

## NOTICE OF 56<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Sixth Annual General Meeting ("56<sup>th</sup> AGM") of Sunsuria Berhad will be held at Sunsuria City Celebration Centre, Persiaran Sunsuria, Bandar Sunsuria, 43900 Sepang, Selangor Darul Ehsan, on Wednesday, 12 March 2025 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 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees to the Non-Executive Directors amounting to RM192,000.00 for the financial year ended 30 September 2024.
- To approve the payment of Directors' fees to the Non-Executive Directors amounting to RM246,000.00 for the period from 1 October 2024 to 30 September 2025.
- To approve the payment of Meeting Allowances for the period from the Fifty-Sixth Annual General Meeting to the Fifty-Seventh Annual General Meeting to be held in 2025.
- To re-elect Ms. Ter Shin Nie, as Director who retires by rotation pursuant to Clause 119 of the Company's Constitution, and who, being eligible, has offered herself for re-election.
- Datin Loa Bee Hua who retires in accordance with Clause 114 of the Company's Constitution, has elected not to seek re-election and will accordingly retire at the conclusion of the 56<sup>th</sup> AGM.
- To re-appoint Messrs Deloitte PTL as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications the following ordinary resolutions:

#### 7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT subject always 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 approvals of the relevant governmental/regulatory authorities (if required), 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 ("Shares"), grant rights to subscribe for Shares in the Company, convert any security into Shares in the Company, or allot Shares under an agreement or option or offer at any time and from time to time, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of Shares issued and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, 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 the Exchange for the listing and quotation for the additional Shares to be allotted on the Exchange AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."

#### 8. TO APPROVE THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"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 of Part A of the Circular to Shareholders dated 27 January 2025 ("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 an 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 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
  - 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/are 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."

#### 9. 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")

"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 shares 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 it is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, 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."

#### 10. Retention of Independent Non-Executive Director, Ms. Tan Pei Geok

"THAT approval be and is hereby given to Ms. Tan Pei Geok to be retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

11. To consider any other business of which due notice shall have been given in accordance with the Companies Act 2016.

#### BY ORDER OF THE BOARD

YEAP YEN YEN (MIA 37879) (SSM Practising Certificate No.: 202408000519)

KHOO MING SIANG (MCA/CSA 7034037) (SSM Practising Certificate No.: 202208000150)

Company Secretaries

Petaling Jaya

Date: 27 January 2025

#### NOTES:

- Members whose names appear on the Record of Depositors as at 5 March 2025 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the 56<sup>th</sup> AGM.
- A member may appoint not more than two (2) proxies to attend, speak and vote in his stead. A proxy may not need to 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 appointment of proxy may be made in a hard copy either by electronic means, not less than forty-eight (48) hours before the time for holding the 56<sup>th</sup> AGM or by any adjournment thereof, as follows:

#### (i) In Hard Copy Form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor"), at Unit 32-01, Level 32, Tower A, Vertical Business Centre, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, in the drop-in box provided at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

#### (ii) By Electronic Form

The proxy form can be electronically lodged with the Share Registrar of the Company, Tricor, via its TIIH Online website at <https://tiih.tiionline.com>. Kindly refer to the Procedure for Electronic Submission of Proxy Form.

8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 56<sup>th</sup> AGM of the Company shall be put to vote by way of poll.

#### EXPLANATORY NOTES:

##### 1. Audited Financial Statements for the financial year ended 30 September 2024

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act ("the Act") for discussion only under Agenda 1 and do not require members' approval. Hence, this item is not put forward for voting.

##### 2. Payment of Directors' Fees and Benefits

Section 230(1) of the Companies Act 2016 provides among others, that the Directors' fees and benefits payable to the Directors of the Company and its subsidiaries be approved at a general meeting.

##### (i) Ordinary Resolution 1 – Payment of Directors' Fees to the Non-Executive Directors for FY2024

Payment of Directors' Fees to the Non-Executive Directors in respect of FY2024 is as follows:

Board/Committee	Position	Fee Per Annum (RM)
Board	Member	48,000
Audit Committee	Chairperson	24,000
	Member	12,000

##### (ii) Ordinary Resolution 2 – Payment of Directors' Fees to the Non-Executive Directors for the period from 1 October 2024 to 30 September 2025

Payment of Directors' Fees to the Non-Executive Directors for the period from 1 October 2024 to 30 September 2025 is as follows:

Board/Committee	Position	Fee Per Annum (RM)
Board	Member	60,000
Audit Committee	Chairperson	30,000
	Member	18,000

##### (iii) Ordinary Resolution 3 – Payment of Meeting Allowances

Payment of Meeting Allowances (Board and Audit Committee) for the period from the Fifty-Sixth Annual General Meeting to the Fifty-Seventh Annual General Meeting to be held in 2025 is RM1,000 per meeting.

