

Sunsuria Berhad
Registration No. 196801000641 (8235-K)
Suite 8, Main Tower, Sunsuria Avenue
Persiaran Mahogani, Kota Damansara
PJU5, 47810 Petaling Jaya
Selangor Darul Ehsan, Malaysia

Telephone. 03-6145 7777
Facsimile. 03-6145 7778



www.sunsuria.com

14 May 2020

To: **Valued Shareholders of Sunsuria Berhad,**

FIFTY-FIRST ANNUAL GENERAL MEETING

We refer to our announcement made on 17 March 2020 pertaining to the postponement of the 51st Annual General Meeting (“51st AGM”) of Sunsuria Berhad (“the Company” or “Sunsuria”) initially scheduled to be held on Thursday, 19 March 2020, in view of the movement control order imposed by the Government of Malaysia to contain the COVID-19 outbreak.

The Board of Directors of Sunsuria would like to announce that the 51st AGM is being rescheduled to be held as below:

Day and Date : **Friday, 12 June 2020**
Time : **10.00 a.m.**
Broadcast Venue : **Committed Meeting Room, Suite 8, Main Tower Sunsuria Avenue, Persiaran Mahogani, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia**

In light of the Covid-19 pandemic and Government of Malaysia’s official guidance on social distancing, the Board of Directors has decided that the 51st AGM will be conducted virtually through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities. Please follow the procedures provided in the Administrative Notes for the 51st AGM in order to register, participate and vote remotely via the RPV facilities.

The RPV facilities will facilitate and enable all Members/Proxies to participate fully in the proceedings without the need to be physically present at the Broadcast Venue. The Broadcast Venue is strictly a main venue of the 51st AGM where the Chairman will be present, which complies with Section 327 (2) of the Companies Act 2016. Thus, no Members/Proxies from the public should be physically present at the Broadcast Venue on the day of the 51st AGM.

The instrument appointing a proxy (“Proxy Form”) deposited at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than forty-eight (48) hours before the time for holding the meeting or adjournment thereof. As such, the deadline to deposit the Proxy Form is by Wednesday, 10 June 2020 before 10.00 a.m.

The Proxy Form that has been deposited at the office of the Company’s Share Registrar prior to the issuance of the Notice of 51st AGM dated 14 May 2020, shall remain valid, unless a new Proxy Form is deposited at the office of Boardroom Share Registrars Sdn. Bhd. which will supersede the previous Proxy Form deposited.

We look forward to connecting with you on the RPV facilities on the day of the meeting and thank you for your continued support to the Company.

Yours faithfully
for and on behalf of the Board of Directors
Sunsuria Berhad

Tan Sri Datuk Ter Leong Yap
Executive Chairman

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SUNSURIA BERHAD

Registration No. 196801000641 (8235-K)
(Incorporated in Malaysia)



NOTICE OF 51ST ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-First Annual General Meeting (“51st AGM”) of Sunsuria Berhad (“Sunsuria” or “the Company”) will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Day and Date : Friday, 12 June 2020
Time : 10.00 a.m.
Broadcast Venue : Committed Meeting Room, Suite 8, Main Tower Sunsuria Avenue, Persiaran Mahogani, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Mode of Communication : 1) Typed text in the Meeting Platform
2) E-mail questions to sunsuriacosec@sunsuria.com prior to Meeting

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 September 2019 together with the Reports of the Directors and Auditors thereon. *(Please refer to explanatory note 1)*
2. To approve the payment of Directors’ fees of RM192,000 for the period from March 2020 to the next Annual General Meeting (“AGM”) of the Company to be held in 2021. Resolution 1
3. To re-elect Dato’ Quek Ngee Meng, 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
4. 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

AS SPECIAL BUSINESS

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

Ordinary Resolutions

5. **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, 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 share capital 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 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 Companies Act 2016, duly varied and adopted by the Directors of the Company pursuant to Section 76(4) of the Companies Act 2016.

6. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR 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 31 January 2020 ("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."

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")

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, 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:

NOTICE OF 51ST ANNUAL GENERAL MEETING (cont'd)

- (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 capital of the Company;
- (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; and
- (iii) 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 it is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a meeting of members;

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:

- (i) cancel all or part of the Sunsuria Shares so purchased; and/or
- (ii) 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
- (iii) 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.”

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

BY ORDER OF THE BOARD

LEE SWEE KHENG (MIA 12754)

Company Secretary

Petaling Jaya
14 May 2020

NOTES:

1. In view of the Covid-19 pandemic and Government of Malaysia’s official guidance on social distancing, the 51st AGM will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities which are available on Boardroom Share Registrars Sdn. Bhd.’s website at <https://web.lumiagm.com/>. Please follow the procedures provided in the Administrative Notes for the 51st AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue of the 51st 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 at the main venue. No shareholders/proxy(ies) from the public will be physically present at the broadcast venue.

