

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EGM") of Sunway Berhad ("Sunway" or "Company") will be conducted fully virtual through live streaming and online remote voting via the online meeting platform at www.sunwaymanagement.com.my hosted by Sunway Management Sdn Bhd, the Share Registrar of the Company, on Tuesday, 14 September 2021 at 4.00 p.m. or 15 minutes after the conclusion or adjournment (as the case may be) of the Postponed Eleventh Annual General Meeting of the Company which will be held on the same day and at the same venue, whichever is the later or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED INVESTMENT BY GREENWOOD CAPITAL PTE LTD ("GREENWOOD"), AN INDIRECT WHOLLY OWNED SUBSIDIARY OF GIC (VENTURES) PTE LTD, IN SUNWAY HEALTHCARE HOLDINGS SDN BHD ("SUNWAY HEALTHCARE"), A WHOLLY OWNED SUBSIDIARY OF SUNWAY CITY SDN BHD ("SUNWAY CITY") WHICH IN TURN IS A WHOLLY OWNED SUBSIDIARY OF SUNWAY, FOR A TOTAL CASH SUBSCRIPTION CONSIDERATION OF RM750.0 MILLION ("PROPOSED INVESTMENT")

"THAT, subject to and conditional upon all requisite approvals, waivers and/or consents from the relevant regulatory authorities and/or third parties being obtained, and subject to all conditions precedent stipulated in the Share Subscription Agreement dated 23 June 2021 between Sunway, Sunway City, Sunway Healthcare and Greenwood ("SSA") being fulfilled or waived in accordance with the SSA, approval be and is given for:

- issuance and allotment by Sunway Healthcare to Greenwood of 100,000,000 new ordinary shares in Sunway Healthcare ("Sunway Healthcare Shares"), 10,000,000 irredeemable convertible preference shares in Sunway Healthcare ("ICPS") and 1 dividend convertible preference share in Sunway Healthcare ("DCPS") for a total cash subscription consideration of RM750.0 million and the subscription by Greenwood of the same; and
- the performance by Sunway and/or its subsidiaries of all their respective rights and/or obligations in respect of the SSA and all related agreements and instruments, including without limitation:
 - the put option granted to Greenwood to require Sunway City to purchase the Sunway Healthcare Shares, ICPS and DCPS issued to Greenwood for a consideration equivalent to Greenwood's targeted United States Dollar-denominated internal rate of return of 18.50% ("USD IRR Threshold") ("Put Exit"); and
 - the joint sale of all the Sunway Healthcare Shares, ICPS and DCPS issued to Greenwood and such number of Sunway Healthcare Shares held by Sunway City as may be required by the potential purchaser for Greenwood to achieve the USD IRR Threshold ("Joint Sale"),

subject to and in accordance with the terms of the SSA and all related agreements and instruments (including, without limitation, the shareholders' agreement between Sunway, Sunway City, Sunway Healthcare and Greenwood to be entered into pursuant to the SSA).

AND THAT the Board of Directors of the Company ("Board") be and is hereby empowered and authorised to do all acts, deeds and things as may be necessary and/or expedient to give full effect to the Proposed Investment, with full power to assent to any term, condition, modification and/or variation or amendment to the terms of the Proposed Investment, to execute and deliver any agreement or instrument, and/or to deal with all matters relating to the Proposed Investment, as the Board may in their sole discretion deem fit, necessary or desirable, in the best interest of the Company, including the full performance of the Put Exit and Joint Sale."

ORDINARY RESOLUTION 2

PROPOSED PROVISION OF FINANCIAL ASSISTANCE BY SUNWAY TO SUNWAY HEALTHCARE AND ITS EXISTING AND PROPOSED SUBSIDIARIES ("PROPOSED FINANCIAL ASSISTANCE TO SUNWAY HEALTHCARE")

"THAT, subject to the passing of Ordinary Resolution 1, approval be and is given for the Company and/or its subsidiaries to provide financial assistance to Sunway Healthcare and/or its existing and proposed subsidiaries in the form of corporate guarantees in the amounts of up to an aggregate of RM5,650.0 million, for bond programmes, sukuk programmes, borrowings and/or any other credit facility to be obtained by Sunway Healthcare and/or its existing and proposed subsidiaries.

