

NOTICE IS HEREBY GIVEN that the Fifty-First Annual General Meeting ("51st AGM") of Sunsuria Berhad ("Sunsuria" or the "Company") will be held at Sunsuria City Celebration Centre, Persiaran Sunsuria, Bandar Sunsuria, 43900 Sepang, Selangor Darul Ehsan, on Thursday, 19 March 2020 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 2019 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 19 March 2020 to the next Annual General Meeting ("AGM") of the Company to be held in 2021. *Resolution 1*
- 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*
- 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 SECTION 75 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 Section 75 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, 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 and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad 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 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, 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:

- 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;
- 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:
 - 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
 - the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 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
 - 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/its 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:

- 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 commence immediately upon passing of this ordinary resolution and will continue to be in force 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 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;

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 Act.

BY ORDER OF THE BOARD

LEE SWEE KHENG (MIA 12754)
Company Secretary

Petaling Jaya
31 January 2020

NOTES:

- Members whose names appear on the Record of Depositors as at 12 March 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Fifty-First Annual General Meeting.
- A member may appoint not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.
- 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 instrument appointing a proxy shall be deposited at the Share Registrar of the Company, Tricor Investors & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, 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 adjournment thereof.

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 19 March 2019 until the next Annual General Meeting (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 ("51st 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 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 114 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.

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 Section 75 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 Section 75 of the Companies Act 2016 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, 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.

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.

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 HRPT 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)

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