

SUNWAY
CONSTRUCTION
SUNWAY CONSTRUCTION GROUP BERHAD
Registration No. 201401032422 (1108506-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Sunway Construction Group Berhad (“SunCon” or “Company”) will be held and conducted on a virtual basis through live streaming and using online remote polling platform from the Broadcast Venue at Penthouse, Level 20, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on **Monday, 23 December 2024 at 3.00 p.m.** for the purpose of considering and if thought fit, passing the resolutions setting out in this notice with or without any modification:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME FOR OFFER OF OPTION (“ESOS OPTIONS”) OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) (“SUNCON SHARES” OR “SHARES”) AT ANY POINT IN TIME, FOR THE EXECUTIVE DIRECTORS AND EMPLOYEES OF SUNCON AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES), WHO FULFIL THE ELIGIBILITY CRITERIA ON THE DATE ON WHICH AN AWARD OF ESOS OPTIONS IS MADE IN WRITING BY A COMMITTEE TO BE APPROVED BY THE BOARD OF DIRECTORS (“BOARD”) OF SUNCON (“PROPOSED ESOS”)

“THAT subject to the approvals being obtained from all relevant authorities and/or parties in relation to the Proposed ESOS and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board to establish, implement and administer the Proposed ESOS in accordance with the by-laws governing the Proposed ESOS (“By-Laws”) as set out in Appendix I of the circular to shareholders dated 6 December 2024, and to adopt and approve the By-Laws and to do all such acts, as may be necessary or expedient in order to give full effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;

THAT the Board be and is hereby authorised to allot and issue new SunCon Shares from time to time, such number to be issued arising from the exercise of the ESOS Options, provided that the aggregate number of new SunCon Shares to be issued under the Proposed ESOS shall not exceed 5% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS. New SunCon Shares to be issued arising from the exercise of the ESOS Options shall, upon allotment and issuance or transfer and full payment, rank equally in all respects with the existing SunCon Shares, except that such new SunCon Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid prior to the date of allotment and issuance of such SunCon Shares, and will not carry any right to vote at any general meeting of the Company;

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 49(1) of the Company’s Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over the new SunCon Shares to be issued pursuant to the Proposed ESOS, which when issued, to rank equally with the existing SunCon Shares;

THAT the Board be and is hereby authorised to extend the duration of the Proposed ESOS for a further period of four (4) years immediately from the expiry of the first six (6) years, provided always that such extension of the Proposed ESOS is made pursuant to the By-Laws shall not in aggregate exceed a period of ten (10) years from the date the Proposed ESOS takes effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT the Board be and is hereby authorised to appoint and authorise a committee (“ESOS Committee”) by which the Proposed ESOS will be administered in accordance with the By-Laws by the said ESOS Committee, who will be responsible for, amongst others, implementing and administering the Proposed ESOS. The members of the ESOS Committee shall comprise directors and/or persons to be identified and appointed from time to time by the Board and will have the sole and absolute discretion in administering the Proposed ESOS as it may deem fit, in accordance with the provisions set out in the By-Laws;

THAT the Board be and is hereby authorised to make the necessary application to Bursa Securities for the listing of and quotation for the new Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESOS;

AND THAT the Board be and is hereby authorised to add, modify and/or amend the terms and conditions as set out in the By-Laws and the Proposed ESOS, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established by it to administer the Proposed ESOS, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws and to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-Laws.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO MR LIEW KOK WING, BEING THE EXECUTIVE DIRECTOR OF SUNCON, AND/OR ALLOCATIONS TO THE PERSON(S) CONNECTED WITH HIM (“PROPOSED ALLOCATION OF ESOS OPTIONS TO MR LIEW KOK WING”)

“THAT subject to the passing of Ordinary Resolution 1 as well as the approval(s) of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time during the duration of the Proposed ESOS, to offer and grant to Mr Liew Kok Wing, being the executive director of SunCon, and/or allocations to the person(s) connected with him, to subscribe for such number of SunCon Shares to be issued under the Proposed ESOS subject always to the following provisions:

- (a) not more than ten percent (10%) of the total number of SunCon Shares to be issued under the Proposed ESOS shall be allocated to any one of the above-mentioned person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the total number of issued SunCon Shares (excluding treasury shares, if any);
- (b) not more than 50% of the new SunCon Shares available under the Proposed ESOS shall be allocated in aggregate to the executive directors and senior management of SunCon and its subsidiaries (excluding dormant subsidiaries), who are Eligible Person(s);
- (c) the abovementioned person shall not participate in the deliberation and/or discussion of his allocation as well as allocation(s) to persons connected with him, if any; and
- (d) such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities and any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 49(1) of the Company’s Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over the new SunCon Shares to be issued pursuant to the Proposed Allocation of ESOS Options to Mr Liew Kok Wing, which when issued, to rank equally with the existing SunCon Shares;

