

Notice of Annual General Meeting



UEM Sunrise Berhad

Registration No. 200801028815 (830144-W)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting (“18th AGM”) of UEM Sunrise Berhad (the “Company”) will be held at the Ballroom, The Space, Level 2, Menara KEN TTDI, No. 37, Jalan Burhanuddin Helmi, Taman Tun Dr. Ismail, 60000 Kuala Lumpur on Thursday, 11 June 2026 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 2025 together with the Reports of the Directors and Auditors thereon.

2. To re-elect the following Directors, who retire in accordance with Article 93 of the Company’s Constitution and, being eligible, have offered themselves for re-election:

- (i) YBhg Datuk Hisham Hamdan
- (ii) Mr Chari TVT

Ordinary Resolution 1
Ordinary Resolution 2

3. 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) En Shaharul Farez Hassan
- (ii) Mr Eric Chan Kok Leong
- (iii) Ms Grace Yap Mei Wan

Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5

4. To approve the Directors’ fees and the payment thereof to the Directors for the period from 12 June 2026 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 6

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 2026 until the next AGM of the Company:

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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 7

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

Ordinary Resolution 8

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 18th 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 2026. Only a depositor whose name appears on the ROD as at 5 June 2026 shall be entitled to attend this 18th 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)
LIM POH CHUN (SSM PC No. 201908001892) (MAICSA 7063323)
 Company Secretaries

Kuala Lumpur
 30 April 2026

NOTES:

1. PROXY

- 1.1 Shareholders may submit questions to the Board of Directors in advance prior to the 18th 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 18th AGM no later than 10.00 a.m. on Wednesday, 3 June 2026.
- 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 2025

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 (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, 2, 3, 4 AND 5 – 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 & Directors Effectiveness Evaluation ("BDEE") conducted for the financial year ended 31 December 2025 by an independent consultant, 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 18th AGM are provided in the Board of Directors' Profile section in the Company's Integrated Annual Report 2025.

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:

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- (a) **Ordinary Resolution 6** on payment of Directors' fees to the Directors for the period from 12 June 2026 until the next AGM of the Company on a quarterly basis; and
- (b) **Ordinary Resolution 7** on payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Directors for the period from 12 June 2026 until the next AGM of the Company.
- (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.

- 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.
- 4.3 The Directors' fees and benefits remained unchanged as per the fees and benefits approved at the last AGM held on 11 June 2025.
- 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 8 – APPOINTMENT OF AUDITORS AND AUDIT FEES

- 5.1 The Audit Committee had, at its meeting held on 17 March 2026, 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;

- 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 2026.
- 5.4 The Board had, at its meeting held on 30 March 2026, endorsed the Audit Committee's recommendation for the shareholders' approval to be sought at the 18th AGM on the appointment of Messrs Ernst & Young PLT as external auditors of the Company for the financial year ending 31 December 2026 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 2026 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.

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)

The details of the Directors who are standing for re-election at the 18th AGM are provided in the Board of Directors' Profile section in the Integrated Annual Report 2025.

Based on the Nominations & Remuneration Committee's review, the Board found that the performance, contribution and competencies of the following retiring directors in the discharge of their duties assessed during the Board & Directors Effectiveness Evaluation ("BDEE") for the financial year 2025, as well as from the assessment of new appointment and their fit and proper criteria, were satisfactory, salient details as below:

1. Datuk Hisham Hamdan

He has contributed effectively to the Board's deliberation. He has demonstrated strong leadership, diligence and commitment in his role as Board Chairman. He brings extensive expertise and experience in investments with profit and loss responsibility, corporate finance, strategy and business development, as well as investment banking to the Board. He has served on the Board for 2 years 8½ months as at 24 March 2026 since the date of his appointment as Non-Independent Non-Executive Chairman on 1 July 2023.

2. Chari TVT

He has contributed effectively to the Board's deliberations. He has demonstrated strong commercial and technology savviness, astute financial and cost management, as well as diligence and commitment, particularly in his role as Chairman of the Board Governance & Risk Committee and as a member of the Audit Committee. He brings extensive experience to the Board in corporate finance and digital and technological matters, drawing from his past experience in the telecommunications industry. He has served on the Board for 5 years 4½ months as at 24 March 2026 since the date of his appointment as Independent Non-Executive Director on 5 November 2020.

3. Shaharul Farez Hassan

He has contributed effectively to the Board's deliberations. He has demonstrated extensive experience in corporate leadership, financial management, strategic planning and operations management across multiple sectors, including real estate, hospitality, automotive and infrastructure. He has served on the Board for 4 months as at 24 March 2026 since the date of his appointment as MD/CEO on 17 November 2025.

4. Eric Chan Kok Leong

He has contributed effectively to the Board's deliberations. He has demonstrated extensive experience in property development, corporate finance and investment banking. He provides valuable perspectives on strategic matters and has played an active role in driving strategic collaborations, particularly as Chairman of the Board Tender Committee and a member of the Audit Committee and Board Development Committee. He has served on the Board for 7 months as at 24 March 2026 since the date of his appointment as Independent Non-Executive Director on 21 August 2025.

5. Grace Yap Mei Wan

She has contributed effectively to the Board's deliberations. She has extensive experience spanning corporate and commercial law, real estate, capital markets, mergers and acquisitions, corporate governance, compliance and risk management. She provides valuable legal and governance perspectives and demonstrates sound judgement, particularly as a member of the Board Tender Committee and Board Governance & Risk Committee. She has served on the Board for 4½ months as at 24 March 2026 since the date of her appointment as Independent Non-Executive Director on 3 November 2025.

The retiring Directors have abstained themselves from deliberation and decision by the Board on their respective re-election. The Board upon due deliberation, resolved to support and approve the proposed re-election of Datuk Hisham Hamdan, Mr Chari TVT, En Shaharul Farez Hassan, Mr Eric Chan Kok Leong and Ms Grace Yap Mei Wan to be tabled at the 18th AGM of the Company, as recommended by the Nominations & Remuneration Committee.

No individual is standing for election as a Director at the 18th AGM.