SUNWAY BERHAD
(Registration No. 201001037627 (921551-D))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting ("**EGM**") of Sunway Berhad ("**Sunway**" or "**Company**") will be held physically at Grand Forum, Level 10, Sunway Resort Hotel, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Friday, 6 November 2026 at 3:30 p.m. or at any adjournment thereof for purposes of considering, and if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO TEN PERCENT (10.0%) OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN SUNWAY ("SHARES" OR "SUNWAY SHARES") (EXCLUDING TREASURY SHARES) ("PROPOSED ESOS")

"**THAT** subject to the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board of Directors of Sunway ("**Board**") to establish, implement and administer an ESOS of up to ten percent (10.0%) of the total number of issued Shares (excluding treasury shares) at any point in time during the duration of the Proposed ESOS for the benefit of the eligible executive directors of the Company and eligible employees of the Company and its subsidiaries as defined in Section 4 of the Companies Act 2016, including subsidiaries of the Company as at the effective date of the Proposed ESOS and those subsequently incorporated or acquired at any time during the duration of the Proposed ESOS, but excluding dormant subsidiaries and any subsidiaries which have been divested in the manner provided in the by-laws governing the Proposed ESOS ("**By-Laws**") (collectively, "**Group**") who meet the eligibility criteria for participation in the Proposed ESOS ("**Eligible Persons**") in accordance with the By-Laws as may be amended, modified and/or varied from time to time as set out in Appendix I of the circular to shareholders dated 22 October 2026 in relation to, inter-alia, the Proposed ESOS ("**Circular**"), and the Board be and is hereby authorised to:

(i) establish, appoint and authorise a committee ("**Committee**") to administer the Proposed ESOS for the benefit of the Eligible Persons in accordance with the By-Laws. The Committee shall comprise such persons as may be appointed by the Board in accordance with the provisions of the By-Laws;

(ii) allot and issue from time to time such number of new Sunway Shares as may be required to be allotted and issued pursuant to the exercise of the options granted under the Proposed ESOS ("**ESOS Options**"), **PROVIDED THAT** the total number of new Sunway Shares to be issued under the Proposed ESOS shall not in aggregate exceed ten percent (10.0%) of the total number of issued Shares (excluding treasury shares) at any point in time during the duration of the Proposed ESOS **AND THAT** the new Sunway Shares to be allotted and issued pursuant to the exercise of any ESOS Options shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Sunway Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date is prior to the date of allotment and issuance of such new Sunway Shares;

(iii) do all things necessary and make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of the new Sunway Shares which may from time to time be allotted and issued arising from the exercise of the ESOS Options; and

(iv) add, modify, vary, delete and/or amend the By-Laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such additions, modifications, variations, deletions and/or amendments are effected in accordance with the provisions of the By-Laws relating to additions, modifications, variations, deletions and/or amendments.

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit, to impose such terms and conditions and/or delegate any part of its powers as may be necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit, necessary and/or expedient in the best interest of the Company.

AND THAT the By-Laws, as set out in Appendix I of the Circular, be and are hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN SRI DATO' SERI DR. JEFFREY CHEAH FOOK LING KBE AO

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board to authorise the Committee, at any time throughout the duration of the Proposed ESOS, to offer and grant to Tan Sri Dato' Seri Dr. Jeffrey Cheah Fook Ling KBE AO, being a major shareholder, Executive Chairman and Non-Independent Executive Director of the Company, ESOS Options to subscribe for up to 23,000,000 new Sunway Shares under the Proposed ESOS, provided always that:

(i) he must not participate in the deliberation and/or discussion of his own allocation as well as allocation(s) to person(s) connected with him;

(ii) not more than fifty percent (50.0%) of the Shares available under the Proposed ESOS are to be allocated to the eligible executive directors of Sunway and/or senior management of the Group;

(iii) not more than ten percent (10.0%) of the total number of new Sunway Shares to be issued under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20.0%) or more of the total number of issued Shares (excluding treasury shares); and

(iv) the allocation of ESOS Options to him shall be subject always to 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 ("**Listing Requirements**"), or any prevailing guidelines issued by Bursa Securities or any relevant authorities.

AND THAT the Board is also authorised to allot and issue up to 23,000,000 new Sunway Shares arising from the exercise of the ESOS Options that may be granted to him under the Proposed ESOS."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATIN PADUKA SARENA CHEAH YEAN TIH, *S.M.S.*

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board to authorise the Committee, at any time throughout the duration of the Proposed ESOS, to offer and grant to Datin Paduka Sarena Cheah Yean Tih, *S.M.S.*, being a major shareholder, Executive Deputy Chairman and Non-Independent Executive Director of the Company, ESOS Options to subscribe for up to 9,600,000 new Sunway Shares under the Proposed ESOS, provided always that:

(i) she must not participate in the deliberation and/or discussion of her own allocation as well as allocation(s) to person(s) connected with her;

(ii) not more than fifty percent (50.0%) of the Shares available under the Proposed ESOS are to be allocated to the eligible executive directors of Sunway and/or senior management of the Group;

(iii) not more than ten percent (10.0%) of the total number of new Sunway Shares to be issued under the Proposed ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds twenty percent (20.0%) or more of the total number of issued Shares (excluding treasury shares); and

(iv) the allocation of ESOS Options to her shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any relevant authorities.