NOTICE OF 51ST ANNUAL GENERAL MEETING (cont'd)

3. 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 at sunsuriacosec@sunsuria.com prior to the 51st AGM or to use the query box to transmit questions to Board of Directors via RPV facilities during live streaming. A proxy may but need not be a member of the Company.
4. Since the 51st AGM will be conducted virtually in its entirety, a Member entitled to participate and vote at the Meeting may appoint the Chairman of the 51st AGM as his/her proxy and indicate the voting instruction in the Form of Proxy.
5. Members whose names appear on the Record of Depositors as at 4 June 2020 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the 51st AGM.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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 51st AGM or at any adjournment thereof, as follows:
 - i) In Hardcopy Form
The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
 - ii) By Boardroom Smart Investor Online Portal
The Form of Proxy can be electronically submitted via Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/> before the proxy form lodgement cut-off time as mentioned above. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the Annual General Meeting or Adjourned Annual General Meeting. Kindly refer to the Administrative Notes of the 51st AGM for further information.
11. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 51st Annual General Meeting of the Company shall be put to vote by way of poll.

ADDITIONAL NOTE:

The Proxy Form that has been deposited at the office of the Company's Share Registrar prior to issuance of this Notice of 51st AGM dated 14 May 2020, shall remain valid, unless a new Proxy Form is deposited at the office of Boardroom Share Registrars Sdn. Bhd. which will supersede the previous Proxy Form deposited.

EXPLANATORY NOTES:

1. Audited Financial Statements for the financial year ended 30 September 2019

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of 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 NRC, the Board had, at its meeting held on 27 November 2019, 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 March 2020 until the next AGM of the Company to be held in year 2021. 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-First Annual General Meeting.

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 states 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.

Dato' Quek Ngee Meng, being eligible, has offered himself for re-election at the 51st AGM pursuant to Clause 115 of the Constitution.

The Board is satisfied that in consideration of the wealth of expertise and experience which Dato' Quek possesses, he will continue to bring sound judgement and valuable contribution to the board deliberations through active participation in discussions and decision making by the Board.

The Nomination and Remuneration Committee ("NRC") and the Board were also satisfied that the retiring Independent Non-Executive Director, Dato' Quek has maintained his independence in the financial period under review.

The Board recommends the re-election of Dato' Quek Ngee Meng at the 51st AGM.

4. Resolution 3 – Re-appointment of Auditors

The Audit Committee ("AC") at its meeting held on 27 November 2019, 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 15.21 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.

NOTICE OF 51ST ANNUAL GENERAL MEETING (cont'd)

The Board had, at its meeting held on 27 November 2019, approved the AC's recommendation for the shareholders' approval to be sought at the 51st 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 Companies Act 2016 to issue and allot new shares in the Company ("General Mandate").

Bursa Malaysia Securities Berhad had on 16 April 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 51st 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. by 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, 32,000,000 Ordinary Shares in the Company were issued pursuant to the general mandate granted to the Directors at the last AGM held on 29 March 2019 and which will lapse at the conclusion of the 51st 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 and provide financial assistance in compliance with Paragraph 10.09 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 31 January 2020 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)

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

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees and undertakes that the member shall indemnify the Company and/or to keep the Company fully indemnified and save the Company harmless against all and/or any actions, demands, claims, losses, costs, proceedings and damages (including all legal fees and costs) which the Company may suffer or incur in any manner howsoever arising from or as a result of the member's breach of the aforementioned warranty.

SUNSURIA BERHAD

Registration No. 196801000641 (8235-K)
(Incorporated in Malaysia)



ADMINISTRATIVE NOTES FOR 51ST ANNUAL GENERAL MEETING

DATE	TIME:	BROADCAST VENUE:
Friday, 12 June 2020	10.00 a.m.	Committed Meeting Room, Suite 8, Main Tower Sunsuria Avenue, Persiaran Mahogani, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia

Remote Participation and Voting at a virtual 51st Annual General Meeting (“51st AGM”)

As no shareholders should be physically present at the Broadcast Venue, we urge all shareholders to attend the 51st AGM remotely using the Remote Participation and Voting (“RPV”) facilities made available for you by Boardroom Share Registrars Sdn Bhd.

With the RPV facilities, you may exercise your rights as a shareholder of the Company to participate (including to pose questions to the Board) and vote at the 51st AGM.

