

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

**NOTICE OF 11<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 11<sup>th</sup> Annual General Meeting of SUNWAY CONSTRUCTION GROUP BERHAD [201401032422 (1108506-W)] (**Company**) will be held physically at Grand Congress, Level 12, Sunway Resort Hotel, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on **Friday, 30 May 2025 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 2024 together with the Directors' and Auditors' Reports thereon.  
*(Please refer to Explanatory Note No. 1)*
- To approve the following fees to Non-Executive Directors:
  - Payment of Directors' fees amounting to RM772,349.74 for the financial year ended 31 December 2024.
  - Proposed increase of the Board Committees' fees to RM106,653.01 and the payment of the said fees for the financial year ended 31 December 2024.
- To approve the payment of benefits payable to Non-Executive Directors of up to RM230,000 for the period from 31 May 2025 until the conclusion of the next Annual General Meeting of the Company to be held in 2026.
- To re-elect the following Directors:
  - Ms Tan Ler Chin who retires by rotation pursuant to Clause 106(1) of the Company's Constitution and being eligible, offers herself for re-election.
  - Mr Liew Kok Wing who retires by rotation pursuant to Clause 106(1) of the Company's Constitution and being eligible, offers himself for re-election.
  - Datuk Kwan Foh Kwai who retires pursuant to Clause 89 of the Company's Constitution and being eligible, offers himself for re-election.
  - Puan Norchahya Binti Ahmad who retires pursuant to Clause 89 of the Company's Constitution and being eligible, offers herself for re-election.Dato' Siow Kim Lun who retires by rotation pursuant to Clause 106(1) of the Company's Constitution, has expressed his intention not to seek for re-election. Hence, he will retain office until the close of the 11<sup>th</sup> Annual General Meeting.

*(Ordinary Resolution 1)*

*(Ordinary Resolution 2)*

*(Ordinary Resolution 3)*

*(Ordinary Resolution 4)*

*(Ordinary Resolution 5)*

*(Ordinary Resolution 6)*

*(Ordinary Resolution 7)*

- To re-appoint Messrs BDO PTL as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

*(Ordinary Resolution 8)*

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass with or without modification(s), 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 (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 Board of Directors (the Board or the Directors) be and is 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.

THAT pursuant to Section 85 of the Act, read together with Clause 49(1) of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company arising from the allotment and issuance of new shares pursuant to the exercise of authority granted pursuant to Sections 75 and 76 of the Act AND THAT the Board is exempted from the obligation to offer such new shares first to the existing shareholders of the Company, provided however that if following the passing of this resolution, this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect."

*(Ordinary Resolution 9)*

**7. ORDINARY RESOLUTION:**

**Proposed Renewal of Existing 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 30 April 2025 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.

AND 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 10)*

**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 (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 Listing Requirements of Bursa Securities;
- the maximum number to be allocated by the Company for the purpose of purchasing the SunCon Shares shall not exceed the Company's audited net 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 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 11)*

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

30 April 2025

**NOTES:**

- For the purpose of shareholders who shall be entitled to attend, speak and vote (collectively **participate**) at the 11<sup>th</sup> Annual General Meeting (AGM), the Company shall be requesting the Record of Depositors as of 23 May 2025. Only shareholders whose names appear in the Record of Depositors on 23 May 2025, shall be entitled to participate at the 11<sup>th</sup> AGM.
- A shareholder of the Company who is entitled to participate at the 11<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.
- 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 at the 11<sup>th</sup> AGM shall have the same rights as the shareholder to participate at the 11<sup>th</sup> AGM.
- If a shareholder has appointed a proxy to participate at the 11<sup>th</sup> AGM and subsequently, he / she decides to participate at the 11<sup>th</sup> AGM instead of the proxy, he / she has to revoke the appointment in writing / email which must reach Boardroom Share Registrars Sdn. Bhd. (Boardroom), the Poll Administrator of the Company's 11<sup>th</sup> AGM, not later than 24 hours before the 11<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 appointment of proxy may be submitted in a hardcopy form or by electronic means as specified below not less than 24 hours before the time appointed for the taking of the poll or no later than Thursday, 29 May 2025 at 3.00 p.m.:
  - In hardcopy form:**  
The proxy form shall be completed and deposited at the office of Boardroom at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
  - By electronic means**  
The proxy form shall be completed and lodged electronically with Boardroom via Boardroom Smart Investor Portal at <http://investor.boardroomlimited.com> (e-Proxy Lodgement). For further information on the e-Proxy Lodgement, please refer to the Administrative Notes for the 11<sup>th</sup> AGM. Alternatively, the proxy form can be emailed to Boardroom at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com).

