SUNSURIA

BUILDING TODAY CREATING TOMORROW

NOTICE OF 57TH ANNUAL GENERAL MEETING

SUNSURIA BERHAD
REGISTRATION NO. 196801000641 (8235-K)
(INCORPORATED IN MALAYSIA)

NOTICE IS HEREBY GIVEN THAT the 57th Annual General Meeting ("**AGM**") of Sunsuria Berhad ("**the Company**") will be held physically at CO-09-07, Colony Event Hall, Menara Sunsuria, Sunsuria Forum, Jalan Setia Dagang AL U13/AL, Setia Alam, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on **Tuesday, 31 March 2026 at 10.00 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 September 2025 together with the Directors' and Auditors' Reports thereon. ***(Please refer to Explanatory Note 1)***
2. To approve the payment of Directors' fees payable to the Non-Executive Directors up to an aggregate amount of RM369,000.00 for the period from 1 October 2025 until the conclusion of the next AGM to be held in 2027. **(Ordinary Resolution 1)**
3. To approve the payment of Directors' meeting allowances payable to the Non-Executive Directors for the period from 57th AGM until the conclusion of the next AGM to be held in 2027. **(Ordinary Resolution 2)**
4. To re-elect Ms Tan Pei Geok who retires pursuant to Clause 114 of the Company's Constitution and being eligible, has offered herself for re-election. **(Ordinary Resolution 3)**
5. To re-elect Datuk Haji Yasran bin Haji Hussain who retires pursuant to Clause 119 of the Company's Constitution and being eligible, has offered himself for re-election. **(Ordinary Resolution 4)**
6. To re-appoint Messrs Deloitte Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass 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 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 authorised and empowered pursuant to Sections 75 and 76 of the Act:

(a) to issue and allot new shares in the Company; and/or
(b) to grant rights to subscribe for shares in the Company; and/or
(c) to convert any security into shares in the Company; and/or
(d) to allot shares under an agreement or option or offer,

at any time and from time to 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 new shares issued pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (excluding treasury shares, if any) ("**10% General Mandate**").

THAT such approval of the 10% General Mandate shall continue to be in force until:

(a) the conclusion of the next AGM of the Company held after the approval was given;
(b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
(c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

THAT the Directors be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares on the Main Market of Bursa Securities.

THAT the Directors be further authorised to implement, finalise, complete and take all necessary steps and to do all acts, deeds and things as may be necessary or expedient (including executing such documents as may be required) in order to give full effect to the 10% General Mandate, with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

THAT pursuant to Section 85 of the Act, read together with Clause 20 of the Company's Constitution, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares, arising from any issuance of new shares pursuant to this general mandate AND THAT the Directors of the Company are exempted from the obligation to offer such new shares first to the existing shareholders of the Company in proportion to their respective shareholdings in 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 6)**

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 Act and Main Market Listing Requirements of Bursa Securities, 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 26 January 2026 ("**the Circular**"), subject further to the following:

(i) 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 arm's length basis and on normal commercial terms which are not to the detriment of the non-interested shareholders of the Company;

(ii) 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:

(a) 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
(b) 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
(c) this shareholders' mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier;

AND THAT the Directors of the Company and/or any one of them be and are/is 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." **(Ordinary Resolution 7)**

9. **PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES**

"THAT subject to compliance with the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, the Company be and is hereby authorised to purchase such number 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:

(a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
(b) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the latest audited retained profits of the Company.

THAT such authority shall commence upon the passing of this ordinary resolution and shall remain in force until:

(i) the conclusion of the next AGM of the Company at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell the treasury shares and/or to distribute them as share dividends and/or subsequently cancel them or such other manner as may be allowed under the Act and the Main Market Listing Requirements of Bursa Securities.

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 give full effect to the aforesaid with full power 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 8)**

10. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT subject to the passing of Ordinary Resolution 3, 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." **(Ordinary Resolution 9)**

11. To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

By Order of the Board
YEAP YEN YEN (MIA 37879/SSM PC No. 202408000519)
BEH SIEW SIEW (MAICSA 7066637/SSM PC No. 202008001904)
Company Secretaries
Petaling Jaya
26 January 2026

Notes:

