

NOTICE OF THE POSTPONED 7TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Postponed 7th Annual General Meeting ("Postponed 7th AGM") of SUNWAY CONSTRUCTION GROUP BERHAD ("Company") will be held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at www.sunwaymanagement.com.my hosted by the Company's Share Registrar, Sunway Management Sdn Bhd on Wednesday, 25 August 2021 at 3.00 p.m. for the following purposes:-

- AS ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon.
(Please refer to Explanatory Notes)
 - To approve the payment of fees to Non-Executive Directors amounting to RM695,000 for the financial year ended 31 December 2020. (Ordinary Resolution 1)
 - To approve the payment of benefits payable to Non-Executive Directors of up to RM200,000 for the period from the next day of the Postponed 7th AGM until the conclusion of the next Annual General Meeting of the Company to be held in 2022. (Ordinary Resolution 2)
 - To re-elect the following Directors:-
 - Dr Sarinder Kumari A/P Oam Parkash who retires by rotation pursuant to Clause 106(1) of the Company's Constitution and being eligible, offers herself for re-election. (Ordinary Resolution 3)
 - Mr Evan Cheah Yean Shin who retires by rotation pursuant to Clause 106(1) of the Company's Constitution and being eligible, offers himself for re-election. (Ordinary Resolution 4)
 - Mr Chung Soo Kiong who retires by rotation pursuant to Clause 106(1) of the Company's Constitution and being eligible, offers himself for re-election. (Ordinary Resolution 5)
 - To re-appoint Messrs BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

AS SPECIAL BUSINESS
 To consider and if thought fit, to pass the following Resolutions:-

- ORDINARY RESOLUTION:**
Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016
 "THAT subject always to the Companies Act 2016 ("Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 7)

- ORDINARY RESOLUTION:**
Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
 "THAT approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for the day-to-day operations as set out in Section 2D of the Circular to Shareholders dated 25 May 2021 which are of a revenue or trading nature and carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016 ("Act"), the Company's Constitution and all other applicable laws, guidelines, rules and regulations.
 THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-
 (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
 (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.
 THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." (Ordinary Resolution 8)

- ORDINARY RESOLUTION:**
Proposed Renewal of Share Buy-Back Authority
 "THAT subject to the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-
 (a) the aggregate number of ordinary shares in the Company ("SunCon Shares") which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares in the ordinary share capital of the Company at any point of time, subject to a restriction that the share capital of the Company does not fall below the applicable minimum share capital requirements of the Main Market Listing Requirements of Bursa Securities;
 (b) the maximum funds to be allocated by the Company for the purpose of purchasing the SunCon Shares shall not exceed the Company's audited retained profits at any point of time;
 (c) the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:-
 (i) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by Ordinary Resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
 (iii) revoked or varied by Ordinary Resolution passed by the shareholders of the Company in a general meeting, whichever occurs first; and
 (d) upon completion of the purchase(s) of the SunCon Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the SunCon Shares so purchased or to retain the SunCon Shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act), or to retain part of the SunCon Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.
 AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of the SunCon Shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company." (Ordinary Resolution 9)

- SPECIAL RESOLUTION:**
Proposed Amendments to the Constitution of the Company
 "THAT the proposed amendments to Clauses 84 and 85 of the Constitution of the Company (as set out in the Circular to Shareholders dated 25 May 2021) as follows ("Proposed Amendments") be and are hereby approved:
 Clause 84 – How instrument to be executed
 The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if such Member is a corporation, either under its common seal or the hand of its officer or attorney duly authorised. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the Member.
 Clause 85 – Depositing of proxy form
 The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of authority, shall be legible and deposited at the Office, or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll; otherwise the person so named shall not be entitled to vote in respect thereof.
 AND THAT the Board of Directors of the Company be and are hereby authorized to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendments." (Special Resolution 1)

By Order of the Board
TAN KIM AUN (MAICSA 7002988) (SSM PC No. 202008001249)
ONG WEI LENG (MAICSA 7053539) (SSM PC No. 202008001016)
 Company Secretaries
 Bandar Sunway
 27 July 2021

NOTES:
 1) The Postponed 7th AGM of the Company will be held on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting Facility ("RPV"). This is in line with the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (including any amendment that may be made from time to time).
 Shareholders of the Company are to participate, speak (in the form of real time submission of typed texts) and vote remotely at the Postponed 7th AGM using RPV provided by the Company's Share Registrar via its website at www.sunwaymanagement.com.my. Please follow the Procedures for RPV provided in the Administrative Details for the Postponed 7th AGM.

