

Dear Valued Shareholders of **SUNSURIA BERHAD**,

ERRATA AND ADDENDUM TO THE ANNUAL REPORT 2022 OF THE COMPANY (“ERRATA AND ADDENDUM”)

Reference is made to the Annual Report 2022 of Sunsuria Berhad (“the Company”), which was issued to the shareholders and submitted to Bursa Malaysia Securities Berhad on 31 January 2023.

We wish to inform that amendments have been made to the relevant sections on the following pages of the Annual Report 2022 of the Company by this Errata and Addendum, corrected and taken to be read as highlighted in **yellow** as set out in **Appendix I** enclosed herewith:-

	Details of Sections	Page No. in the Annual Report 2022
1.	Directors’ Report	124
2.	Notes to the Financial Statements	
	• Note 33 – Ordinary Share Capital	227
	• Note 35(c) – Sukuk Wakalah	235
3.	Notice of 54 th Annual General Meeting	270 & 274

Save for the abovesaid amendment, the other details and information contained in the Annual Report 2022 remain valid and unchanged.

We apologise for any inconvenience caused.

Yours faithfully
For and on behalf of
SUNSURIA BERHAD

ENG KIM HAW
COMPANY SECRETARY

Date: 2 March 2023

DIRECTORS' REPORT

DIRECTORS

The directors of the Company in office during the financial year and during the period from the end of the financial year to the date of this report are:

Tan Sri Datuk Ter Leong Yap
Tan Pei Geok
Datin Loa Bee Ha
Dato' Quek Ngee Meng

The directors of the subsidiary companies in office during the financial year and during the period from the end of the financial year to the date of this report are:

Ter Leong Ping
Wong Chiew Meng
Gan Teck Boon
Chuah Chew Hai
Tan Bo Ren
Ter Shin Nie
Ter Shin Ann
Abdul Hadi bin Ahmad
Chua Ah Bah @ Chua Siew Seng
Datuk Tan Cheng Kiat
Datuk Ng Soon Hong
Alexon Khor Swek Chen
Zeng, ZhaoHui
Xuan, QiWu
Graham James Plant
Jason Cham Toon Fook
Ter Chen Loong
Lim Hooi Kiang
Lee Li Fung
Yew Hann Loo
Kah Hou Chan
Joel Lee Jia Wei
Ooi Kim Cheng
Tan Hoi Kwan (resigned on 3 January 2023)
Tho Win-Son
Eng Kim Haw (appointed on 1 June 2022)
Tan Hong Thai (resigned on 13 October 2021)
Chew Poh Huat (resigned on 8 April 2022)
Leong Kok Chi (resigned on 1 June 2022)
Dato' Teo Tong Kooi (resigned on 1 October 2022)
Hwan Lip Keong (resigned on 1 April 2022)
Afiqah Syifa' Binti Mohd Ibrahim (resigned on 8 April 2022)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2022

33. ORDINARY SHARE CAPITAL

	The Group and The Company			
	2022 Number of shares RM'000	2021 Number of shares RM'000	2022 Amount RM'000	2021 Amount RM'000
Ordinary Shares:				
At the beginning and end of the year	895,917	895,917	640,288	640,288

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company, and are entitled to one vote per share at meetings of the Company.

34. RESERVES

	Note	The Group		The Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Capital reserve	(a)	815	815	1,800	1,800
Foreign currency translation reserve	(b)	(8)	-	-	-
Retained earnings	(c)	407,211	389,083	122,354	128,245
		408,018	389,898	124,154	130,045

(a) Capital reserve

Capital reserve arose from the profit on disposal of investment in a subsidiary.

(b) Foreign currency translation reserve

Foreign currency translation reserve is used to record foreign currency translation differences arising from the translations of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency. It is also used to record the foreign currency translation differences arising from monetary items which form part of the Group's net investment in foreign operations, where the monetary item is denominated in either the functional currency of the reporting entity or the foreign operation.

