

**NOTICE OF 8<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 8<sup>th</sup> Annual General Meeting of SUNWAY CONSTRUCTION GROUP BERHAD [201401032422 (1108506-W)] ("**Company**") will be conducted virtually through live streaming and using online remote voting platform from the Broadcast Venue at Penthouse, Level 20, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on **Wednesday, 22 June 2022 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 2021 together with the Directors' and Auditors' Reports thereon.  
*(Please refer to Explanatory Note No. 1)*
- To approve the payment of fees to Non-Executive Directors amounting to RM723,576.60 for the financial year ended 31 December 2021.
- To approve the payment of benefits payable to Non-Executive Directors of up to RM200,000 for the period from 23 June 2022 until the conclusion of the next Annual General Meeting of the Company to be held in 2023.
- To re-elect the following Directors:
  - Dato' Ir Goh Chye Koon who retires by rotation pursuant to Clause 106(1) of the Company's Constitution and being eligible, offers himself for re-election.
  - Dato' Dr Johari Bin Basri who retires by rotation pursuant to Clause 106(1) of the Company's Constitution and being eligible, offers himself for re-election.
  - Ms Cindy Tan Ler Chin who retires pursuant to Clause 89 of the Company's Constitution and being eligible, offers herself for re-election.
  - Mr Liew Kok Wing who retires pursuant to Clause 89 of the Company's Constitution and being eligible, offers himself for re-election.
- 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 1)*  
*(Ordinary Resolution 2)*

*(Ordinary Resolution 3)*  
*(Ordinary Resolution 4)*  
*(Ordinary Resolution 5)*  
*(Ordinary Resolution 6)*  
*(Ordinary Resolution 7)*

**AS SPECIAL BUSINESS**

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

**6. 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 8)*

**7. ORDINARY RESOLUTION:**

**Proposed Renewal of Existing 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 Part A of the Company's Circular to Shareholders dated 29 April 2022 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:

- 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
- 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
- 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 9)*

**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:-

- 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;
- 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;
- the authority conferred by this resolution will 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**") 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
  - 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 general meeting, whichever occurs first; and
- 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 10)*

**9. SPECIAL RESOLUTION:**

**Proposed Amendments to the Constitution of the Company ("Proposed Constitution Amendments")**

"THAT approval be and is hereby given to the Company to implement and give effect to the Proposed Constitution Amendments as set out in Appendix II of the Company's Circular to the Shareholders dated 29 April 2022.

AND THAT the Directors and the Company Secretary be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Constitution Amendments."

*(Special Resolution 1)*

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

29 April 2022

**NOTES:**

- The 8<sup>th</sup> Annual General Meeting ("**8<sup>th</sup> AGM**") 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 8<sup>th</sup> AGM ("**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 8<sup>th</sup> AGM to be at the main venue of the 8<sup>th</sup> AGM. **NO SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES/ATTORNEYS** from the public shall be physically present at the Broadcast Venue on the day of the 8<sup>th</sup> AGM. Shareholders who wish to participate, speak (in the form of real time submission of typed texts) and vote (collectively, "**participate**") remotely via DBF at the 8<sup>th</sup> AGM will have to register via the link at <https://vps.megaacorp.com.my/xzabRb>. Please refer to the Administrative Notes for the 8<sup>th</sup> AGM for further information. Only shareholders whose name appear on the Record of Depositors of the Company as at 15 June 2022 shall be entitled to participate at the 8<sup>th</sup> AGM or appoint proxy(ies) or corporate representative(s) to participate on their behalf.
- A shareholder of the Company who is entitled to participate at the 8<sup>th</sup> AGM, may appoint more than 1 proxy to participate on his/her behalf. A proxy may but need not be a shareholder.
- 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 8<sup>th</sup> AGM to the Board of Directors of the Company prior to the 8<sup>th</sup> AGM via email to [irsuncongroup@sunway.com.my](mailto:irsuncongroup@sunway.com.my) no later than 3.00 p.m. on 21 June 2022 or via email to [AGM-support.SunCon@megaacorp.com.my](mailto:AGM-support.SunCon@megaacorp.com.my) no later than 2.30 p.m. on 22 June 2022.
- 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.
- 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 8<sup>th</sup> AGM shall have the same rights as the shareholder to participate at the 8<sup>th</sup> AGM.
- If a shareholder has appointed a proxy to participate at the 8<sup>th</sup> AGM and subsequently, he/she decides to participate at the 8<sup>th</sup> AGM instead of the proxy, he/she has to revoke the appointment in writing/email which must reach us no later than 24 hours before the 8<sup>th</sup> AGM. The appointed proxy shall therefore be null and void.
- 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 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 holding the 8<sup>th</sup> AGM or any adjournment thereof, either by hand, post or electronic mail to [AGM-support.SunCon@megaacorp.com.my](mailto:AGM-support.SunCon@megaacorp.com.my).
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of 8<sup>th</sup> AGM will be put to vote on poll.