##### 3. Ordinary Resolution 4 – 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.

Clause 119 of the Company's Constitution stated that any newly appointed Directors are subject to re-election at the next Annual General Meeting following their appointment and shall not be considered in determining the Directors who are to retire by rotation at that meeting.

Datin Loa Bee Hua, having served as an Independent Non-Executive Director of the Company for more than nine (9) years will retire by rotation as a Director in accordance with Clause 114 of the Company's Constitution. As she will not be seeking re-election, Datin Loa Bee Hua will retire at the conclusion of this AGM.

Ms. Ter Shin Nie, being eligible, has offered herself for re-election at the 56<sup>th</sup> AGM pursuant to Clause 119 of the Company's Constitution. In determining the eligibility of the retiring Director standing for re-election at this AGM, the Board had, via the Nomination and Remuneration Committee ("NRC"), assessed the performance and eligibility of the said retiring Director and was satisfied that the retiring Director fulfilled the following criteria:

- commitment and time to serve the Company;
- fitness and propriety;
- competent and capable; and
- past contribution and performance.

The retiring Director do not have any conflict of interest with the Company save as disclosed in the Annual Report FY2024 and the Circular to the shareholders and had also abstained from deliberation and decision making on her re-election.

Premised on the above, the Board (save for Tan Sri Datuk Ter Leong Yap and Ms. Ter Shin Nie who have declared their interest and abstained from deliberation and voting) recommends the re-election of Ms. Ter Shin Nie at the 56<sup>th</sup> AGM under Ordinary Resolution 4. The profile of the retiring Director is set out in the Profiles of Board of Directors section of the Company's Annual Report FY2024.

##### 4. Ordinary Resolution 5 – Re-appointment of Auditors

The Board had, at its meeting held on 20 January 2025, approved the AC's recommendation for the shareholders' approval to be sought at the 56<sup>th</sup> AGM on the re-appointment of Messrs Deloitte PTL ("Deloitte") as external auditors of the Company to hold office until the conclusion of the next AGM under Ordinary Resolution 5, after considering the relevant feedback on their experience, performance and independence based on the annual assessment. Deloitte has indicated their willingness to continue their services until the conclusion of the next AGM.

5. **Ordinary Resolution 6 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
The Ordinary Resolution proposed under Agenda 8 is a renewal of the general mandate ("Mandate"), if passed, will give authority to the Directors to issue and allot new shares from time to time and grant rights to subscribe for shares, convert any security into shares or allot shares under an agreement or option or offer, provided that the aggregate number of such shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at 56<sup>th</sup> AGM held on 13 March 2024 which was the conclusion of the 56<sup>th</sup> AGM.

The 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 to finance day-to-day operational expenses, working capital requirements, repayment of borrowings or debt settlement/repayment.

##### 6. Ordinary Resolution 7 – Proposed Renewal of Shareholders' Mandate

The Ordinary Resolution proposed under Agenda 8, if passed, will provide the Company and/or its subsidiaries a mandate to enter into RPT of a revenue or trading nature with the Related Parties in compliance with Paragraph 10.9 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 27 January 2025 for further information.

##### 7. Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution proposed under Agenda 9, 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.

##### 8. Ordinary Resolution 9 – Retention of Independent Non-Executive Director, Ms. Tan Pei Geok

The Ordinary Resolution proposed under Agenda 10, if passed, will allow Ms. Tan Pei Geok to continue in office as an Independent Non-Executive Director of the Company.

Ms. Tan Pei Geok was appointed as an Independent Non-Executive Director on 1 October 2015. The Board has via the NRC conducted a performance evaluation and assessment on Ms. Tan Pei Geok, who has served the Company for more than nine (9) years as at the date of the notice of this 56<sup>th</sup> AGM. The Board and NRC (save for Ms. Tan Pei Geok who has declared her interest and abstained from deliberation and voting) recommended her to continue to act as an Independent Director of the Company based on the following justification:

- she has met the independence guidelines set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- she has actively participated in Board and Committee meetings and possesses the appropriate competencies to exercise professional and independent judgment; and
- she has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out her fiduciary duties in the interest of the Company during her tenure as an Independent Non-Executive Director.

Pursuant to the Malaysian Code on Corporate Governance 2021, the Company will use two-tier voting process in seeking annual shareholders' approval to retain Ms. Tan Pei Geok, who served the Company as an Independent Non-Executive Director beyond nine (9) years.

#### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.2(7)(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. There were no Directors standing for election (excluding Directors standing for a re-election) at the 56<sup>th</sup> AGM.

2. Please refer to Explanatory Note 5 for information relating to general mandate for issue of securities.

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting ("AGM") and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and in so doing, the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees and undertakes that the member shall indemnify the Company and/or to keep the Company fully indemnified and save the Company harmless against all and/or any actions, demands, claims, losses, costs, proceedings and damages (including all legal fees and costs) which the Company may suffer or incur in any manner whatsoever arising from or as a result of the member's breach of the aforementioned warranty.