held on 12 June 2020 which will lapse at the conclusion of the 52nd AGM.

6. Resolution 5 - Proposed Shareholders' Mandate

The Ordinary Resolution proposed under Agenda 6, 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(5) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The mandate, unless revoked or varied by the Company at a meeting of members, will expire at the next AGM of the Company.

Please refer to the Circular to Shareholders dated 29 January 2021 for further information.

7. Resolution 6 - Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution proposed under Agenda 7, if passed, will provide the mandate for the Company to purchase up to 10% of the total number of issued ordinary shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- There were no Directors standing for election at the Fifty-Second Annual General Meeting.
- Please refer to Explanatory Note 5 for information relating to general mandate for issue of securities.