- A shareholder of the Company who is entitled to participate, speak and vote at the Postponed 7th AGM via RPV, may appoint more than 1 proxy to participate and vote on his/her behalf. A proxy may but need not be a shareholder.
- Shareholders may use the RPV to submit questions in real-time during the Postponed 7th AGM. Shareholders may also submit questions to the Board prior to the Postponed 7th AGM by emailing to rsuncongroup@sunway.com.my no later than 3.00 p.m. on 24 August 2021 or via Q&A platform in www.sunwaymanagement.com.my from 12.00 p.m. on 18 August 2021 up to 2.30 p.m. on 25 August 2021.
- Where a shareholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy in respect of each securities account it holds in ordinary shares of the Company standing in the credit of the said securities account.
- Where a shareholder is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("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 a shareholder appoints more than 1 proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy appointed to participate, speak and vote at the Postponed 7th AGM shall have the same rights as the shareholder to speak at the Postponed 7th AGM.
- If a shareholder has appointed a proxy to participate in a meeting and subsequently, he/she participates in such meeting via the RPV, the appointment of such proxy shall be null and void, and his/her proxy shall not be entitled to participate at the Postponed 7th AGM.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or the hand of its officer or attorney duly authorised.
- The instrument for the appointment of a proxy must be completed and deposited at the Registered Office of the Company at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia ("Registered Office"), not less than 24 hours before the time appointed for holding the Postponed 7th AGM or any adjournment thereof, either by hand, post, electronic mail to sunwaymanagement@sunway.com.my or fax to (603) 5639 9507, and in default, the instrument of proxy shall not be treated as valid. In the case where the shareholder is a corporation and the proxy form is delivered by fax or electronic mail, the original proxy form shall also be deposited at the Registered Office, either by hand or post not less than 24 hours before the time appointed for holding the Postponed 7th AGM or any adjournment thereof.

EXPLANATORY NOTES:

- Ordinary Business**
- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon
 The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to the provision of Section 340(1) of the Companies Act 2016 ("Act"). As such, this agenda will not be put for voting.
 - Section 230(1) of the Companies Act 2016 provides amongst others, that fees of the Directors and any 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 for the payment of fees and benefits payable to Non-Executive Directors ("NEDs"), in two (2) separate resolutions as follows:
(a) Ordinary Resolution 1 - To approve the payment of fees to NEDs amounting to RM695,000 for the financial year ended 31 December 2020
 The fees structure for the NEDs:-

Board/Audit Committee	Chairman (RM/annum)	Member (RM/annum)
Board	180,000	100,000
Audit Committee	6,000	3,000

(b) Ordinary Resolution 2 - To approve the payment of benefits payable to NEDs from the next day of the Postponed 7th AGM until the conclusion of the next Annual General Meeting ("AGM") of the Company to be held in 2022
 The benefits payable to the NEDs of the Company comprises the following:
 (i) meeting allowance of RM500 per meeting for attending the Board or Board Committee Meetings; and
 (ii) other emolument, including but not limited to the meeting allowance or construction site visit allowance of RM1,000 per meeting/visit for discharging the duty as Chairman of the High Level ESH (Environmental, Safety and Health) Council of the Company.

Subject to the shareholders' approval of Ordinary Resolutions 1 and 2, the payment for fees and benefits for the period commencing from the next day of the Postponed 7th AGM until the conclusion of the next AGM will be paid as and when they are incurred. The Board opined that the payments to the NEDs are just and equitable taking into account their roles and responsibilities towards the Group and the services that they have rendered to the Company and its subsidiaries.
 NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions at the Postponed 7th AGM.

