

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

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SUNWAY CONSTRUCTION

SUNWAY CONSTRUCTION GROUP BERHAD

Registration No. 201401032422 (1108506-W)
(Incorporated in Malaysia)

Part A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Part B

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

AND

EXTRACT OF THE NOTICE OF 11TH ANNUAL GENERAL MEETING

The resolutions in respect of the above proposals will be tabled at the 11th Annual General Meeting (“AGM”) of the Company, which will be held at **Grand Congress, Level 12, Sunway Resort Hotel, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia** on **Friday, 30 May 2025 at 3.00 p.m.** or any adjournment thereof. The Notice of the 11th AGM, Proxy Form, Administrative Notes, Integrated Annual Report 2024 and this Circular are available on the Company’s website at www.sunwayconstruction.com.my/investor-relations/ under ‘AGM’ section.

If you are unable to attend and vote at the 11th AGM of the Company, you may appoint a proxy or proxies to attend, speak and vote on your behalf. If you wish to do so, the Proxy Form must be completed and deposited at the office of the Poll Administrator for the 11th AGM, Boardroom Share Registrars Sdn Bhd located at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than twenty-four (24) hours before the time appointed for the taking of the poll, either by hand, post or email to bsr.helpdesk@boardroomlimited.com. You also have the option to lodge electronically via “Boardroom Smart Investor Portal” at <https://investor.boardroomlimited.com> (“**e-Proxy Lodgement**”). For further information on the e-Proxy Lodgement, please refer to the Administrative Notes for the 11th AGM. The lodging of the Proxy Form shall not preclude you from attending, speaking and voting at the 11th AGM of the Company should you subsequently wish to do so.

Last day and time for lodging the Proxy Form	: Thursday, 29 May 2025 at 3.00 p.m.
Date and time of the 11 th AGM	: Friday, 30 May 2025 at 3.00 p.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Malaysian Companies Act 2016 as amended from time to time and any re-enactment thereof
“Adrian Cheah”	: Adrian Cheah Yean Sun
“AGM”	: Annual General Meeting
“Board”	: The Board of Directors of SunCon
“Boardroom”	: Boardroom Share Registrars Sdn Bhd [Registration No.: 199601006647 (378993-D)], the Poll Administrator of the 11 th AGM of the Company
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No.: 200301033577 (635998-W)]
“By-Laws”	: The rules, terms and conditions governing the ESOS and shall include any amendments or variations made thereto from time to time
“Code”	: Malaysian Code on Take-Overs and Mergers 2016 and any amendment thereof
“CMSA”	: Capital Markets and Services Act 2007 as amended from time to time and any re-enactment thereof
“Datin Paduka Sarena Cheah”	: Datin Paduka Sarena Cheah Yean Tih <i>S.M.S.</i>
“Dato’ Siow Kim Lun”	: Dato’ Siow Kim Lun @ Siow Kim Lin
“Director”	: Shall have the meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of the Company, its subsidiary or holding company
“Dr Sarinder Kumari”	: Dr Sarinder Kumari A/P Oam Parkash
“EPS”	: Earnings Per Share
“ESOS”	: Employees’ Share Option Scheme
“Eligible Person(s)”	: Executive directors and employees of the Group (excluding dormant subsidiaries), who meet the criteria of eligibility for participation in the ESOS as set out in the By-Laws
“Evan Cheah”	: Evan Cheah Yean Shin
“Gopeng Berhad Group”	: Gopeng Berhad [Registration No.: 198301014072 (109465-X)], its subsidiaries and associated companies
“GDMD”	: Group Deputy Managing Director of Sunway Construction Sdn Bhd

“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
“LPD”	: 31 March 2025, being the latest practicable date prior to the issuance of this Circular
“Major Shareholder”	: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of such shares, is – (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company For the purpose of the Proposed Shareholders’ Mandate, it includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act
“Mandated Related Parties”	: Sunway Group, Sunway REIT, Sunway Technology Group, Gopeng Berhad Group, Pekat Group and Sunway Pekat Solar as well as Directors and Major Shareholders of SunCon and its subsidiaries and Persons Connected with them
“NA”	: Net Assets
“Person Connected”	: Shall have the meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements
“Proposed Shareholders’ Mandate” or “Proposal”	: Proposed renewal of existing shareholders’ mandate for RRPT to be entered into by SunCon Group from the date of the forthcoming AGM until the next AGM as set out in Part A, paragraph 2D of this Circular
“Proposed Renewal of Share Buy-Back Authority”	: Proposed renewal of authority for the Company to purchase its own shares of up to 10% of the total number of Shares
“Puan Sri Susan Cheah”	: Puan Sri Datin Seri Dr Susan Cheah Seok Cheng
“Pekat Group”	: Pekat Group Berhad [Registration No.: 201901011563 (1320891-U)], its subsidiaries, unincorporated joint ventures, unincorporated consortiums and associated companies
“Pekat Teknologi”	: Pekat Teknologi Sdn Bhd [Registration No. 199901015679 (490579-A)]
“Related Party”	: Director, Major Shareholder or Person Connected with such Director or Major Shareholder

“Related Party Transaction”	: A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party
“RRPT”	: Related party transactions which are recurrent, of a revenue or trading nature and which are necessary for SunCon Group’s day-to-day operations and are in the ordinary course of business
“Share(s)” or “SunCon Share(s)”	: Ordinary share(s) in the Company
“Share Option(s)”	: The right of Eligible Person(s) which may be conditional or unconditional to subscribe for new Share(s) pursuant to ESOS
“Substantial Shareholder”	: Shall have the meaning given in Section 136 of the Act
“SunCon” or the “Company”	: Sunway Construction Group Berhad [Registration No.: 201401032422 (1108506-W)]
“SunCon Group” or the “Group”	: SunCon, its subsidiaries and joint ventures (incorporated and unincorporated)
“Sunway”	: Sunway Berhad [Registration No.: 201001037627 (921551-D)]
“Sunway Group”	: Sunway, its subsidiaries, incorporated/ unincorporated joint ventures/ consortiums and associated companies
“Sunway Pekat Solar”	: Sunway Pekat Solar Sdn Bhd [Registration No.: 201901022491 (1331820-M)]
“Sunway REIT”	: Sunway Real Estate Investment Trust
“Sunway Technology Group”	: Sunway Technology Sdn Bhd [Registration No.: 199001018410 (210079-H)], its subsidiaries, incorporated/ unincorporated joint ventures/ consortiums and associated companies
“Tan Sri Sir Dr Jeffrey Cheah”	: Tan Sri Sir Dr Jeffrey Cheah Fook Ling KBE AO

All references to “**you**” in this Circular are to our shareholders.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time or date in this Circular is a reference to Malaysian time or date, unless otherwise stated.