AND THAT the Board is also authorised to allot and issue up to 9,600,000 new Sunway Shares arising from the exercise of the ESOS Options that may be granted to her under the Proposed ESOS."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK MOHD ANUAR BIN TAIB

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board to authorise the Committee, at any time throughout the duration of the Proposed ESOS, to offer and grant to Datuk Mohd Anuar bin Taib, being the President and Non-Independent Executive Director of the Company, ESOS Options to subscribe for up to 6,200,000 new Sunway Shares under the Proposed ESOS, provided always that:

(i) he must not participate in the deliberation and/or discussion of his own allocation as well as allocation(s) to person(s) connected with him;

(ii) not more than fifty percent (50.0%) of the Shares available under the Proposed ESOS are to be allocated to the eligible executive directors of Sunway and/or senior management of the Group;

(iii) not more than ten percent (10.0%) of the total number of new Sunway Shares to be issued under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20.0%) or more of the total number of issued Shares (excluding treasury shares); and

(iv) the allocation of ESOS Options to him shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any relevant authorities.

AND THAT the Board is also authorised to allot and issue up to 6,200,000 new Sunway Shares arising from the exercise of the ESOS Options that may be granted to him under the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO EVAN CHEAH YEAN SHIN

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board to authorise the Committee, at any time throughout the duration of the Proposed ESOS, to offer and grant to Evan Cheah Yean Shin, being a major shareholder and Deputy President of the Company and Alternate Director to Tan Sri Dato' Seri Dr. Jeffrey Cheah Fook Ling KBE AO, ESOS Options to subscribe for up to 6,200,000 new Sunway Shares under the Proposed ESOS, provided always that:

(i) he must not participate in the deliberation and/or discussion of his own allocation as well as allocation(s) to person(s) connected with him;

(ii) not more than fifty percent (50.0%) of the Shares available under the Proposed ESOS are to be allocated to the eligible executive directors of Sunway and/or senior management of the Group;

(iii) not more than ten percent (10.0%) of the total number of new Sunway Shares to be issued under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20.0%) or more of the total number of Shares (excluding treasury shares); and

(iv) the allocation of ESOS Options to him shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any relevant authorities.

AND THAT the Board is also authorised to allot and issue up to 6,200,000 new Sunway Shares arising from the exercise of the ESOS Options that may be granted to him under the Proposed ESOS."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO ADRIAN CHEAH YEAN SUN

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board to authorise the Committee, at any time throughout the duration of the Proposed ESOS, to offer and grant to Adrian Cheah Yean Sun, being a major shareholder of the Company and an employee of the Group, ESOS Options to subscribe for up to 300,000 new Sunway Shares under the Proposed ESOS, provided always that:

(i) he must not participate in the deliberation and/or discussion of his own allocation as well as allocation(s) to person(s) connected with him;

(ii) not more than fifty percent (50.0%) of the Shares available under the Proposed ESOS are to be allocated to the eligible executive directors of Sunway and/or senior management of the Group;

(iii) not more than ten percent (10.0%) of the total number of new Sunway Shares to be issued under the Proposed ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20.0%) or more of the total number of issued Shares (excluding treasury shares); and

(iv) the allocation of ESOS Options to him shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any relevant authorities.

AND THAT the Board is also authorised to allot and issue up to 300,000 new Sunway Shares arising from the exercise of the ESOS Options that may be granted to him under the Proposed ESOS."

By Order of the Board

TAN KIM AUN (SSM PC NO. 202008001249) (MAICSA 7002988)
CHIN LEE CHIN (SSM PC NO. 202008001355) (MAICSA 7012347)
Company Secretaries

Bandar Sunway
22 October 2026

Notes:

(1) The EGM will be held physically.
(2) A shareholder of the Company who is entitled to attend and vote at the EGM may appoint more than one proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder.
(3) Where a shareholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds in Sunway Shares standing to the credit of the said securities account.
*(4) Where a shareholder is an exempt authorised nominee which holds Sunway Shares for multiple beneficial owners in one 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.*
(5) Where a shareholder appoints more than one 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 attend and vote at the EGM shall have the same rights as the shareholder to speak at the EGM.
*(6) If a shareholder has appointed a proxy to attend a meeting and subsequently, the appointer decides to attend instead of the proxy, the appointer has to revoke the appointment of proxy in writing/email which must reach Boardroom Share Registrars Sdn Bhd ("**Boardroom**"), the poll administrator of the EGM, not later than 24 hours before the EGM. The appointed proxy shall therefore be null and void.*
(7) 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.
*(8) The instrument appointing a proxy must be deposited at the office of Boardroom at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time appointed for holding the EGM or at any adjournment thereof, either by hand, post or email to bsr.proxy@boardroomlimited.com. You also have the option to lodge the appointment of proxy electronically via "Boardroom Smart Investor Portal" at https://investor.boardroomlimited.com ("**e-Proxy Lodgement**") no later than Thursday, 5 November 2026 at 3:30 p.m. For further information on the e-Proxy Lodgement, please refer to the Administrative Details for the EGM.*
(9) Only shareholders whose names appear on the Record of Depositors as at 30 October 2026 will be entitled to attend the EGM or appoint a proxy to attend on his/her behalf.
(10) Please refer to the Administrative Details for the EGM for further information.