AND THAT approval and authority be and are given to the Board to give effect to the Proposed Financial Assistance to Sunway Healthcare, with full powers to do all such acts as it may consider necessary or expedient or in the best interest of the Company so as to give full effect to the same with further power to assent to any condition, modification, variation and/or amendment as may be required by the relevant regulatory authorities and/or parties and to take all steps and do all such acts and matters as it may consider necessary or expedient to implement, finalise and give full effect to the Proposed Financial Assistance to Sunway Healthcare."

ORDINARY RESOLUTION 3

PROPOSED PROVISION OF FINANCIAL ASSISTANCE BY SUNWAY TREASURY SUKUK SDN BHD ("SUNWAY TREASURY SUKUK") AND SUNWAY TREASURY SDN BHD ("SUNWAY TREASURY"), BOTH INDIRECT WHOLLY OWNED SUBSIDIARIES OF SUNWAY, TO SUNWAY ISKANDAR DEVELOPMENT SDN BHD ("SUNWAY ISKANDAR DEVELOPMENT") ("PROPOSED FINANCIAL ASSISTANCE TO SUNWAY ISKANDAR DEVELOPMENT")

"THAT approval be and is given for the Company and/or its subsidiaries, namely Sunway Treasury Sukuk and Sunway Treasury, to provide financial assistance to Sunway Iskandar Development in the form of loans in the amounts of up to an aggregate of RM246.8 million.

AND THAT approval and authority be and are given to the Board to give effect to the Proposed Financial Assistance to Sunway Iskandar Development, with full powers to do all such acts as it may consider necessary or expedient or in the best interest of the Company so as to give full effect to the same with further power to assent to any condition, modification, variation and/or amendment as may be required by the relevant regulatory authorities and/or parties and to take all steps and do all such acts and matters as it may consider necessary or expedient to implement, finalise and give full effect to the Proposed Financial Assistance to Sunway Iskandar Development."

By Order of the Board

SUNWAY BERHAD

TAN KIM AUN (SSM PC NO. 202008001249) (MAICSA 7002988)

CHIN LEE CHIN (SSM PC NO. 202008001355) (MAICSA 7012347)

Company Secretaries

Bandar Sunway

30 August 2021

Notes:

- The EGM of the Company will be conducted on a **fully virtual manner through live streaming and online remote voting using the Remote Participation and Voting ("RPV") Facility via the online meeting platform at www.sunwaymanagement.com.my hosted by the Company's Share Registrar**. This is in line with the Guidance Notes and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and its subsequent revisions, including any amendments 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 EGM using the RPV Facility provided by the Company's Share Registrar via its website at www.sunwaymanagement.com.my. Please follow the procedures for RPV Facility provided in the Administrative Details for the EGM which is available on the Company's website at www.sunway.com.my.
- A shareholder of the Company who is entitled to participate, speak and vote remotely at the EGM via the RPV Facility, may appoint more than 1 proxy to participate and vote remotely instead of the shareholder at the EGM. A proxy need not be a shareholder.
- Shareholders may use the Q&A platform in the Zoom Cloud Meetings App to submit questions in real time during the EGM. Shareholders may also submit questions to the Board before the EGM by e-mailing to irsunwayberhad@sunway.com.my no later than 4.00 p.m. on 13 September 2021 or via the Q&A platform at www.sunwaymanagement.com.my from 2.00 p.m. on 8 September 2021 up to 3.30 p.m. on 14 September 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 to 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 remotely at the EGM shall have the same rights as the shareholder to speak at the EGM.
- If a shareholder has appointed a proxy to participate in a meeting and subsequently he/she participates in such meeting via the RPV Facility, the appointment of such proxy shall be null and void, and his/her proxy shall not be entitled to participate in the EGM.
- The instrument appointing a proxy shall be in writing under the hands 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 hands of its officer or attorney duly authorised.
- The instrument appointing a proxy may be 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 not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof, either by hand, post, electronic mail to sunwaymanagement@sunway.com.my or fax to +60 3 5639 9507. In the case where the member 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 meeting or any adjournment thereof.
- In respect of deposited securities, only shareholders whose names appear in the Record of Depositors on 7 September 2021 shall be entitled to participate, speak and vote at the general meeting.
- Please ensure ALL particulars as required in the proxy form are completed, signed and dated accordingly.

Personal Data Notice

By lodging a completed Proxy Form to the Company appointing proxy(ies) and/or representative(s) to participate and vote remotely at the EGM of the Company and any adjournment thereof, the shareholder accepts and agrees 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 shareholder 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.