Any discrepancy in the tables between the amounts listed, actual figures and the totals in this Circular are due to rounding.

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PART A

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO THE PROPOSED
SHAREHOLDERS' MANDATE**

SUNWAY

CONSTRUCTION

SUNWAY CONSTRUCTION GROUP BERHAD

Registration No. 201401032422 (1108506-W)
(Incorporated in Malaysia)

Registered Office:
Level 16, Menara Sunway
Jalan Lagoon Timur
Bandar Sunway
47500 Subang Jaya
Selangor Darul Ehsan

30 April 2025

Board of Directors:

Dato' Ir Goh Chye Koon (*Independent Non-Executive Chairman*)
Dr Sarinder Kumari (*Senior Independent Non-Executive Director*)
Dato' Siow Kim Lun (*Independent Non-Executive Director*)
Tan Ler Chin (*Independent Non-Executive Director*)
Datuk Kwan Foh Kwai (*Independent Non-Executive Director*)
Norchahya Binti Ahmad (*Independent Non-Executive Director*)
Tan Sri Dato' (Dr) Chew Chee Kin (*Non-Independent Non-Executive Director*)
Evan Cheah (*Non-Independent Non-Executive Director*)
Liew Kok Wing (*Group Managing Director and Non-Independent Executive Director*)
Dato' Tan Kia Loke (*Alternate Director to Evan Cheah*)
Wong Kwan Song (*Alternate Director to Liew Kok Wing and GDMD*)

To: The Shareholders of the Company

Dear Sir/Madam

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

Pursuant to Paragraph 10.09 of the Listing Requirements, the Company had procured the shareholders' mandate at its last AGM held on 20 June 2024 for the Group, in their normal course of business, to enter into those transactions which are recurrent and of a revenue or trading nature which are necessary for the Group's day-to-day operations as set out in paragraph 2D below, with the Group's Related Parties. The shareholders' mandate will be in force until the conclusion of the forthcoming 11th AGM of the Company, unless the mandate is renewed.

The Board had on 28 March 2025 announced to Bursa Securities that the Company proposes to seek the shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming 11th AGM of the Company.

The purpose of this Circular is to provide you with the details pertaining to the Proposal and to seek your approval for the resolution pertaining to the Proposal to be tabled at the forthcoming 11th AGM of the Company. The Notice of the 11th AGM, Proxy Form, Administrative Notes, Integrated Annual Report 2024 and this Circular can be downloaded on the Company's website at www.sunwayconstruction.com.my/investor-relations/ under 'AGM' section.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSAL.

2. DETAILS OF THE PROPOSAL

A. Part E, Paragraphs 10.08 and 10.09 of Chapter 10 and Practice Note 12 of the Listing Requirements

The details of the RRPT of a revenue or trading nature pursuant to Part E, Paragraph 10.09, which should be read in conjunction with Paragraph 10.08 of the Listing Requirements to be dealt with at the forthcoming AGM, are as follows:

- (a) Under Part E, Paragraph 10.08 (1) to (4) of the Listing Requirements, where transactions are entered into by the Company or its subsidiary(ies) with a Related Party, the Company must make an immediate announcement to Bursa Securities in respect of such transactions where any one of the percentage ratios is 0.25% or more, unless the value of the consideration of the transaction is less than RM500,000 or it is a RRPT.
- (b) For a Related Party Transaction where any one of the percentage ratios is 5% or more, the Company must comply with the following, in addition to (a) above:
 - (i) send a circular to the shareholders;
 - (ii) obtain the shareholders' approval of the transaction in general meeting; and
 - (iii) appoint an independent adviser who is permitted to carry on the regulated activity of advising on corporate finance under the CMSA, before the terms of the transaction are agreed upon.

The independent adviser referred to in 2A(b)(iii) above must, in relation to the transaction:

- (i) comment as to whether the transaction is fair and reasonable so far as the shareholders are concerned and whether the transaction is to the detriment of minority shareholders and such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion;
 - (ii) advise the minority shareholders on whether they should vote in favour of the transaction; and
 - (iii) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice.
- (c) For a Related Party Transaction other than a RRPT where any one of the percentage ratios is 25% or more, in addition to (a) and (b) above, the Company must appoint a main adviser, who is a Recognised Principal Adviser under the Securities Commission's Licensing Handbook, before the terms of the transaction are agreed upon, and it shall be the duty and responsibility of the Recognised Principal Adviser to:
 - (i) advise whether such transaction is carried out on fair and reasonable terms and conditions, and not to the detriment of minority shareholders of the Company;
 - (ii) ensure that such transaction complies with the relevant laws, regulations or guidelines, where applicable;
 - (iii) ensure full disclosure of all information required to be disclosed in the announcement and circular; and
 - (iv) confirm to Bursa Securities after the transaction has been completed and all the necessary approvals have been obtained, that it has discharged its responsibility with due care in regard to the transaction.
- (d) Under Part E, Paragraph 10.09 of the Listing Requirements, the Company may seek shareholders' mandate in respect of Related Party Transactions involving recurrent

transactions of a revenue or trading nature, which are necessary for its day-to-day operations such as supplies of materials, subject to the following:

- (i) The 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;
- (ii) The shareholders' mandate is subject to annual renewal and disclosure of the aggregate value of such transactions conducted during the financial year where the aggregate value is equal to or more than the threshold prescribed under the Listing Requirements, is made in the annual report;
- (iii) Issuing of circular by the Company for the shareholders' mandate;
- (iv) In a meeting to obtain shareholders' mandate, the interested Director, Major Shareholder or Persons Connected with a Director or Major Shareholder; and where it involves the interest of the Persons Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution approving the transactions. An interested Director or Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
- (v) The Company immediately announces to Bursa Securities when the actual value of a RRPT entered into, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more.

Where the Company has procured shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

B. Proposed Shareholders' Mandate

The principal activity of the Company is investment holding. The Company, through its group of companies are principally involved in the following:

- (i) provision of construction services, comprising:
 - (a) building and civil/infrastructure construction services;
 - (b) foundation and geotechnical engineering services;
 - (c) mechanical, electrical and plumbing services;
 - (d) sustainable energy services and related business and activities;
- (ii) manufacturing and sale of precast concrete products in Malaysia and Singapore; and
- (iii) investment holding.