**EXPLANATORY NOTES:**

**Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 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.

**2. Ordinary Resolutions 1 to 3**

Pursuant 230(1) of the Act provided amongst others, that fees of Directors and any benefits payable to the Directors and its subsidiaries shall be approved at a general meeting. Person thereto, shareholders' approval is sought for the payment of fees and benefits payable to the Non-Executive Directors (NEDs), in three (3) separate resolutions as follows:

- Ordinary Resolution 1 – Directors' fees to the NEDs amounting to RM772,349.74 for the financial year ended 31 December 2024**

The Company has adopted the following Directors' fees structure for the NEDs:

| Directors' Fee | Chairman (RM / annum) | Member (RM / annum) |
|----------------|-----------------------|---------------------|
| Board          | 180,000               | 100,000             |

There is no revision to the proposed Directors' fees.

- Ordinary Resolution 2 – Proposed increase of the Board Committees' fees to RM106,653.01 and the payment of the said fees for the financial year ended 31 December 2024**

The Board had upon the recommendation of the Nomination and Remuneration Committee (NRC) in August 2024, reviewed the remuneration of the Board Committees as the existing remuneration quantum is below the market median of the comparable public listed companies and is not reflective of the level of workload and responsibilities assumed by them. In view of that, it is recommended that the Board Committees' fees be revised as follows:

| Audit Committee (AC) | Existing (RM / annum) |        | Proposed (RM / annum) |        |
|----------------------|-----------------------|--------|-----------------------|--------|
|                      | Chairman              | Member | Chairman              | Member |
| Chairman             | 6,000                 | 10,000 | 6,000                 | 10,000 |
| Member               | 3,000                 | 5,000  | 3,000                 | 5,000  |

| Board Committees (Other than AC) | Proposed Fees (RM / annum) |        |
|----------------------------------|----------------------------|--------|
|                                  | Chairman / Chairperson     | Member |
| NRC                              | 10,000                     | 5,000  |
| Risk Management Committee        | 10,000                     | 5,000  |
| Sustainability Committee         | 10,000                     | 5,000  |

The recommendation for the proposed revised Board Committees' fees is to commensurate with their duties, responsibilities, commitment and contribution in accordance with the terms of reference of the respective Board Committee.

In addition, on 23 December 2024, the Board approved the establishment of the Employees' Share Option Scheme (ESOS) Committee to assist the Board in implementing and administering the ESOS, in accordance with the By-Laws of the ESOS. The Board has proposed that an annual fee of RM10,000 for the Chairman and RM5,000 for each member, applicable only to the NEDs.

- Ordinary Resolution 3 – Benefits payable to the NEDs for the period from 31 May 2025 until the conclusion of the next AGM of the Company to be held in 2026 (Current Period)**

The Board had upon the recommendation of the NRC in August 2024, reviewed the meeting allowance for the Board and Board Committees and had increased the meeting allowance from RM500 to RM1,000 per meeting for attending the Board or Board Committees Meetings.

The benefits payable to the NEDs of the Company currently comprises the meeting allowance of RM1,000 per meeting for attending the Board or Board Committees Meetings.

The total amount of benefits payable to the NEDs is estimated to be up to RM230,000 for the Current Period taking into account the number of scheduled and special meetings for the Board and Board Committees, the number of NEDs involved in these meetings including the provisional sum as a contingency for future appointment of NEDs on the Board Committees and the new establishment of the ESOS Committee. The payment of the NEDs' benefits payable for the Current Period will be paid as and when they are incurred.

The payment of the Directors' fees and Board Committees' fees for the financial year ended 31 December 2024 will be made upon the shareholders' approval for the proposed Ordinary Resolutions 1 and 2 and have been passed at the 11<sup>th</sup> Annual General Meeting (AGM). 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 11<sup>th</sup> AGM.

**3. Ordinary Resolutions 4 and 7 – 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 (3) years but shall be eligible for re-election.