1. A member of the Company who is entitled to attend, speak and vote at a general meeting of the Company, may appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, speak and vote at the same meeting on his/her behalf. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
2. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be presented by each proxy must be specified in the instrument appointing the proxies.
3. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
5. Where a member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
7. The appointment of proxy may be made in a hard copy form or by electronic means as specified below and must be received by the Company not less than forty-eight (48) hours before the time appointed for taking of the poll or at any adjournment thereof:
   - **In hard copy form**
     The original proxy form shall be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**"), at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, in the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
   - **By electronic form**
     The proxy form can be electronically lodged with the Company's Share Registrar via Vistra Share Registry and IPO (MY) portal ("**The Portal**") at *https://srmy.vistra.com*. Kindly refer to the Administrative Notes on the procedures for electronic submission of proxy form via The Portal.
8. If the proxy form is submitted without any instructions as to how the proxy shall vote, the proxy will vote in his/her discretion. If no name is stated in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
9. For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **24 March 2026** and only members whose names appear in the Record of Depositors shall be entitled to attend, speak and vote at this AGM.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of AGM shall be put to vote by way of poll.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES

1. **Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 September 2025**

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act requires the Audited Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.

2. **Ordinary Resolution 1 – Payment of Directors' fees**

Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting.

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors' fees to the Non-Executive Directors from 1 October 2025 until the next AGM based on the current board size. In the event the proposed Directors' fees are insufficient (due to enlarge Board size), approval will be sought at the next AGM to be held in 2027 for additional fees to meet the shortfall. The amounts remain unchanged from those approved at the 56th AGM.

3. **Ordinary Resolution 2 – Payment of Directors' meeting allowances**

The proposed Ordinary Resolution 2 is to facilitate the payment of Directors' meeting allowances from the 57th AGM until the next AGM. The meeting allowance is RM1,000.00 for a full-day meeting.

4. **Ordinary Resolution 3 – Re-election of retiring Director pursuant to Clause 114 of the Company's Constitution**

Pursuant to Clause 114 of the Company's Constitution, one-third or the number nearest to one-third of the Directors of the Company shall retire from office by rotation annually and subject to re-election at the AGM. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Ms Tan Pei Geok is standing for re-election as Director of the Company and being eligible, has offered herself for re-election at this AGM.

For the purpose of determining the eligibility of the Director to stand for re-election at this AGM and in line with the Main Market Listing Requirements of Bursa Securities and Practice 5.1 of the Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysia, the Nomination and Remuneration Committee ("**NRC**") has reviewed and assessed the retiring Director from the annual assessment and evaluation of the Board for the financial year 2025. The retiring Director has provided the fit and proper declaration in accordance with the Directors' Fit and Proper Policy. Accordingly, the NRC has recommended the re-election of the retiring Director based on the following considerations:

(a) demonstrated diligence and commitment, satisfactory performance and has met the Board's expectation in discharging her duties and responsibilities;
(b) met the fit and proper criteria with reference to the Directors' Fit and Proper Policy; and
(c) her ability to act in the best interest of the Company in decision-making.

The Board has endorsed the NRC's recommendation subject to the shareholders' approval at this AGM. The retiring Director had abstained from deliberation and decision on her eligibility to stand for re-election at the relevant NRC meeting, Board meeting and this 57th AGM of the Company. The profile of Ms Tan Pei Geok is set out in the Profiles of Board of Directors section of this Annual Report.

5. **Ordinary Resolution 4 – Re-election of retiring Director pursuant to Clause 119 of the Company's Constitution**

Pursuant to Clause 119 of the Company's Constitution, any Director who is newly appointed by the Board either to fill a casual vacancy or as an additional Director, shall hold office only until the next AGM and shall be eligible for re-election at the AGM of the Company.

Datuk Haji Yasran bin Haji Hussain who was appointed as Non-Independent Non-Executive Director of the Company on 11 June 2025, will be retiring under Clause 119 of the Company's Constitution. Datuk Haji Yasran bin Haji Hussain is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this AGM. The retiring Director had abstained from deliberation and decision on his eligibility to stand for re-election at the relevant NRC meeting, Board meeting and the 57th AGM of the Company.

The appointment of Datuk Haji Yasran bin Haji Hussain was duly considered by the NRC taking into account his background, qualification, experiences, competency, integrity and time commitment. Upon the recommendation of the NRC, the Board approved the said appointment. His profile is set out in the Profiles of Board of Directors section of this Annual Report.

6. **Ordinary Resolution 5 – Re-appointment of Auditors**

The Audit Committee ("**AC**") has undertaken an annual assessment of the suitability and independence of Messrs Deloitte Malaysia PLT ("**Deloitte**") as Auditors of the Company based on the criteria as prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities.