AND THAT subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation of ESOS Options to Mr Liew Kok Wing with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO MR WONG KWAN SONG, BEING THE GROUP DEPUTY MANAGING DIRECTOR OF SUNWAY CONSTRUCTION SDN BHD AND ALTERNATE DIRECTOR TO MR LIEW KOK WING, AND/OR ALLOCATIONS TO THE PERSON(S) CONNECTED WITH HIM (“PROPOSED ALLOCATION OF ESOS OPTIONS TO MR WONG KWAN SONG”)

“THAT subject to the passing of Ordinary Resolution 1 as well as the approval(s) of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time during the duration of the Proposed ESOS, to offer and grant to Mr Wong Kwan Song, being the Group Deputy Managing Director of Sunway Construction Sdn Bhd and alternate director to Mr Liew Kok Wing, and/or allocations to the person(s) connected with him, to subscribe for such number of SunCon Shares to be issued under the Proposed ESOS subject always to the following provisions:

- (a) not more than ten percent (10%) of the total number of SunCon Shares to be issued under the Proposed ESOS shall be allocated to any one of the above-mentioned person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the total number of issued SunCon Shares (excluding treasury shares, if any);
- (b) not more than 50% of the new SunCon Shares available under the Proposed ESOS shall be allocated in aggregate to the executive directors and senior management of SunCon and its subsidiaries (excluding dormant subsidiaries), who are Eligible Person(s);
- (c) the abovementioned person shall not participate in the deliberation and/or discussion of his allocation as well as allocation(s) to persons connected with him, if any; and
- (d) such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities and any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 49(1) of the Company’s Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over the new SunCon Shares to be issued pursuant to the Proposed Allocation of ESOS Options to Mr Wong Kwan Song, which when issued, to rank equally with the existing SunCon Shares;

AND THAT subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation of ESOS Options to Mr Wong Kwan Song with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities.”

BY ORDER OF THE BOARD

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

CHANG MEI YEE (MAICSA 7064078) (SSM PC No. 201908000539)

Company Secretaries

Bandar Sunway
6 December 2024

NOTES:

1) The Extraordinary General Meeting (“EGM”) of the Company will be conducted virtually through live streaming and online remote voting using Digital Ballot Form (“DBF”) provided by the appointed Poll Administrator for the EGM (“Poll Administrator”), Mega Corporate Services Sdn Bhd.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the EGM to be at the main venue of the EGM. **NO SHAREHOLDERS / PROXIES / CORPORATE REPRESENTATIVES / ATTORNEYS** from the public shall be physically present at the Broadcast Venue on the day of the EGM.

Shareholders of the Company who wish to participate, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely via DBF at the EGM will have to register via the link at <https://vps.megacorp.com.my/6RV0Y8>. Please refer to the Administrative Notes for the EGM for further information.

Only shareholders whose names appear on the Record of Depositors of the Company as at 16 December 2024 shall be entitled to participate at the EGM or appoint proxy(ies) or corporate representative(s) to participate on their behalf.

2) A shareholder of the Company who is entitled to participate at the EGM, may appoint more than 1 proxy to participate on his / her behalf. A proxy may but need not be a shareholder.

3) Shareholders may use the Questions’ Pane facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions in relation to the agenda items for the EGM to the Board of Directors of the Company prior to the EGM via email to irsuncongroup@sunway.com.my no later than 3.00 p.m. on 22 December 2024 or via email to EGM-support.SunCon@megacorp.com.my no later than 2.30 p.m. on 23 December 2024.

4) 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.

5) 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.

6) 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 at the EGM shall have the same rights as the shareholder to participate at the EGM.

7) If a shareholder has appointed a proxy to participate at the EGM and subsequently, he / she decides to participate at the EGM instead of the proxy, he / she has to revoke the appointment in writing / email which must reach us not later than 24 hours before the time appointed for the taking of the poll. The appointed proxy shall therefore be null and void.

8) 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.

9) The instrument for the appointment of a proxy must be completed and deposited at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd, at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 24 hours before the time appointed for the taking of the poll, or any adjournment thereof, either by hand, post or electronic mail to EGM-support.SunCon@megacorp.com.my.

10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be put to vote on poll.

PERSONAL DATA PRIVACY

By registering for the remote participation and electronic voting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the EGM and/or any adjournment thereof, a shareholder of the Company is hereby:

- (i) consents to the collection, use and disclosure of the shareholder’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”);
- (ii) warrants that where the shareholder discloses the personal data of the shareholders, proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the shareholder will fully indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty.

For the purposes of this paragraph, “personal data” shall have the same meaning given in Section 4 of the Personal Data Protection Act 2010.