

UEM SUNRISE BERHAD (830144-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting (“AGM”) of UEM Sunrise Berhad (the “Company”) will be held at Banquet Hall, Menara Korporat, Persada PLUS, Persimpangan Bertingkat Subang, KM15, Lebuhraya Baru Lembah Klang, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 30 May 2019 at 10.00 a.m. for the purpose of transacting the following businesses:

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors, who retire by rotation in accordance with Article 93 of the Company's Constitution and, being eligible, have offered themselves for re-election:

(i) Mr. Subimal Sen Gupta (ii) Pn. Zaida Khalida Shaari (iii) YM Ungku Suseelawati Ungku Omar	Ordinary Resolution 1 Ordinary Resolution 2 Ordinary Resolution 3
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- To re-elect the following Directors, who retire in accordance with Article 100 of the Company's Constitution and, being eligible, have offered themselves for re-election:

(i) YBhg Dato' Noorazman Abd Aziz (ii) Ms. Christina Foo	Ordinary Resolution 4 Ordinary Resolution 5
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- To approve the Directors' fees and the payment thereof to the Directors for the period from 31 May 2019 until the next AGM of the Company, to be payable on a quarterly basis as follows:

Directors' Fees/Person	Non-Executive Chairman		Non-Executive Director/Member	
	Per Quarter (RM)	Per Annum (RM)	Per Quarter (RM)	Per Annum (RM)
Board	52,500	210,000	27,000	108,000
Audit Committee	12,500	50,000	7,500	30,000
Other Board Committees	6,250	25,000	3,750	15,000

Ordinary Resolution 6

- To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Directors based on the following table of benefits and remuneration for the period from 31 May 2019 until the next AGM of the Company:

Description	Directors' remuneration/benefits	
Allowance will be paid to Directors for the following: (i) Attending meetings with Government representatives or third parties such as consultants, bankers and advisors on behalf of the Company; or (ii) Visiting project and/or reference sites to advise management and/or the Company.	RM1,000 per day	
Meeting allowance for ad-hoc or temporary Board Committees established for specific purposes.	(i) Chairman of committee – RM2,000 per meeting (ii) Member of committee – RM1,000 per meeting	
Discount for purchase of property by Directors, which is the same policy applied for employees.	(i) Up to 10% discount will be given once in 5 years for residential property; and (ii) For subsequent purchase of residential property within 5 years' period or any non-residential property purchase, up to 3% discount will be given.	
Benefits for Chairman: • Car allowance • Car maintenance, fuel and other claimable benefits • Home Guard security services • Provision of driver	RM3,400 per month Up to RM36,300 per annum RM6,300 per month	

Ordinary Resolution 7

- To appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration.

Ordinary Resolution 8

Special Business

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

- PROPOSED AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”)**

“**THAT** pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued 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 for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

Ordinary Resolution 9

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“**THAT** pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the shareholders' mandate for the Company and/or its subsidiaries (“UEM Sunrise Group”) to enter into recurrent related party transactions of a revenue or trading nature (“Proposed Renewal of Shareholders' Mandate”), which are necessary for the day-to-day operations of UEM Sunrise Group to be entered into by UEM Sunrise Group provided such transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, particulars of which are set out in Items 1A and 1B of the Circular to Shareholders of the Company dated 30 April 2019 **AND THAT** such approval conferred by the shareholders' mandate shall continue to be in force until:-

- the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at that meeting whereby the authority is renewed;
- 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 shall 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 a general meeting,

whichever is the earlier,

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorised to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Constitution of the Company, as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate.”

Ordinary Resolution 10

- To transact any other business for which due notice shall have been given.

NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Eleventh AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with the provisions under Article 65 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors (“ROD”) as at 23 May 2019. Only a depositor whose name appears on the ROD as at 23 May 2019 shall be entitled to attend this Eleventh AGM or appoint a proxy(ies) to attend, speak and vote on his/her behalf.

