

UEM SUNRISE BERHAD 200801028815 (830144-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting (13th AGM) of UEM Sunrise Berhad (the Company) will be conducted virtually for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice.

- Meeting day and date : Monday, 21 June 2021
- Time : 10.00 a.m.
- Broadcast venue : Black Box MAP, Level G2-01, Block A5, Publika, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur
- Meeting platform : <https://web.lumiagm.com/>
- Mode of communication : i. Shareholders may submit questions to the Board of Directors in advance prior to the 13th AGM by email to the Company's Investor Relations at ir@uemsunrise.com in relation to the agenda items for the 13th AGM no later than 10.00 a.m. on Wednesday, 16 June 2021
- ii. Pose questions via real time submission of typed texts at <https://web.lumiagm.com/> during live streaming of the 13th AGM

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
- 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) Mr Chari T.V. Thirumala

Ordinary Resolution 1

(ii) Mr Poh Ying Loo

Ordinary Resolution 2

YBhg Tan Sri Dr Azmil Khalili Dato' Khalid, YM Ungku Suseelawati Ungku Omar and YBhg Datin Teh Ija Mohd Jalil retire by rotation as Directors in accordance with Article 93 of the Company's Constitution at the conclusion of this 13th AGM.

- To approve the Directors' fees and the payment thereof to the Directors for the period from the 13th AGM 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 3

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4. 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 the 13th AGM until the next AGM of the Company:

Description	Directors' remuneration/benefits
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: <ul style="list-style-type: none"> • Car allowance • Car maintenance, fuel and other claimable benefits 	RM3,400 per month Up to RM32,100 per annum

Ordinary Resolution 4

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

Ordinary Resolution 5

6. 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 13th 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 16 June 2021. Only a depositor whose name appears on the ROD as at 16 June 2021 shall be entitled to attend this 13th AGM or appoint a proxy(ies) to attend, speak and vote on his/her behalf.

By Order of the Board

LIEW IRENE (SSM PC No. 201908001893) (MAICSA 7022609)
WONG LEE LOO (SSM PC No. 201908001993) (MAICSA 7001219)
 Company Secretaries

Kuala Lumpur
 21 May 2021

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NOTES:

1. REMOTE PARTICIPATION AND ELECTRONIC VOTING, PROXY AND/OR CORPORATE REPRESENTATIVES

- 1.1 In view of the ongoing Movement Control Order as part of the Government's measures to curb the spread of the Coronavirus Disease (COVID-19), the Company's 13th AGM will be conducted **fully virtual** and entirely via remote participation and electronic voting facilities.
- 1.2 The main and only venue for the 13th AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 (the Act) and Article 70 of the Constitution of the Company that require the Chairman of the meeting to be present at the main venue of the meeting. **No shareholders/proxies/corporate representatives should be physically present** nor admitted at the broadcast venue on the day of the 13th AGM.
- 1.3 As the 13th AGM will be conducted as a fully virtual meeting, a member who is not able to participate in the AGM is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the instrument appointing a proxy.
- 1.4 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.
- 1.5 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.
- 1.6 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.
- 1.7 The Form of Proxy duly completed must be deposited at the Share Registrar's office, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time of holding the AGM. Alternatively, the Form of Proxy may also be deposited electronically through the Share Registrar's website, Boardroom Smart Investor Portal at www.boardroomlimited.my not less than forty-eight (48) hours before the time of holding the AGM.
- 1.8 If the Form of Proxy is submitted 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.
- 1.9 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 2020

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.

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

- 3.1 Pursuant to Section 230(1) of the Act, the shareholders' approval shall be sought for the Directors' fees and benefits in the following resolutions:
- (a) **Ordinary Resolution 3** on payment of Directors' fees to the Directors for the period from the 13th AGM until the next AGM of the Company on a quarterly basis; and
 - (b) **Ordinary Resolution 4** on payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Directors for the period from the 13th AGM until the next AGM of the Company.
- 3.2 The Directors' fees remain unchanged as per the fees approved at the last AGM held on 9 July 2020 and has remained the same since the financial year 2012.
- 3.3 The Directors' benefits remained unchanged as per the benefits approved at the last AGM held on 9 July 2020, save for the removal of the allowance of RM1,000 per day as approved at the last AGM in respect of meeting attendance with Government representatives or third parties such as consultants, bankers and advisors and for visiting project and/or reference sites, as reviewed and agreed by the Nominations & Remuneration Committee and Board of the Company while being mindful of cost during the present time.
- 3.4 The benefits for the Non-Executive Chairman 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.

4. 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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (AGM)

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Details of persons who are standing for re-election as Directors at the 13th AGM

The details of the Directors who are standing for re-election at the 13th AGM are provided in the Board of Directors' Profile from pages 72 to 81 in the Annual Report 2020.

No individual is seeking election as a Director at the 13th AGM.