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend the 51st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 4 June 2020. Only members whose name appear in the Record of Depositors as at 4 June 2020 shall be entitled to attend, speak and vote at the AGM or appoint proxy(ies) on his/her behalf.

Proxy

1. Shareholders are encouraged to go online, participate, and vote at the 51st AGM using remote participation and electronic voting facilities. If you are not able to participate in the online AGM, you can appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Proxy Form(s).
2. Please take note that you must complete the Proxy Form for the 51st AGM should you wish to appoint a proxy(ies).
3. You may download the Form(s) of Proxy for the AGM from our website at <http://www.sunsuria.com/>.

4. Please ensure that the original form is deposited at the Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting. We do not acknowledge receipt of the Proxy Form(s).
5. The Proxy Form that has been deposited at the office of the Company’s Share Registrar prior to the issuance of the Notice of 51st AGM dated 14 May 2020, shall remain valid, unless a new Proxy Form is deposited at the office of Boardroom Share Registrars Sdn. Bhd. which will supersede the previous Proxy Form deposited.
6. Alternatively, you may deposit your proxy form(s) by electronic means through the Share Registrar’s website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your proxy form electronically (for individual shareholders only) before the proxy form lodgement cut-off time as mentioned above.

Revocation of Proxy

If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our AGM, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy 48 hours before the meeting(s).

Corporate Member

Any corporate member who wishes to appoint a representative instead of a proxy to attend the AGM should submit the original certificate of appointment under the seal of the corporation to the office of Boardroom Share Registrars Sdn. Bhd. at any time before the time appointed for

holding the AGM or to the registration staff on the day of the AGM.

Voting Procedure

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-Voting).
2. During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
3. For the purposes of this AGM, e-Voting will be carried out via personal smart mobile phones, tablets or personal computer/laptops.
4. There are 3 methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are:
 - a. Download the free Lumi AGM from Apple App Store or Google Play Store prior to the meeting; or
 - b. Use QR Code given to you in the email;
 - c. Go to the following website, <https://web.lumiagm.com/>.
5. The appointed Scrutineer, Quantegic Services Sdn Bhd will verify the poll result reports upon the closed of the poll session.

Results of the Voting

The resolutions proposed at the AGM and the results of the voting will be announced at the AGM and subsequently via an announcement made by the Company through Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

Steps for registration for remote participation and electronic voting

1. Please note that the Remote Participation and Electronic Voting is available to:
 - (i) Individual member;
 - (ii) Corporate shareholder;
 - (iii) Authorised Nominee; and
 - (iv) Exempt Authorised Nominee.

2. You will be able to view a live webcast of the AGM proceedings, pose questions to the board, and submit your votes in real-time whilst the meeting is in progress.
3. Kindly follow the steps below on how to request for a login ID and password.

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

- a. Access website at: <https://boardroomlimited.my>
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 – Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened on 14 May 2020 (Date of Notice of AGM).]

Individual Members

- Login to <https://boardroomlimited.my> using your user id and password above.
- Select "Hybrid/Virtual Meeting" from main menu and select the correct Corporate Event "**SB 51st Virtual AGM**".
- Enter your CDS Account.
- Read and agree to the terms & condition and thereafter submit your request.

Corporate Shareholders

- Write to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- Please provide a copy of Corporate Representative's MyKad (Front and Back) as well as his/her email address.

Authorised Nominee and Exempt Authorised Nominee

- Please send an email to: bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request.

- Authorised Nominee and Exempt Authorised Nominee must also provide a copy of the Proxy Holder's MyKad (front and back) as well as his/her email address.
- a. You will receive notification(s) from Boardroom that your request(s) has been received and is/are being verified.
- b. Upon system verification against the General Meeting Record of Depositories as at 4 June 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
- d. Please note that the closing time to submit your request is at 10.00 a.m. on 10 June 2020 (48 hours before the commencement of the AGM).

Step 3 – Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- a. The Virtual Meeting Portal will be open for login starting an hour (1 hour) before the commencement of AGM at 10.00 a.m. on 12 June 2020.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2(c) above)
- c. The steps will also guide you how to view live web cast, ask questions and vote.
- d. The live web cast will end and the Messaging window will be disabled the moment the Chairman announces the closure of the 51st AGM.
- e. You can then logout from Virtual Meeting Portal.

Participation through Live Webcast, Question and Voting at the virtual AGM

With the RPV facilities, you may exercise your right as a shareholder of the Company to participate (including to pose questions to the Board/ Management of the Company) and vote at the 51st AGM, at the comfort of your home.