Ms Tan Ler Chin and Mr Liew Kok Wing, who retire by rotation in accordance with Clause 106(1) of the Company's Constitution, being eligible, have offered themselves for re-election at the 11<sup>th</sup> AGM.

Dato' Siow Kim Lun who retires by rotation in accordance with Clause 106(1) of the Company's Constitution has expressed his intention not to seek for re-election at the 11<sup>th</sup> AGM as a Director of the Company. Hence, he will hold office as Director of the Company until the conclusion of the 11<sup>th</sup> AGM.

Clause 89 of the Company's Constitution provides that Directors appointed by the Board shall hold office only until the next AGM of the Company and shall be eligible for re-election. Datuk Kwan Foh Kwai and Puan Norchahya Binti Ahmad who were appointed on 10 October 2024 are standing for re-election as Directors and being eligible, have offered themselves for re-election at the 11<sup>th</sup> AGM. Both Datuk Kwan Foh Kwai and Puan Norchahya Binti Ahmad have completed the Mandatory Accreditation Programme in accordance with the Main Market Listing Requirements (Listing Requirements) of Bursa Malaysia Securities Berhad (Bursa Securities).

The NRC has assessed the performance and the contribution of the Directors who are subject to re-election at the 11<sup>th</sup> AGM (Retiring Directors) including their skills, experience, character, integrity, competency, commitment and contribution as well as the independence of the Independent Directors who are seeking for re-election to determine their eligibility to stand for re-election at the 11<sup>th</sup> AGM. The NRC has also considered the fitness and propriety of the Retiring Directors in accordance with the Company's Fit and Proper Policy.

Based on the findings of the Directors' Self & Peer Evaluation, Board and Board Committees Evaluations for financial year 2024 carried out by the Company Secretary, the performance and contribution of Ms Tan Ler Chin and Mr Liew Kok Wing were found to be satisfactory and they are competent and able to discharge their fiduciary duties as Directors of the Company.

The NRC is satisfied that the Retiring Directors meet the fit and proper criteria as set out in the Company's Fit and Proper Policy. The Retiring Directors do not have any conflict of interest or potential conflict of interest, including interest in any competing business with the Group.

Furthermore, the NRC asserts that the Independent Directors who are seeking for re-election remain uncompromised in their exercise of independent judgement and capacity to act in the Company's best interests when making decisions. The Board benefits from their seasoned experience, which have yielded valuable insights into the Company. The Independent Directors also consistently engage in effective and constructive challenges to Management, actively express their views and objectively participate in the deliberations and decision-making of the Board. The Independent Directors also have complied and satisfied the independence criteria required by the Listing Requirements of Bursa Securities.

Based on the above, the Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of the Retiring Directors at the 11<sup>th</sup> AGM.

The detailed profile of each Retiring Director is set out in the Profile of the Board of Directors on pages 138 to 143 of the Company's Integrated Annual Report 2024.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and / or Board Meetings. Any of the Retiring Director who is a shareholder of the Company will abstain from voting on the resolution in respect of his / her re-election at the 11<sup>th</sup> AGM.

**4. Ordinary Resolution 8 – Re-appointment of Messrs BDO PTL 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 2024 and at the recommendation of the Audit Committee, the Board had at its meeting on 28 March 2025 approved the re-appointment of Messrs BDO PTL (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 Malaysian 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 2024 did not in any way impair their objectivity and independence as External Auditors of the Company.

**Special Business**

**5. Ordinary Resolution 9 - 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 to avoid.

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. By voting in favour of Ordinary Resolution 9, the shareholders of the Company will agree to waive their statutory pre-emptive rights under Section 85 of the Act read together with Clause 49(1) of the Company's Constitution to allow the Directors to issue new shares which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares under this general mandate.

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 10<sup>th</sup> AGM held on 20 June 2024.

**6. Ordinary Resolution 10 - Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The details on the proposed renewal of existing 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 30 April 2025.

**7. Ordinary Resolution 11 - 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 30 April 2025.

**PERSONAL DATA PRIVACY**

By lodging a completed Proxy Form of the Company for appointing a proxy(ies) and / or representative(s) to participate at the 11<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 or service providers) of proxies and representatives appointed for the 11<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 11<sup>th</sup> AGM (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");
  - 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 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" and "processing" shall have the same meaning given in Section 4 of the Personal Data Protection Act 2010.