(c) Retained earnings

At the end of the reporting period, the entire retained earnings of the Company are available for distribution as dividends under the single-tier income tax system.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2022

35. BORROWINGS (CONT'D)

(b) Term loans and invoice financing (Cont'd)

(viii) Term Loan VII

The Term Loan VII is repayable by 179 equal monthly principal installments of RM371,112 each and 1 final installment of RM370,952, the first instalment to commence on the 1st day of the 25th month following the date of first drawdown and to be concurrent with the interest payment.

Term loan VII is secured by:

- a first party first open monies legal charge over a piece of agricultural leasehold land held under HS(D)5732, PT10568, Mukim Ijok, Daerah Kuala Selangor, Negeri Selangor together with any profits, costs, miscellaneous charges or compensation charges levied on the facility as disclosed in Note 18; and
- a corporate guarantee of the Company.

(c) Sukuk Wakalah

On 7 October 2020, the Company has established a Rated Islamic Medium Terms Notes (“Sukuk Wakalah”) Programme of up to RM500 million in nominal value under the Shariah Principle of Wakalah Bi Al-Istithmar. The Sukuk Wakalah allows for the issuance of Sukuk Wakalah from time to time, provided that the aggregate outstanding nominal value of Sukuk Wakalah shall not exceed RM500 million at any point in time.

The tenure of the Sukuk Wakalah Programme shall be up to thirty (30) years from the date of first issuance of the Sukuk Wakalah. At the end of the reporting period, the Sukuk Wakalah Programme has been assigned a rating of A⁺_{IS} (2021: A⁺_{IS}) by Malaysian Rating Corporation Berhad.

Pursuant to the Sukuk Wakalah Programme, the Company had issued the following:

Tranche	Series	Date of Issuance	RM'000	Yield-to-maturity (per annum)	Tenure (year)
1	1	2 December 2020	75,000	5.60%	3
1	2	2 December 2020	40,000	5.80%	5
			<u>115,000</u>		

The proceeds from the issuance of the Sukuk Wakalah shall be utilised by the Company for the following Shariah-compliant purpose:

- finance the capital expenditure, working capital requirements and/or investments as well as for general corporate purposes of the Group which shall be Shariah-compliant;
- refinance the existing financing/borrowings and future financing of the Group; and
- pay all fees and expenses in connection with the Sukuk Wakalah Programme.

Issuance of Sukuk Wakalah subsequent to year end is disclosed in Note 48(a).

NOTICE OF 54TH ANNUAL GENERAL MEETING

AND THAT pursuant to Section 85 of the Act to be read together with Clause 20 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Sunsuria shares ranking equally to the existing issued Sunsuria shares arising from any issuance of new Sunsuria shares pursuant to Sections 75 and 76 of the Act."

6. 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 the 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 2023 ("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."

NOTICE OF 54TH ANNUAL GENERAL MEETING

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.

Dato' Quek Ngee Meng, being eligible, has offered himself for re-election at the 54th AGM pursuant to Clause 114 of the Constitution.

The NRC and Board had considered and were satisfied that the retiring Independent Non-Executive Director, Dato' Quek Ngee Meng, has maintained his independence in the financial period under review.

The Board recommends the re-election of Dato' Quek Ngee Meng at the 54th AGM.

4. Resolution 3 – Re-appointment of Auditors

The Audit Committee ("AC") at its meeting held on 28 November 2022, 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.

The Board had, at its meeting held on 28 November 2022, approved the AC's recommendation for the shareholders' approval to be sought at the 54th 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 ("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 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 were issued pursuant to the mandate granted to the Directors at 53rd AGM held on 16 March 2022 which will lapse at the conclusion of the 54th 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.

Ordinary Resolution 4, if passed, the shareholders of the Company shall agree to waive their statutory pre-emptive right and thus will allow the Directors to issue new shares to any person under general mandate without having to offer the new shares to all existing shareholders of the Company prior to the issuance of the new shares.