The Board is seeking approval from the shareholders for the Proposed Shareholders' Mandate in respect of RRPT to be entered into by the SunCon Group from the date of the forthcoming AGM to the next AGM. These RRPT are conducted in the ordinary course of business with the Mandated Related Parties and are on normal commercial terms which are not more favourable to the Mandated Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

The Proposed Shareholders' Mandate, if approved by the shareholders at the AGM, will take effect from and including 30 May 2025, being the date of the forthcoming AGM, and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the Proposal is renewed; or
- (b) 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 must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by a resolution passed by the shareholders in general meeting, whichever is the earlier.

Thereafter, approval from shareholders will be sought for a renewal of the Proposal at each subsequent AGM of the Company.

C. Classes of Mandated Related Parties

The Proposal will apply to the following classes of Mandated Related Parties:

	Mandated Related Parties	Principal Activities
(i)	Sunway Group	The principal activity of Sunway is investment holding. Sunway, through its group of companies are principally involved in property development, healthcare, construction, property investment and real estate investment trust, leisure, hospitality, trading and manufacturing, quarry and building materials.
(ii)	Sunway REIT	A real estate investment trust where funds from investors are pooled and invested towards a specified goal as set out in the investment objective of the fund, to provide the unitholders with an exposure to a diversified portfolio of authorised investments that will provide stable cash distributions with the potential for sustainable growth of the net asset value per unit.
(iii)	Sunway Technology Group	Trade in computer hardware, software and associated components; integrating cyber security solutions and services; provision of software development, consultancy and advisory services; provision of information technology services and consultancy; promoting and selling internet/broadband services, cloud services and related products; solution provider to enhance smart digital application and services; IT system integrator and outsourcing service provider; provision of consultancy, design and implementation services for data center infrastructure, network infrastructure and firewall, management systems and maintenance; provision of artificial intelligence and machine learning technology solutions.
(iv)	Gopeng Berhad Group	Cultivation of oil palm, property development, construction of power plant, property developer as well as being an investment holding company whilst deriving income therefrom.
(v)	Pekat Group	Design, supply and installation of solar photovoltaic systems and power plants, supply and installation of earthing and lighting protection systems and distribution of electrical products and accessories.
(vi)	Directors and Major Shareholders of SunCon and its subsidiaries and Persons Connected with them	N/A

D. Nature of RRPT

The types of RRPT which will be covered by the Proposed Shareholders' Mandate are transactions of a revenue or trading nature which are necessary for the day-to-day operations of the SunCon Group and are on terms not more favourable to the Mandated Related Parties than those generally available to the public.

Mandated Related Parties	Interested Directors/Major Shareholders/ Persons Connected	Nature of RRPT	Previous estimated value as disclosed in the Circular to Shareholders dated 30 April 2024 ("Estimated Value")	Actual value transacted from the last AGM up to the LPD ("Actual Value")	New estimated value from this AGM to the next AGM ("New Estimated Value")
			RM'000	RM'000	RM'000
Sunway Group	Tan Sri Sir Dr Jeffrey Cheah and Datin Paduka Sarena Cheah are Directors and Major Shareholders of Sunway as well as Directors in several subsidiaries of Sunway. Tan Sri Dato' (Dr) Chew Chee Kin is a Director of Sunway as well as Director in several subsidiaries of Sunway. Evan Cheah is an alternate director to Tan Sri Sir Dr Jeffrey Cheah in Sunway. Evan Cheah and Adrian Cheah are Major Shareholders of Sunway as well as Directors in several subsidiaries of Sunway. Puan Sri Susan Cheah, Sungei Way Corporation Sendirian Berhad and Active Equity Sdn Bhd are the Major Shareholders of Sunway. Sunway Holdings Sdn Bhd is a wholly-owned subsidiary of Sunway. Sunway, Sunway Holdings Sdn Bhd, Tan Sri Sir Dr Jeffrey Cheah, Datin Paduka Sarena Cheah, Evan Cheah, Adrian Cheah, Puan Sri Susan Cheah, Sungei Way Corporation Sendirian Berhad and Active Equity Sdn Bhd are the Major Shareholders of SunCon. Tan Sri Dato' (Dr) Chew Chee Kin and Evan Cheah are Directors of SunCon.	Construction* and related services, foundation geotechnical engineering, mechanical engineering plumbing, renewable energy and related services	#	690,096	#
		Purchase of building materials, spare parts and subcontract of related construction materials and services	#	222,129	#
		Leasing/rental of premises/properties**	5,000	2,735	5,000
		Charges on recreational club and theme park facilities, time sharing and medical tourism services	1,000	554	1,000
		Hotel and related services	1,000	187	1,000
		Ticketing and tour related services	2,000	114	2,000
		Staff medical and related services	1,000	111	1,000
		Rental and management of car parks and related services**	700	94	700
		Management fees and related services	22,000	11,311	22,000

Mandated Related Parties	Interested Directors/Major Shareholders/ Persons Connected	Nature of RRPT	Previous estimated value as disclosed in the Circular to Shareholders dated 30 April 2024 ("Estimated Value")	Actual value transacted from the last AGM up to the LPD ("Actual Value")	New estimated value from this AGM to the next AGM ("New Estimated Value")
			RM'000	RM'000	RM'000
		Service fees for human resources, branding, communication, share services for finance and information technology	10,000	4,216	10,000
		Office maintenance and services charges	1,500	47	1,500
		Purchase, rental, maintenance and repair of office equipment, plant and machineries and other related services	#	194	#
		Machinery rental income	500	84	500
		Hire purchase/ lease expense**	1,000	-	1,000
		Financial and treasury related services	2,000	554	2,000
		Other staff benefit services	500	165	500
		Share registration, secretarial and related services	800	96	800
		Car repair, car rental, car park rental, car transfer fee, lubricants, car accessories and related services	600	244	600
		Insurance products and related services	3,500	181	3,500
		Interest income earned from fund placement	25,000	1,090	25,000