- Ordinary Resolutions 3, 4 and 5 - To re-elect Dr Sarinder Kumari A/P Oam Parkash, Mr Evan Cheah Yean Shin and Mr Chung Soo Kiong as Directors of the Company**
 Clause 106(1) of the Company's Constitution provides that one-third or the number nearest to one-third of the Directors of the Company (including Managing Director) for the time being shall retire by rotation at each AGM of the Company. Each Director shall retire from office once at least in each three years but shall be eligible for re-election.
 Dr Sarinder Kumari A/P Oam Parkash, Mr Evan Cheah Yean Shin and Mr Chung Soo Kiong, being eligible, have offered themselves for re-election at the Postponed 7th AGM.
 The Nomination and Remuneration Committee ("NRC") has conducted an assessment on the Directors via Board Assessment for Year 2020 as well as the independence of the Independent Directors who are seeking re-election at the Postponed 7th AGM, inclusive of their skills, experience, character, integrity, competency, commitment and contribution and is satisfied that they complied and satisfied the independence criteria as required by the MMLR of Bursa Securities which is also provided in the Board Charter. Their profiles are enclosed in the Company's Annual Report 2020. The Board has endorsed the NRC's recommendation subject to the shareholders' approval at the Postponed 7th AGM.
 All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board Meeting and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at the Postponed 7th AGM.

- Ordinary Resolution 6 – To re-appoint Messrs BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration**
 Based on the results of the External Auditors Evaluation for the financial year ended 31 December 2020, the Board had at its meeting held on 19 April 2021, approved the re-appointment of Messrs BDO PLT ("BDO") as Auditors of the Company on the basis that BDO had satisfactorily performed their audit and that BDO had discharged their professional responsibilities in accordance to the rules on professional conduct and ethics of BDO and the By-Laws (on Professional Ethics, Conducts and Practice) issued by the Malaysian Institute of Accountants.

Special Business

- Ordinary Resolution 7 - Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**
 The Company is always on the look out for investment opportunities to enhance the earnings potential of the Company. If any investment opportunities involve the issue of new shares, the Directors, under present circumstances, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the total number of issued shares of the Company.
 In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue new shares in the Company, up to an amount not exceeding in total 10% of the total number of issued shares of the Company at any time, for such purpose. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.
 The renewal of this mandate will provide flexibility to the Company for any potential fund raising activities, including but not limited to placement of shares, for purpose of funding future investments, working capital and/or any acquisition.
 At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.
 The Company did not issue any new shares under the general mandate which was approved at its 6th AGM held on 5 August 2020.

- Ordinary Resolution 8 - Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
 The details on the proposed renewal of shareholders' mandate and proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature are set out in the Circular to Shareholders dated 25 May 2021.
- Ordinary Resolution 9 - Proposed Renewal of Share Buy-Back Authority**
 The details on the Proposed Renewal of Share Buy-Back Authority by the Company are set out in the Statement to Shareholders dated 25 May 2021.

- Special Resolution 1 - Proposed Amendments to the Constitution of the Company**
 The details on the Proposed Amendments to the Constitution of the Company are set out in the Circular to Shareholders dated 25 May 2021.

PERSONAL DATA NOTICE
 The Personal Data Protection Act 2010 ("PDPA") which regulates the processing of personal data in commercial transactions, applies to Sunway Management Sdn Bhd, the share registrar of the Company.
 The personal data processed by Sunway Management Sdn Bhd may include your name, contact details, mailing address and any other personal data derived from any documentation.
 Sunway Management Sdn Bhd may use or disclose your personal data to any person engaged for the purposes of issuing the above notice of meeting and convening the meeting.
 Subject to the requirement under the PDPA, if you would like to make any enquiries on your personal data, please contact us at:
 Address : Sunway Management Sdn Bhd
 Level 16, Menara Sunway, Jalan Lagoon Timur
 Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan
 Tel No : (603) 5639 8889
 Fax No : (603) 5639 9507