**EXPLANATORY NOTES:**

**Ordinary Business**

- To Receive the Audited Financial Statements for the financial year ended 31 December 2021 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.
- Ordinary Resolutions 1 and 2**  
Section 230(1) of the Act provides amongst others, that approval 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 the Non-Executive Directors ("**NEDs**"), in two (2) separate resolutions as follows:
  - Ordinary Resolution 1 – Directors' fees to the NEDs amounting to RM723,576.60 for the financial year ended 31 December 2021**  
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

The payment of the NED's fees in respect of the preceding financial year ended 31 December 2021 will only be made if the proposed Ordinary Resolution 1 has been passed at the 8<sup>th</sup> AGM.

- Ordinary Resolution 2 – Benefits payable to the NEDs for the period from 23 June 2022 until the conclusion of the next AGM of the Company to be held in 2023 ("Current Period")**  
The benefits payable to the NEDs of the Company comprises the following:
  - meeting allowance of RM500 per meeting for attending the Board or Board Committee Meetings; and
  - 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 Board Sustainability Committee of the Company.

The total amount of benefits payable to the NEDs is estimated to be up to RM200,000 for the Current Period taking into account the number of scheduled and special meetings for the Board and Board Committees as well as the number of NEDs involved in these meetings. This amount is the same as the approved amount at the 7<sup>th</sup> AGM which was up to RM200,000. The payment of the NEDs' benefits payable for the Current Period 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 Group.

NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions concerning remuneration to the NEDs at the 8<sup>th</sup> AGM.

**3. Ordinary Resolutions 3, 4, 5 and 6 – Re-election of Directors**

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.

Dato' Ir Goh Chye Koon and Dato' Dr Johari Bin Basri being eligible, have offered themselves for re-election at the 8<sup>th</sup> AGM.

Clause 89 of the Company's Constitution provides that any Director appointed shall hold office only until the next AGM and shall be eligible for re-election. Ms Cindy Tan Ler Chin and Mr Liew Kok Wing who were appointed on 15 September 2021 and 1 April 2022 respectively are standing for re-election as Directors and being eligible, have offered themselves for re-election at the 8<sup>th</sup> AGM.

The Nomination and Remuneration Committee ("**NRC**") has conducted an assessment on the Directors seeking re-election. The assessment criteria encompassed their time commitment, contribution to board discussions, character, integrity, competencies, experiences as well as their independence pursuant to the independence criteria as required under the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad. Based on the aforesaid assessment, the NRC was satisfied that the Directors seeking re-election had performed their roles and functions effectively and continues to be an effective and valuable member of the Board. The Board therefore endorsed the NRC's recommendation that these Directors be re-elected subject to the shareholders' approval at the 8<sup>th</sup> AGM.

Their profiles are enclosed in the Company's Integrated Report 2021 and on Company's website. These include their age, gender, tenure of service, directorships in other public companies and listed issuers, working experience and any conflict of interest as well as their shareholdings in the Company, if any.

All Directors standing for re-election had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board Meeting. They will continue to abstain from voting on their own eligibility at the 8<sup>th</sup> AGM.

**4. Ordinary Resolution 7 – Re-appointment of 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 2021, the Board had at its meeting on 29 March 2022 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 Malaysia Institute of Accountants.

The Board was also satisfied that the provisions of non-audit services by BDO to the Company for the financial year ended 31 December 2021 did not in any way impair their objectivity and independence as External Auditors of the Company.

**Special Business**

**5. Ordinary Resolution 8 - Authority to Issue Shares**

The Company is always on the lookout 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 under this general mandate. 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 7<sup>th</sup> AGM held on 25 August 2021.

**6. Ordinary Resolution 9 - Proposed Renewal of Existing 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 existing shareholders' mandate and proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature are set out in Part A of the Company's Circular to Shareholders dated 29 April 2022.

**7. Ordinary Resolution 10 - 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 Share Buy-Back Statement in Part B of the Company's Circular to Shareholders dated 29 April 2022.

**8. 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 Part C of the Company's Circular to Shareholders dated 29 April 2022.

**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 8<sup>th</sup> AGM and/or any adjournment thereof, a shareholder of the Company is hereby:-

- 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) of proxies and representatives appointed for the 8<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 8<sup>th</sup> AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
  - warrants that where the shareholder discloses the personal data of the shareholder's 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
  - agrees that the shareholder 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.
- For the purposes of this paragraph, "personal data" shall have the same meaning given in Section 4 of the Personal Data Protection Act 2010.