Mandated Related Parties	Interested Directors/Major Shareholders/ Persons Connected	Nature of RRPT	Previous estimated value as disclosed in the Circular to Shareholders dated 30 April 2024 ("Estimated Value")	Actual value transacted from the last AGM up to the LPD ("Actual Value")	New estimated value from this AGM to the next AGM ("New Estimated Value")
			RM'000	RM'000	RM'000
Sunway REIT	Sunway is a major unitholder of Sunway REIT. Tan Sri Sir Dr Jeffrey Cheah, Puan Sri Susan Cheah, Datin Paduka Sarena Cheah, Evan Cheah, Adrian Cheah, Sungei Way Corporation Sendirian Berhad and Active Equity Sdn Bhd, being Major Shareholders of Sunway, also have deemed interests in Sunway REIT via Sunway. Sunway, Tan Sri Sir Dr Jeffrey Cheah, Puan Sri Susan Cheah, Datin Paduka Sarena Cheah, Evan Cheah, Adrian Cheah, Sungei Way Corporation Sendirian Berhad and Active Equity Sdn Bhd are Major Shareholders of SunCon.	Construction* and related services, foundation geotechnical engineering, mechanical engineering plumbing, renewable energy and related services	#	75,655	#
		Leasing/rental of premises/properties**	2,000	609	2,000
		Machinery rental income	50	1	50
		Office maintenance and services charges	1,000	204	1,000
Sunway Technology Group	Tan Sri Sir Dr Jeffrey Cheah and Evan Cheah are Directors of Sunway Technology Sdn Bhd. Evan Cheah is also a Director in several subsidiaries of Sunway Technology Sdn Bhd. Tan Sri Sir Dr Jeffrey Cheah and Evan Cheah are Major Shareholders of Sunway Technology Sdn Bhd via their interest in Active Equity Sdn Bhd. Evan Cheah is a child of Tan Sri Sir Dr Jeffrey Cheah. Tan Sri Sir Dr Jeffrey Cheah and Evan Cheah are the Major Shareholders of SunCon. Evan Cheah is also a Director of SunCon.	Provision of information technology and related subcontract services	2,500	37,122^	#
		Purchase of information technology software or hardware	3,000	84	3,000

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Mandated Related Parties	Interested Directors/Major Shareholders/ Persons Connected	Nature of RRPT	Previous estimated value as disclosed in the Circular to Shareholders dated 30 April 2024 ("Estimated Value")	Actual value transacted from the last AGM up to the LPD ("Actual Value")	New estimated value from this AGM to the next AGM ("New Estimated Value")
			RM'000	RM'000	RM'000
Applicable for transaction between Pekat Group and Sunway Pekat Solar	Pekat Teknologi, a wholly-owned subsidiary of Pekat Group Berhad is a shareholder with 40% direct interest in Sunway Pekat Solar, which is an indirect 60%-owned subsidiary of SunCon.	Provision of services in design, supply and installation of solar photovoltaic systems, supply and installation of earthing and lighting protection systems and purchase of electrical products and accessories.	#	28	#
Gopeng Berhad Group	Tan Sri Dato' (Dr) Chew Chee Kin, a Director of SunCon, is also a Director of Gopeng Berhad. Fortuna Gembira Enterpris Sdn Bhd, an indirect wholly-owned subsidiary of Sunway is a Major Shareholder of Gopeng Berhad. Evan Cheah is a Director and Major Shareholder of SunCon as well as alternate director to Tan Sri Sir Dr Jeffrey Cheah and Director of several subsidiaries and Major Shareholder of Sunway. Tan Sri Sir Dr Jeffrey Cheah, Puan Sri Susan Cheah, Datin Paduka Sarena Cheah, Adrian Cheah, Sungei Way Corporation Sendirian Berhad and Active Equity Sdn Bhd are Major Shareholders of both SunCon and Sunway as well as persons connected to Evan Cheah.	Construction* and related services, foundation geotechnical engineering, mechanical engineering plumbing, renewable energy and related services	#	-	#

Notes:

The estimated value of the transactions cannot be determined as the transactions are on project-by-project basis.

* Include inter-dlia. construction of civil and building works and precast concrete building contracts.

** The tenures of the premises/properties (and such other new properties that may be rented out to/by the Group) are of varying length and the rental payment is on a monthly basis.

^ The variation of more than 10% between the actual value transacted and the estimated value as mandated in the Circular to Shareholders dated 30 April 2024, was due to increase in the amount of subcontract services in line with higher contract amount for new data center projects. The relevant announcement has been made to Bursa Securities on 6 August 2024, in accordance with Paragraph 10.09(2)(e) of the Listing Requirements.

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E. Amount due and owing to SunCon Group by Mandated Related Parties

The breakdown and ageing analysis of amount due and owing to SunCon Group by the Mandated Related Parties pursuant to the RRPT, which exceeded the credit term for the following periods as at the end of the financial year ended 31 December 2024, are as follows:

Principal Sum (RM)	Late Payment Interest (RM)	Total Outstanding Amount (RM)	Ageing Analysis (RM)			
			≤ 1 year	> 1 year to 3 years	> 3 years to 5 years	> 5 years
2,055,282.02	-	2,055,282.02	1,952,155.51	103,126.51	-	-

Most of the outstanding amount was collected in quarter one 2025, totalling RM1,987,122.77. Out of this, RM1,884,600.71 pertains to amount aged less than one year, while RM102,522.06 pertains to the ageing category of more than one year to three years.

There was no late payment interest charged on the outstanding amount owing by the Mandated Related Parties, as the quantum involved is immaterial. The management has and will continue to discuss with the Mandated Related Parties to actively pursue early settlement of the outstanding amount due. The Board is of the opinion that there will be no recoverability issues as the overdue amount is closely monitored by the management and the management is optimistic that the amount is recoverable.

F. Rationale for, and the benefit to, the Group for transacting with Mandated Related Parties

The SunCon Group has a long-standing business relationship with the Mandated Related Parties. The Mandated Related Parties are both good customers of the SunCon Group as well as reliable suppliers of raw materials, goods and services with proven track records required by the SunCon Group for its businesses. The raw materials, goods and services provided by as well as sales made to the Mandated Related Parties are priced competitively and all transactions between the SunCon Group and the Mandated Related Parties are carried out on an arm's length basis and on terms not more favourable to the Mandated Related Parties than those generally available to the public. The raw materials, goods and services can be obtained from the Mandated Related Parties even when short notice is given to them in order to meet the tight orders of the SunCon Group's customers. The SunCon Group can also obtain various products, which are out of the product range of the SunCon Group, from the Mandated Related Parties to meet the orders of its customers. The close cooperation between the SunCon Group and the Mandated Related Parties has reaped mutual benefits and has been and is expected to continue to be beneficial to the businesses of the SunCon Group.

In this regard, the Company would like to seek its shareholders' approval for the Proposed Shareholders' Mandate.

The Proposed Shareholders' Mandate is intended to facilitate transactions in the normal course of business of the SunCon Group which are transacted from time to time with the Mandated Related Parties, provided that they are carried out at arm's length and on the SunCon Group's normal commercial terms and are not prejudicial to its shareholders and on terms not more favourable to the Mandated Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The procurement of the Proposed Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPT with the Mandated Related Parties arise, thereby substantially reducing administrative time and expenses in convening such meetings, without compromising the corporate objectives and business opportunities available to the SunCon Group.

