

Notice of Annual General Meeting



UEM Sunrise Berhad

Registration No. 200801028815 (830144-W)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting (17th AGM) of UEM Sunrise Berhad (the Company) will be held at Persada PLUS Banquet Hall, Menara Korporat, Persada PLUS, Persimpangan Bertingkat Subang, KM15, Lebuhraya Baru Lembah Klang, 47301 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 11 June 2025 at 10.00 a.m. for the following business:

Agenda

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.

2. To re-elect Datin Sri Badrunnisa Mohd Yasin Khan, who retires in accordance with Article 93 of the Company's Constitution and, being eligible, has offered herself for re-election.

Ordinary Resolution 1

Pn Zaida Khalida Shaari retires by rotation as Director in accordance with Article 93 of the Company's Constitution at the conclusion of this 17th AGM.

3. To re-elect Datuk Amran Hafiz Affifudin, who retires in accordance with Article 100 of the Company's Constitution and, being eligible, has offered himself for re-election.

Ordinary Resolution 2

4. To approve the Directors' fees and the payment thereof to the Directors for the period from 12 June 2025 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	60,000	240,000	37,500	150,000
Audit Committee	12,500	50,000	7,500	30,000
Other Board Committees	9,000	36,000	6,000	24,000

Ordinary Resolution 3

5. 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 12 June 2025 until the next AGM of the Company:

Notice of Annual General Meeting

Description	Directors' remuneration/benefits
Offsite allowance will be paid to Directors for the following:	RM1,000 per day
(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.	
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:	
(i) Car allowance	(i) RM3,400 per month
(ii) Car maintenance, fuel and other claimable benefits	(ii) Up to RM32,100 per annum

Ordinary Resolution 4

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

Ordinary Resolution 5

7. 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 17th 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 5 June 2025. Only a depositor whose name appears on the ROD as at 5 June 2025 shall be entitled to attend this 17th AGM or appoint a proxy(ies) to attend, participate, 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
 30 April 2025

Notice of Annual General Meeting

NOTES:

1. SUBMISSION OF QUESTIONS AND PROXY

- 1.1 Shareholders may submit questions to the Board of Directors in advance prior to the 17th AGM via the Share Registrars' website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or email to the Company's Investor Relations at ir@uemsunrise.com in relation to the agenda items for the 17th AGM no later than 10.00 a.m. on Tuesday, 3 June 2025.
- 1.2 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.
- 1.3 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.
- 1.4 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.
- 1.5 The Form of Proxy duly completed must be deposited at the Share Registrars' office, Boardroom Share Registrars Sdn. Bhd. at 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. The proxy appointment may also be lodged electronically through the Share Registrars' website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time of holding the AGM.
- 1.6 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.
- 1.7 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 2024

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. ORDINARY RESOLUTIONS 1 AND 2 – RE-ELECTION OF DIRECTORS

- 3.1 The Nominations & Remuneration Committee (NRC) has considered the performance, contribution and competencies of each of the retiring Directors and has also assessed the retiring Directors against the Company's fit and proper criteria as well as independence of the Independent Non-Executive Director (INED) seeking re-election.
- 3.2 Based on the results of the Board Effectiveness Assessment (BEA) conducted for the financial year ended 31 December 2024, the performance, contribution and competencies of each of the retiring Directors were found to be satisfactory.
- 3.3 The retiring Directors also provided the fit and proper declarations in the prescribed form in accordance with the Fit and Proper Policy of the Company. Based on the assessment and evaluation carried out by NRC, the retiring Directors satisfied the Company's fit and proper criteria with regard to:
 - (a) Probity, reputation, personal and financial integrity
 - (b) Experience and competency
 - (c) Time and commitment
- 3.4 The retiring INED has also fulfilled the independence criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other independence criteria applied by the Company.
- 3.5 The Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of the retiring Directors and the Board's statements of support are set out in the Statement Accompanying Notice of AGM. The retiring Directors had abstained from deliberations and decisions on their re-election at the NRC and Board meetings.
- 3.6 The details and profiles of the Directors who are standing for re-election at the 17th AGM are provided in the Board of Directors' Profile section in the Company's Integrated Annual Report 2024.

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

- 4.1 Pursuant to Section 230(1) of the Act, the shareholders' approval shall be sought for the Directors' fees and benefits in the following resolutions:

Notice of Annual General Meeting

- (a) **Ordinary Resolution 3** on payment of Directors' fees to the Directors for the period from 12 June 2025 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 12 June 2025 until the next AGM of the Company.

- 4.2 The Company's Remuneration Policy for Directors and Senior Management sets out the procedures in determining the remuneration for the Directors. It provides that the NRC shall periodically review the remuneration framework of the Directors. NRC has in 2024 conducted a review on the Directors' fees and assessed based on an internal benchmarking of the Directors' fees against a comparison pool of companies within the real estate industry.
- 4.3 The Directors' fees and benefits remained unchanged as per the fees and benefits approved at the last AGM held on 6 June 2024.
- 4.4 The benefits for the Non-Executive Chairman serve as a unique feature of the Company to attract and retain leadership for the Board and are given in recognition of the significant role in leadership and oversight including the wide-ranging scope of responsibilities expected of the position.
- 4.5 UEM Group Berhad waived all fees and allowances for services to be rendered by Datuk Hisham Hamdan and Mr Reagan Chan Chung Cheng as Non-Executive Chairman and Non-Executive Director of the Company, respectively, since their date of appointment to the Board on 1 July 2023, in accordance with Khazanah Nasional Berhad's internal policy.

5. ORDINARY RESOLUTION 5 – APPOINTMENT OF AUDITORS AND AUDIT FEES

- 5.1 The Audit Committee had, at its meeting held on 20 March 2025, conducted an annual assessment of the suitability and independence of the external auditors, Messrs Ernst & Young PLT.
- 5.2 In its assessment, the Audit Committee considered several factors which include the following:
 - (a) Adequacy of experience and resources provided to the Group by the external auditors and the level of knowledge, capabilities and experience of the professional staff assigned to the audit;
 - (b) Quality of performance and level of engagement with the Audit Committee and the Group based on feedback obtained via assessment questionnaires from the Company's personnel who had substantial contact with the external audit team throughout the year;

- (c) Ability to provide constructive observations, implications and recommendations in areas requiring improvements;
- (d) Appropriateness of audit approach and the effectiveness of audit planning;
- (e) Ability to perform audit work within agreed timeframe; and
- (f) Independence and objectivity of the external auditors when interpreting standards/policies adopted by the Company and the level of non-audit services rendered by the external auditors.

- 5.3 Being satisfied with the performance, technical competency, audit approach as well as audit independence of Messrs Ernst & Young PLT, the Audit Committee has recommended the appointment of Messrs Ernst & Young PLT as external auditors of the Company for the financial year ending 31 December 2025.
- 5.4 The Board had, at its meeting held on 24 March 2025, endorsed the Audit Committee's recommendation for the shareholders' approval to be sought at the 17th AGM on the appointment of Messrs Ernst & Young PLT as external auditors of the Company for the financial year ending 31 December 2025 in accordance with Section 340(1)(c) of the Act.
- 5.5 The Board is also seeking shareholders' approval to authorise the Directors to fix the remuneration of the external auditors for the financial year ending 31 December 2025 in accordance with Section 274(1)(a) of the Act.

6. PERSONAL DATA PRIVACY

By submitting a Form of Proxy or an instrument appointing a representative(s) to attend, participate, 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.