By Order of the Board

LIEW IRENE (MAICSA 7022609)
WONG LEE LOO (MAICSA 7001219)
 Company Secretaries

Kuala Lumpur
 30 April 2019

NOTES:

1. PROXY

- Every member including authorised nominees as defined under the Securities Industry (Central Depositories) Act, 1991 (“Central Depositories Act”) and authorised nominees defined under the Central Depositories Act which are exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act (“Exempt Authorised Nominees”) which hold ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote instead of him/her at the AGM and that such proxy need not be a member.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- The instrument appointing a proxy (“Form of Proxy”) shall be in writing under the hand of the member or his/her attorney duly authorised in writing or, if the member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or in the case of a sole director, by that director in the presence of a witness who attests the signature or of its attorney duly authorised in writing.
- The Form of Proxy duly completed must be deposited at the Share Registrar's office, Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 24 hours before the time of holding the AGM.
- If the Form of Proxy is returned without any instruction as to how the proxy shall vote, the proxy will vote in his/her discretion. Any alteration to the Form of Proxy must be initialled. If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice are to be voted on a poll.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

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

3. RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board had conducted an annual assessment of independence of the Independent Non-Executive Directors (save for the new Independent Director appointed on 23 November 2018). Based on the criteria for an independent director as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other independence criteria applied by the Company, the Board (save for the interested Independent Directors who abstained on their own assessment) is of the opinion that the Independent Directors consistently provided independent and objective judgement in all Board and Board Committee deliberations and is satisfied with their level of independence.

4. DIRECTORS' FEES AND BENEFITS PAYABLE TO THE NON-EXECUTIVE CHAIRMAN AND NON-EXECUTIVE DIRECTORS

- Pursuant to Section 230(1) of the Act, the shareholders' approval shall be sought for the Directors' fees and benefits in the following resolutions:
 - Ordinary Resolution 6** on payment of Directors' fees to the Directors for the period from 31 May 2019 until the next AGM of the Company on a quarterly basis; and
 - Ordinary Resolution 7** on payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Directors for the period from 31 May 2019 until the next AGM of the Company.
- The Directors' fees remain unchanged as per the fees approved at the last AGM held on 31 May 2018 and has remained the same since the financial year 2012.
- The benefits for the Non-Executive Chairman, which remain unchanged as per the approval obtained at the last AGM held on 31 May 2018, are given in recognition of the significant role in leadership and oversight including the wide-ranging scope of responsibilities expected of him. It is a unique feature of the Company aimed to attract and retain leadership for the Board.

5. EXPLANATORY NOTES ON SPECIAL BUSINESS

5.1 Ordinary Resolution 9 on the Proposed Authority to Allot Shares Pursuant to Sections 75 and 76 of the Act

- The proposed resolution is a renewal mandate and if passed, will enable the Directors of the Company to issue up to a maximum of 10% of the total number of issued shares of the Company.
- As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at the last AGM held on 31 May 2018 and that mandate will lapse at the conclusion of the Eleventh AGM to be held on 30 May 2019.
- The renewal of the mandate is for such purposes as the Directors consider would be in the best interest of the Company, such as issuance of new shares as consideration for investments and/or acquisitions or issuance of new shares to raise fund for investment and/or working capital, and to avoid delay and cost in convening a general meeting to seek approval for such issuance of shares.
- This authority unless revoked or varied by the Company at a general meeting will expire at the next AGM.

5.2 Ordinary Resolution 10 on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

- The proposed Ordinary Resolution 10, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the UEM Sunrise Group's day-to-day operations (“Recurrent Related Party Transactions”), subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.
- Further information on the Recurrent Related Party Transactions are set out in the Circular to Shareholders of the Company dated 30 April 2019 which is announced and released together with the Company's Annual Report 2018.

6. PERSONAL DATA PRIVACY

By submitting a Form of Proxy or an instrument appointing a 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.