Disclosure will be made in the integrated annual report of the Company of the aggregate value of RRPT conducted pursuant to the Proposed Shareholders' Mandate during the financial year, where the aggregate value is equal to, or more than the threshold prescribed under the Listing Requirements. In making the disclosure, the Company must provide a breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:

- (a) the type of RRPT made; and
- (b) the names of the Mandated Related Parties involved in each type of the RRPT made and their relationship with the Group.

The above disclosure will also be made in the Company's integrated annual report for subsequent financial years during which the shareholders' mandate remains in force.

G. Review Procedures for RRPT

There are procedures established by the SunCon Group to ensure that RRPT are undertaken on an arm's length basis and on the SunCon Group's normal commercial terms and on terms not more favourable to the Mandated Related Parties than those generally available to the public. The terms are consistent with the SunCon Group's usual business practices and policies, which are generally not more favourable to the Mandated Related Parties than those extended to unrelated third parties and are not to the detriment of the minority shareholders.

The SunCon Group's review method and procedures governing RRPT are as follows:

- (i) At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison (wherever possible) to determine whether the price and terms offered to/by the Mandated Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products/services, or if the product/service is a proprietary item), the price and terms of the RRPT will be in accordance with applicable industry norms, prevailing commercial rates and at rates not more favourable to the Mandated Related Parties than those generally available to the public and are not detrimental to the Group or the minority shareholders.
- (ii) For the supply of general goods and services, a minimum of 3 quotations, where applicable, shall be obtained every year. Where it is not practical to obtain a minimum of 3 quotations due to logistical and monopolistic constraints, there may be a situation whereby less than 3 quotations will be acceptable. These quotations shall be reviewed in respect of pricing, quality and service level by a team comprising different functional management staff.
- (iii) A list of Mandated Related Parties has been circulated to the Company's subsidiaries to notify that all RRPT are required to be undertaken on an arm's length basis and normal commercial terms and on terms not more favourable to the Mandated Related Parties than those generally available to the public.
- (iv) Records are maintained by the Company to capture all RRPT which are entered into pursuant to the Proposed Shareholders' Mandate.
- (v) All RRPT with value equal to or exceeding RM1 million per transaction or percentage ratio of RRPT is 1% or more of the NA of the Group, whichever is higher, are reviewed and approved by the Management RRPT Committee to ensure compliance with the

Listing Requirements on RRPT. RRPT with value below the abovementioned threshold are reviewed and authorised by different personnel of managerial level.

- (vi) Where any person(s) has an interest in the transactions to be reviewed, such person(s) shall abstain from deliberation and decision making in respect of that transaction.
- (vii) The annual internal audit plan shall incorporate a review of RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.
- (viii) The Audit Committee shall review the internal audit report to ascertain that the procedures established to monitor RRPT have been complied with, and the review shall be done at every quarter together with the review of quarterly results.
- (ix) The Board and the Audit Committee have reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.

H. Audit Committee's Statements

With the support and assistance from the Group Internal Audit and the management, the Audit Committee will review the relevant RRPT and also review the established procedures as stated in paragraph 2G above to ascertain that they have been complied with. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the procedures as stated above are not sufficient to ensure that the RRPT are on the SunCon Group's normal commercial terms and on terms not more favourable to the Mandated Related Parties than those generally available to the public and will be prejudicial to the shareholders, the Company will revert immediately to its shareholders for a fresh mandate based on new or additional procedures, and in any case before the next transaction is entered into.

The Audit Committee, comprising Dato' Siow Kim Lun (Chairman), Dr Sarinder Kumari, Ms Tan Ler Chin, Datuk Kwan Foh Kwai and Puan Norchahya Binti Ahmad, all of whom are Independent Non-Executive Directors, has reviewed the procedures mentioned in paragraph 2G above and is satisfied that the said procedures are sufficient to ensure that the RRPT will be made with the Mandated Related Parties in accordance with the SunCon Group's normal commercial terms and on terms not more favourable to the Mandated Related Parties than those generally available to the public, and hence, not prejudicial to the shareholders nor disadvantageous to the Company and its subsidiaries and are not to the detriment of the minority shareholders.

The Audit Committee is of the view that the SunCon Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner. These procedures and processes are reviewed annually.

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3. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED WITH THEM

As at LPD, the direct and deemed interests of the Directors, Major Shareholders and Persons Connected with Directors and Major Shareholders of SunCon are as follows:

Interests of the Directors

Name of Directors	No. of Shares			
	Direct	%	Deemed	%
Dato' Ir Goh Chye Koon	-	-	5,000 ^a	*
Dato' Siow Kim Lun	-	-	-	-
Dr Sarinder Kumari	-	-	-	-
Tan Ler Chin	-	-	-	-
Datuk Kwan Foh Kwai	100,816	0.01	222,785 ^b	0.02
Norchahya Binti Ahmad	-	-	-	-
Tan Sri Dato' (Dr) Chew Chee Kin	1,041,600	0.08	-	-
Evan Cheah	13,435	*	855,115,118 ^c	66.30
Liew Kok Wing	-	-	-	-
Dato' Tan Kia Loke (<i>Alternate Director</i>)	-	-	-	-
Wong Kwan Song (<i>Alternate Director & GDMD</i>)	-	-	-	-

Name of Directors	No. of Share Options	
	Granted and Accepted	Exercised
Liew Kok Wing	1,440,000	-
Wong Kwan Song (<i>Alternate Director & GDMD</i>)	840,000	-

Interests of the Major Shareholders

Name of Major Shareholders	No. of Shares			
	Direct	%	Deemed	%
Sunway	-	-	703,532,609 ^d	54.55
Sunway Holdings Sdn Bhd [#]	703,532,609	54.55	-	-
Tan Sri Sir Dr Jeffrey Cheah	21,556,692	1.67	833,629,588 ^e	64.63
Puan Sri Susan Cheah	-	-	855,186,280 ^b	66.31
Datin Paduka Sarena Cheah	57,727	*	855,115,216 ^f	66.30
Evan Cheah	13,435	*	855,115,118 ^c	66.30
Adrian Cheah	-	-	855,115,118 ^c	66.30
Sungei Way Corporation Sendirian Berhad	130,025,817	10.08	703,532,609 ^g	54.55
Active Equity Sdn Bhd	-	-	833,558,426 ^h	64.63

Notes:

* Negligible

[#] Sunway Holdings Sdn Bhd is a wholly-owned subsidiary of Sunway.

^a Deemed interest by virtue of Section 8 of the Act held through Affin Hwang Trustee Berhad GCK Family Trust.

