

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fiftieth Annual General Meeting ("50th 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 Friday, 29 March 2019 at 10.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2018 together with the Reports of the Directors and Independent Auditors thereon.
- To approve the payment of Directors' fees of RM192,000 for the period from 29 March 2019 to the next Annual General Meeting ("AGM") of the Company to be held in 2020.
- To elect the following Directors who retire by rotation pursuant to Article 85 of the Company's Constitution, and who being eligible, have offered themselves for re-election:

- Koong Wai Seng
- Datin Loa Bee Ha

- 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.

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 to such persons and upon such terms and conditions as 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 ten percent (10%) 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 **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next AGM of the Company.

6. 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 ("PROPOSED SHAREHOLDERS' MANDATE")

"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 to be entered by Sunsuria Group provided such transactions are carried out in the ordinary course of business and on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company, particulars of which are set out in Section 2.3.3 and 2.3.4 of Part A of the Circular to Shareholders of the Company dated 31 January 2019, **AND THAT** such approval conferred by the shareholders' mandate shall continue to be in force until:

- the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- 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
- revoked or varied by resolution passed by the shareholders of the Company in meeting of members,

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/are hereby authorised to complete and do all such acts and things (including executing such documents 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 Proposed Shareholders' Mandate.

7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR AUTHORITY TO PURCHASE ITS OWN SHARES 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 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 that 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 capital 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 terminate immediately upon passing of this ordinary resolution until:
 - 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
 - the expiration of the period within which the next AGM after that date it is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a meeting of members;

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 cancel the same; 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. PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in the Shareholders' Circular dated 31 January 2019 with immediate effect of the Company ("Proposed New Constitution"). **AND THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and things in any manner as they may deem necessary and/or expedient in order to give full effect to the Proposed New Constitution with full powers to assent to any conditions, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities."

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)

LIM SIEW TING (MAICSA 7029466)

Company Secretaries

Petaling Jaya

31 January 2019

NOTES:

- Only a depositor whose name appears on the Record of Depositors as at 25 March 2019 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the meeting or appoint proxy (to attend and vote) at the meeting.
- 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 seal or 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.
- A proxy may but need not be a member of the Company.
- 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, he/she 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.
- A member of the Company who appoints 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.
- 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 shall be deposited at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- 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.

EXPLANATORY NOTES ON THE ORDINARY BUSINESS/SPECIAL BUSINESS:

- Audited Financial Statements for the financial year ended 30 September 2018**
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.
- Directors' Fees**
Pursuant to Section 230(1) of the Act any fees and 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 for the period from 29 March 2019 to the next AGM of the Company to be held in 2020 and assuming that all the Non-Executive Directors will hold office until the end of the next AGM in 2020. 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 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.
- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Act**
The proposed Ordinary Resolution 5 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 to such purpose provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued share capital of the Company for the time being. The General Mandate, unless earlier revoked or varied by the Company at a 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 8 March 2018 and which will lapse at the conclusion of the 50th 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.
- Proposed Shareholders' Mandate**
The proposed Ordinary Resolution 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 09 in 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.
Detailed information of the Proposed Shareholders' Mandate is set out in Part A of the Circular to Shareholders of the Company dated 31 January 2019 which is despatched together with the Company's 2018 Annual Report.
- Proposed Renewal of Share Buy-Back Authority**
The proposed Ordinary Resolution 7, 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 its issued share capital of the Company.
- Proposed Adoption of the New Constitution of the Company**
The proposed Special Resolution, if passed, will align the Constitution of the Company with the Companies Act, 2016 which came to force on 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements.
The shareholders' approval is sought in accordance with Section 36(1) of the Act for the Company to alter and amend the whole of the existing Constitution by the replacement thereof with the new Constitution as set out in the Circular to Shareholders dated 31 January 2019.
The Proposed New Constitution shall take effect once the proposed Special Resolution has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 50th AGM to be held on 29 March 2019.

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 Fiftieth Annual General Meeting.
- The proposed Ordinary Resolution 7 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 8 March 2018.

(Please refer to Explanatory Note 1)
Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Special Resolution