In its assessment, the AC considered several factors which include the following:

(a) Adequacy of experience and resources of Deloitte and the level of knowledge, capabilities and experience of the staff assigned to the audit;
(b) Ability to provide constructive observations, implications and recommendations in areas requiring improvements;
(c) Appropriateness of audit approach and the effectiveness of audit planning;
(d) Ability to perform audit work within agreed timeframe; and
(e) Independence and objectivity of Deloitte when interpreting standards/policies adopted by the Company.

The AC was satisfied with the suitability of Deloitte based on the quality of audit, performance, competency and sufficiency of resources that Deloitte provided to the Group. The AC was also satisfied in its review that the provision of non-audit services by Deloitte to the Company for the financial year 2025 did not in any way impair their objectivity and independence as the external auditors.

The Board has approved the AC's recommendation for the shareholders' approval to be sought at this AGM on the re-appointment of Deloitte as Auditors of the Company.

7. **Ordinary Resolution 6 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act**

The proposed Ordinary Resolution 6 is to empower the Directors to issue and allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company and/or allot shares under an agreement or option or offer, at any time at such price, upon such terms and conditions, for such purposes and to such person(s) as they consider would be in the interest of the Company, provided that the aggregate number of new shares issued, when aggregated with the total number of any such shares issued during the preceding 12 months, does not exceed 10% of the total number of issued shares of the Company for the time being.

The Board is of the view that the general mandate would be in the best interest of the Company and its shareholders as it would allow the Company to raise funds efficiently and expeditiously to meet its funding requirements, should the Company be required to do so. It will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding current and future investment(s), project(s), acquisition(s) and/or to finance day-to-day operational expenses, working capital, repayments of borrowings or debt settlement/repayment. The general mandate is sought to avoid any delay and cost involved in convening a general meeting merely to approve such issue of shares.

The authority for this general mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

Pursuant to Section 85 of the Act, read together with Clause 20 of the Company's Constitution, shareholders of the Company have pre-emptive rights to be offered new shares in the Company which rank equally to the existing issued shares of the Company. By voting in favour of this Resolution, shareholders of the Company agree to waive their pre-emptive rights and thus will allow the Directors to issue new shares to any person under this general mandate without having to offer the new shares to all existing shareholders of the Company prior to the issuance of the new shares.

8. **Ordinary Resolution 7 – Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions**

The proposed Ordinary Resolution 7, if passed, will provide the Company and/or its subsidiaries a mandate to enter into Recurrent Related Party Transactions in compliance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities. 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 26 January 2026 for further information.

9. **Ordinary Resolution 8 – Proposed Renewal of Authority for the Purchase by the Company of its Own Shares**

The proposed Ordinary Resolution 8, if passed, will renew the shareholders' mandate for the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company. The details on the proposed renewal of authority for the purchase by the Company of its own shares are set out in the Share Buy-back Statement dated 26 January 2026.

10. **Ordinary Resolution 9 – Proposed Retention of Ms Tan Pei Geok as an Independent Non-Executive Director**

The proposed Ordinary Resolution 9 is to seek the shareholders' approval to retain Ms Tan Pei Geok ("**Ms Tan**"), who has served on the Board for a cumulative term of more than 9 years, as Independent Non-Executive Director of the Company.

The Board has via the NRC, assessed the independence of Ms Tan and recommended her to continue to serve as an Independent Non-Executive Director based on the following justifications:

(i) Ms Tan fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Securities and thus, she would be able to function as a check and balance to the Board.
(ii) Ms Tan performed her duties diligently and in the best interest of the Company and brings an element of objectivity and independent judgement to the Board without being subject to influence of the Management.
(iii) Based on the Director's Peer Evaluation undertaken by the Board, Ms Tan has performed satisfactorily in fulfilling her duties and responsibilities, including among others, contribution to Board deliberations, regular and timely attendance of Board meetings and understanding of the roles and responsibilities of an Independent Director.
(iv) Ms Tan, who is Chairperson of the AC, has vast experience in the accounting and audit industry, which enabled her to provide constructive advice, expertise and independent judgement.
(v) Ms Tan's length of service with the Company enhanced her knowledge and developed valuable insights of the business operations of the Group, which enabled her to participate actively and contribute effectively during deliberations at Board and Board Committee meetings.

Pursuant to the Malaysian Code on Corporate Governance 2021, the Company will seek shareholders' approval through a two-tier voting process at the AGM for the retention of Ms Tan as an Independent Non-Executive Director of the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 order for 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 that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.