^b Deemed interest by virtue of Section 59(11)(c) of the Act held through spouse and children.

^c Deemed interest by virtue of Section 8 of the Act held through Active Equity Sdn Bhd, Sungei Way Corporation Sendirian Berhad, Sunway, Sunway Holdings Sdn Bhd and parent.

^d Deemed interest by virtue of Section 8 of the Act held through Sunway Holdings Sdn Bhd.

^e Deemed interest by virtue of Section 8 of the Act held through Active Equity Sdn Bhd, Sungei Way Corporation Sendirian Berhad, Sunway, Sunway Holdings Sdn Bhd and children.

^f Deemed interest by virtue of Section 8 of the Act held through Active Equity Sdn Bhd, Sungei Way Corporation Sendirian Berhad, Sunway, Sunway Holdings Sdn Bhd, spouse and parent.

^g Deemed interest by virtue of Section 8 of the Act held through Sunway and Sunway Holdings Sdn Bhd.

^h Deemed interest by virtue of Section 8 of the Act held through Sungei Way Corporation Sendirian Berhad, Sunway and Sunway Holdings Sdn Bhd.

Interests of the Interested Person Connected with Major Shareholder

Name of Person Connected	No. of Shares			
	Direct	%	Deemed	%
Tan Yit Chong	98	*	57,727 #	*

Notes:

* Negligible

Deemed interest by virtue of Section 59(11)(c) of the Act held through spouse, Datin Paduka Sarena Cheah.

The interested Directors, namely Tan Sri Dato' (Dr) Chew Chee Kin and Evan Cheah are deemed interested in the Proposal. Accordingly, they have abstained and will continue to abstain from Board deliberations and voting on the Proposal in respect of their direct and/or indirect shareholdings in SunCon, if any, at the forthcoming AGM to be convened.

The interested Major Shareholders, namely Tan Sri Sir Dr Jeffrey Cheah, Datin Paduka Sarena Cheah, Evan Cheah, Sungei Way Corporation Sendirian Berhad and Sunway Holdings Sdn Bhd will abstain from voting on the Proposal at the forthcoming AGM to be convened, in respect of their direct and/or indirect shareholdings in SunCon.

Tan Yit Chong (the spouse of Datin Paduka Sarena Cheah), being Person Connected with the Major Shareholder, will abstain from voting on the Proposal at the forthcoming AGM, in respect of his direct and/or indirect shareholdings in SunCon.

In addition, the interested Directors and Major Shareholders will ensure that Persons Connected with them will abstain from voting, deliberating and approving the Proposal in respect of their direct and/or indirect shareholdings in SunCon at the forthcoming AGM.

Save as disclosed above, none of the other Major Shareholders of SunCon or Persons Connected with them has any interest, directly or indirectly in the Proposal.

4. CONDITION OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of SunCon being obtained at the forthcoming 11th AGM.

5. DIRECTORS' RECOMMENDATION

The Directors who are deemed interested in respect of the RRPT under Part A, Section 2D of this Circular, have abstained from expressing an opinion and making any recommendation to the shareholders in respect thereof.

The Board (save and except for Tan Sri Dato' (Dr) Chew Chee Kin and Evan Cheah who are deemed interested in the Proposal), having considered all aspects of the Proposal, is of the opinion that the Proposal is in the best interest of the Company and recommends that you vote in favour of the resolution pertaining to the Proposal to be tabled at the forthcoming 11th AGM.

6. 11TH AGM

The 11th AGM, the notice of which is set out in the Company's website and an extract of which in relation to the Proposal is also enclosed in this Circular, will be held at **Grand Congress, Level 12, Sunway Resort Hotel, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Friday, 30 May 2025 at 3.00 p.m.** for the purpose of considering and, if thought fit, passing the resolution to give effect to the Proposal pursuant to the agenda of Special Business as detailed in the Company's Notice of 11th AGM.

You are encouraged to attend, speak and vote (collectively “**participate**”) at the 11th AGM. If you are unable to participate at the 11th AGM, you may appoint a proxy or proxies to participate on your behalf. In such an event, you should complete and deposit the Proxy Form at the office of Boardroom located at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, either by hand, post or email to bsr.helpdesk@boardroomlimited.com. You also have the option to lodge electronically via “Boardroom Smart Investor Portal” at <https://investor.boardroomlimited.com> (“**e-Proxy Lodgement**”). The Proxy Form must be received by Boardroom not less than 24 hours before the time appointed for the taking of the poll or no later than Thursday, 29 May 2025 at 3.00 p.m.. The lodging of the Proxy Form will not preclude you from participating at the 11th AGM should you wish to do so. Please refer to the Administrative Notes for the 11th AGM for the steps on the e-Proxy Lodgement.

7. FURTHER INFORMATION

You are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully
For and on behalf of the Board of Directors
SUNWAY CONSTRUCTION GROUP BERHAD

Dato’ Ir Goh Chye Koon
Independent Non-Executive Chairman

PART B

**SHARE BUY-BACK STATEMENT
IN RELATION TO THE PROPOSED RENEWAL OF
SHARE BUY-BACK AUTHORITY**

SUNWAY

CONSTRUCTION

SUNWAY CONSTRUCTION GROUP BERHAD

Registration No. 201401032422 (1108506-W)
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the 10th AGM of the Company held on 20 June 2024, the Board obtained the shareholders' approval for the authority to purchase its own shares of up to a maximum of 10% of the total number of issued shares of the Company. This authority which took effect upon the passing of the ordinary resolution, will expire at the conclusion of the forthcoming 11th AGM of the Company unless it is renewed.

The Company had on 28 March 2025 announced to Bursa Securities that it proposes to seek the approval of its shareholders at the forthcoming 11th AGM for the Proposed Renewal of Share Buy-Back Authority.

The purpose of this Statement is to provide you with details pertaining to the Proposed Renewal of Share Buy-Back Authority and to seek your approval for the ordinary resolution thereto to be tabled at the forthcoming 11th AGM of the Company.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board proposes to seek the approval from the shareholders of the Company to purchase and/or hold its own shares of up to a maximum of 10% of the total number of issued shares of the Company at any point in time subject to compliance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of purchase. The purchase of own shares will be carried out on Bursa Securities through an appointed stockbroker.

The Listing Requirements stipulate that the Proposed Renewal of Share Buy-Back Authority must be made wholly out of retained profits of the listed company. Accordingly, the Board proposes to allocate an amount of up to the retained profits of the Company for the Proposed Renewal of Share Buy-Back Authority subject to compliance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of purchase. The audited retained profits of the Company as at 31 December 2024 is RM137.2 million.