Shareholders who participate the virtual AGM are able to view the Company's presentation or slides via the live web-streaming.

Annual Report 2019

1. The following documents are available at the Company website, <https://www.sunsuria.com>:
 - a. Annual Report 2019 ("AR");
 - b. Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("Circular") and Share Buy-Back Statement in relation to the Proposed Authority to Purchase Own Shares ("Statement"); and
 - c. Corporate Governance Report 2019.
2. You may request for copies of the printed reports at <https://tjih.online> by selecting "Request for Annual Report" under the "Investor Services".

No Vouchers/Door Gifts

There will be no voucher or door gift for shareholders/proxies who participate in the AGM.

AGM Enquiry

If you have any enquiries prior to the 51st AGM, please contact the following persons during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday):

Boardroom Share Registrars Sdn. Bhd.

General Line: +603-7890 4700

Fax Number: +603-7890 4670

Email: bsr.helpdesk@boardroomlimited.com

Personal Data Privacy

By registering for the remote participation and voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

SUNSURIA BERHAD

Registration No. 196801000641 (8235-K)
(Incorporated in Malaysia)



SUNSURIA

Building Today Creating Tomorrow

PROXY FORM

I/We, _____
(Full name in block capitals)

NRIC No./Company No. _____ of _____
(Address)

being a Member of

SUNSURIA BERHAD, hereby appoint _____
(Full name in block capitals)

(NRIC No.) _____ of _____
(Address)

_____ or failing him/her,
(Full name in block capitals)

(NRIC No.) _____ of _____
(Address)

_____ or failing him/her, *the Chairman of the meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Fifty-First Annual General Meeting of the Company to be conducted fully virtual on Friday, 12 June 2020, at 10.00 a.m. and, at any adjournment thereof and *my/our proxy/proxies is/are to vote as indicated below:

(Please indicate with a "X" or "✓" in the boxes provided on how you wish your vote to be casted. If you do not do so, the proxy will vote or abstain from voting at his/her discretion)

RESOLUTION		FOR	AGAINST
ORDINARY RESOLUTION 1	Approval of Directors' Fees of RM192,000 for the period from March 2020 to the next Annual General Meeting of the Company to be held in 2021		
ORDINARY RESOLUTION 2	Re-election of Dato' Quek Ngee Meng as Director pursuant to Clause 114 of the Company's Constitution		
ORDINARY RESOLUTION 3	Re-Appointment of Messrs. Deloitte PLT as Auditors		
ORDINARY RESOLUTION 4	Proposed Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016		
ORDINARY RESOLUTION 5	Proposed Shareholders' Mandate as specified in the Circular to Shareholders dated 31 January 2020		
ORDINARY RESOLUTION 6	Proposed Renewal of Share Buy-Back Authority		

* Strike out whichever is not valid

Signed this _____ day of _____ 2020

The proportions of shareholdings to be represented by *my/our proxies are as follows:		
No. of shares		
CDS Account No.:		
Telephone No.		
Proportion of holdings to be represented by each proxy	Proxy 1	Proxy 2
	%	%

Signature/Common Seal of Member

NOTES:

- In view of the Covid-19 pandemic and Government of Malaysia's official guidance on social distancing, the 51st AGM will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Boardroom Share Registrars Sdn. Bhd.'s website at <https://web.lumiagm.com/>. Please follow the procedures provided in the Administrative Notes for the 51st AGM in order to register, participate and vote remotely via the RPV facilities.
- The broadcast venue of the 51st 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 at the main venue. No shareholders/proxy(ies) from the public will be 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 at sunsuriacosec@sunsuria.com prior to the 51st AGM or to use the query box to transmit questions to Board of Directors via RPV facilities during live streaming. A proxy may but need not be a member of the Company.
- Since the 51st AGM will be conducted virtually in its entirety, a Member entitled to participate and vote at the Meeting may appoint the Chairman of the 51st 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 4 June 2020 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the Fifty-First Annual General 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.
- 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.



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NOTES (cont'd):

9. 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.
10. 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 51st AGM or at any adjournment thereof, as follows:
- i) In Hardcopy Form
The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
 - ii) By Boardroom Smart Investor Online Portal
The Form of Proxy can be electronically submitted via Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/> before the proxy form lodgement cut-off time as mentioned above. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the Annual General Meeting or Adjourned Annual General Meeting. Kindly refer to the Administrative Notes of the 51st AGM for further information.
11. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 51st Annual General Meeting of the Company shall be put to vote by way of poll.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 May 2020.

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AFFIX
STAMP

**Boardroom Share Registrars Sdn. Bhd.
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia**

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