The SunCon Shares purchased by the Company may be dealt with by the Directors in accordance with Section 127 of the Act in the following manner:

- (i) to cancel the SunCon Shares so purchased; or

- (ii) to retain the SunCon Shares so purchased as treasury shares for:
 - (a) distribution as dividends to the shareholders of the Company;
 - (b) re-sell on Bursa Securities in accordance with the relevant rules of the Bursa Securities;
 - (c) transfer for the purposes of or under an employees' share scheme;
 - (d) transfer as purchase consideration;
 - (e) cancellation; or
 - (f) sell, transfer or otherwise use for such other purpose as the Minister may by order prescribe; or
- (iii) to retain part of the SunCon Shares so purchased as treasury shares and cancel the remainder.

While the shares purchased are held as treasury shares, the holder of the treasury shares shall not be conferred the right to attend or vote at meetings and the right to receive dividends or other distribution, whether cash or otherwise, of the Company's assets including any distribution of assets upon winding up of the Company. The treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

If the Company decides to cancel the shares purchased, it is required to make an immediate announcement on the day the cancellation is made providing the number of shares cancelled, the date of cancellation and the outstanding issued share capital of the Company after the cancellation. In the event the Company retains the shares purchased as treasury shares, the said shares may be dealt with in the manner as stated in accordance with Section 127(7) of the Act.

The approval from the shareholders for the Proposed Renewal of Share Buy-Back Authority, if given would be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority at the forthcoming 11th AGM of the Company and shall remain in force until:

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

whichever occurs first.

Pursuant to the Listing Requirements, the Company may only purchase its own shares on the Bursa Securities at a price which is not more than 15% above the weighted average market price of SunCon Shares for the past 5 market days immediately before the purchase(s). Under Paragraph 12.18 of the Listing Requirements, the Company may only resell the treasury shares on the Bursa Securities or transfer treasury shares pursuant to Section 127(7) of the Act, at:

- (a) a price which is not less than the weighted average market price of SunCon Shares for the 5 market days immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the weighted average market price of SunCon Shares for the 5 market days immediately before the resale or transfer provided that:
 - (i) the resale or transfer price takes place not earlier than 30 days from the date of purchase; and

- (ii) the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

The Proposed Renewal of Share Buy-Back Authority will allow the Directors to purchase SunCon Shares at any time within the abovementioned time period using the funds of the SunCon Group. The aforesaid funds will be sourced from both internally generated funds of the SunCon Group and/or external borrowings, the portion of which to be utilised will depend on the actual number of SunCon Shares to be purchased, the price of SunCon Shares and the availability of funds at the time of the purchase(s). If borrowings are used for the Proposed Renewal of Share Buy-Back Authority, the Company will experience a decline in its net cash flow to the extent of the interest costs associated with such borrowings, but the Board does not foresee any difficulty in repayment of borrowings, if any, used for the Proposed Renewal of Share Buy-Back Authority. Based on the audited consolidated financial statements as at 31 December 2024, the Group has a net cash position of approximately RM285 million.

The actual number of SunCon Shares to be purchased, the total amount of funds involved for each purchase and the timing of the purchase(s) will depend on the market conditions and sentiments of the stock market, the available financial resources of the Group and the amount of retained profits of the Company.

The public shareholding spread of the Company as at LPD was approximately 33.59%. If the Proposed Renewal of Share Buy-Back Authority is implemented in full i.e. up to 10% of the SunCon Shares are purchased from the public entirely and all the Shares purchased are either cancelled or held as treasury shares, and assuming the shareholdings of the Directors, substantial shareholders or persons connected with the Directors and/or substantial shareholders remain the same, the public shareholding spreads of the Company under minimum and maximum scenarios are expected to be as follows:

	Public Shareholding Spread	
	(No. of Shares)	(%)
After proposed share buy-back (Minimum Scenario) ^(a)	1,163,974,059	26.41%
After proposed share buy-back (Maximum Scenario) ^(b)	1,192,232,493	27.96%

Notes:

- (a) Assuming that none of the balance of vested Share Options are exercised as at the LPD prior to the implementation of the Proposed Renewal of Existing Share Buy-Back Authority in full.
- (b) Assuming that the balance of vested Share Options is fully exercised prior to the implementation of the Proposed Renewal of Existing Share Buy-Back Authority in full.

The Company, in implementing the Proposed Renewal of Share Buy-Back Authority, will be mindful in ensuring that the minimum public shareholding spread of 25% is met and maintained.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority will enable the Company to utilise its financial resources not immediately required for use, to purchase its own Shares. The Proposed Renewal of Share Buy-Back Authority may enhance the EPS and reduce the liquidity level of the SunCon Shares in Bursa Securities, which generally will have a positive impact on the market price of the SunCon Shares.

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (a) it allows the Company to take preventive measures against speculation particularly when its Shares are undervalued which would in turn stabilise the market price of SunCon Shares and hence, enhance investors' confidence;

- (b) it allows the Company flexibility in achieving the desired capital structure, in terms of the debt and equity composition and the size of equity; and
- (c) given that the SunCon Shares bought back by the Company will be cancelled, shareholders of the Company are likely to enjoy an increase in the value of their investment in the Company as the net EPS of the Company will increase.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (a) the Proposed Renewal of Share Buy-Back Authority, if implemented, will temporarily reduce the financial resources of the SunCon Group and may result in the SunCon Group foregoing better investment opportunities that may emerge going forward; and
- (b) as the funds to be allocated for the Proposed Renewal of Share Buy-Back Authority can only be made out of retained profits of the Company, it may result in the reduction of financial resources available for distribution of dividends to shareholders in the immediate future.

Nevertheless, the Board is of the view that the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantage to the Company and the shareholders of the Company as the Board will be mindful of the interests of the Company and its shareholders in undertaking the Proposed Renewal of Share Buy-Back Authority and in the subsequent cancellation of the SunCon Shares purchased.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority and the implication relating to the Code are as follows:

4.1 Share Capital

The Company has implemented an ESOS, whereby any exercise of Share Options by the Eligible Persons will result in an increase in the total number of issued Shares. The Share Options are granted to the Eligible Persons in three tranches. The first tranche, granted on 20 January 2025, and the subsequent tranches, set to be granted in January 2026 and January 2027. A total of 31,802,760 Share Options were accepted by the Eligible Persons under the first tranche, with an exercise period from 24 January 2025 (vesting date) to 19 January 2029.

As at LPD, the Company's total issued share capital stands at RM260,092,832 consisting of 1,293,304,510 Shares (which includes 3,540,900 treasury shares). A total of 404,500 vested Share Options have been exercised.

In the event the number of issued Shares increases due to the exercise of the remaining vested Share Options, the maximum aggregate number of Shares that the Company may purchase shall be up to ten percent (10%) of the enlarged total number of issued Shares at the time of purchase, less any Shares previously purchased and retained as treasury shares.

Strictly for illustration purposes, assuming that the number of SunCon Shares (of up to 10% of the total number of issued Shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and cancelled, the Proposed Renewal of Share Buy-Back Authority will have the following effects on the issued share capital of the Company:

(The rest of this page has been intentionally left blank)

	Minimum Scenario* Number of SunCon Shares	Maximum Scenario** Number of SunCon Shares
Number of issued Shares as at LPD ⁽¹⁾	1,293,304,510	1,293,304,510
Shares to be issued assuming the full exercise of all the balance of vested Share Options as at LPD	-	31,398,260
Enlarged total number of issued Shares <i>(if applicable)</i>	1,293,304,510	1,324,702,770
Maximum number of Shares that may be purchased pursuant to the Proposed Renewal of Share Buy-Back Authority	(129,330,451) ⁽²⁾	(132,470,277) ⁽³⁾
Resultant total number of issued Shares after cancellation of Shares purchased	1,163,974,059	1,192,232,493

Notes:

* Minimum scenario assumes that none of the balance of the vested Share Options are exercised as at LPD prior to the implementation of the Proposed Renewal of Share Buy-Back Authority.

** Maximum scenario assumes that the balance of the vested Share Options are fully exercised prior to the implementation of the Proposed Renewal of Share Buy-Back Authority.

(1) Including 3,540,900 treasury shares as at LPD.

(2) Assuming the purchase of up to 10% of the total number of issued shares of the Company (including 3,540,900 treasury shares as at LPD), without exercise of the remaining vested Share Options.

(3) Assuming the purchase of up to 10% of the enlarged total number of issued shares of the Company (including 3,540,900 treasury shares as at LPD), following the full exercise of the remaining vested Share Options.

On the other hand, if the SunCon Shares purchased are retained as treasury shares, the Proposed Renewal of Share Buy-Back Authority will not affect the issued share capital of the Company but the rights attached to them in relation to voting, dividends or other distribution, whether cash or otherwise, of the Company's assets including any distribution of assets upon winding up of the Company, will be suspended. The treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on the resolution at a meeting.

4.2 NA and Working Capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the NA of the SunCon Group will depend on the purchase price(s) of the SunCon Shares and the effective funding cost incurred by the SunCon Group to finance the purchase of SunCon Shares or any loss in interest income to the Company.

In the event that all the SunCon Shares purchased are cancelled, the Proposed Renewal of Share Buy-Back Authority would reduce the NA of the SunCon Group when the purchase price per SunCon Share exceeds the NA per SunCon Share at the relevant point in time, and vice versa.

The Proposed Renewal of Share Buy-Back Authority will reduce the working capital of the SunCon Group, the quantum of which will depend on the purchase price(s) of the SunCon Shares and the number of SunCon Shares purchased.

The NA per SunCon Share will decrease if the purchased Shares are retained as treasury shares due to the requirement for treasury shares to be carried at cost and be offset against equity, resulting in a decrease in the NA by the cost of the treasury shares. If the treasury shares are resold on Bursa Securities, the NA per SunCon Share will increase if the Company

realises a gain from the resale, and vice versa. If the treasury shares are distributed as share dividends, the NA per SunCon Share will decrease by the cost of the treasury shares.

4.3 EPS

The effect of the Proposed Renewal of Share Buy-Back Authority on the EPS of the SunCon Group will depend on the purchase price(s) of the SunCon Shares and the effective funding cost to the SunCon Group to finance the purchase of SunCon Shares or any loss in interest income to the Company.

Assuming the SunCon Shares purchased are retained as treasury shares and resold, the effects on the EPS of the SunCon Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising from the exercise.

If the SunCon Shares so purchased are cancelled, the Proposed Renewal of Share Buy-Back Authority will increase the EPS of the SunCon Group provided the income forgone and/or interest expense incurred on the SunCon Shares purchased is less than the EPS before the Proposed Renewal of Share Buy-Back Authority.

4.4 Shareholdings of Directors, Major Shareholders, Substantial Shareholders and Persons Connected with Directors and/or Major or Substantial Shareholders

Based on the Register of Directors' Shareholdings and Register of Substantial Shareholders' Shareholdings as at LPD and assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full (i.e. up to 10% of the total number of issued share capital) and that the SunCon Shares purchased are from shareholders other than the existing Directors, Major Shareholders, Substantial Shareholders and Persons Connected with Directors and/or Major or Substantial Shareholders, the effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the existing Directors, Major Shareholders, Substantial Shareholders and Persons Connected with Directors and/or Major or Substantial Shareholders by virtue of Section 127 of the Act, under both minimum and maximum scenarios, are set out below:

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	Before Proposed Renewal of Share Buy-Back Authority			After Proposed Renewal of Share Buy-Back Authority			After Proposed Renewal of Share Buy-Back Authority		
	As at LPD			Minimum Scenario			Maximum Scenario		
	Direct	No. of Shares	%#	Deemed	No. of Shares	%@	Direct	No. of Shares	%^
<u>Director and Major Shareholder</u>									
Evan Cheah	13,435	* 855,115,118 ^(a)	66.30		13,435	* 73.47	13,435	* 855,115,118 ^(a)	71.72
<u>Directors</u>									
Dato' Ir Goh Chye Koon	-	- 5,000 ^(b)	*		-	*	-	- 5,000 ^(b)	*
Dato' Siow Kim Lun	-	-	-		-	-	-	-	-
Dr Sarinder Kumari	-	-	-		-	-	-	-	-
Tan Ler Chin	-	-	-		-	-	-	-	-
Tan Sri Dato' (Dr) Chew Chee Kin	1,041,600	0.08	-		1,041,600	0.09	1,041,600	0.09	-
Datuk Kwan Foh Kwai	100,816	0.01	0.02	222,785 ^(c)	100,816	0.01	100,816	0.01	222,785 ^(c)
Norchahya Binti Ahmad	-	-	-		-	-	-	-	-
Liew Kok Wing	-	-	-		-	-	1,440,000**	0.12	-
Dato' Tan Kia Loke	-	-	-		-	-	-	-	-
Wong Kwan Song	-	-	-		-	-	840,000**	0.07	-
<u>Substantial Shareholder</u>									
Employees Provident Fund Board	88,309,555	6.85	-		88,309,555	7.59	88,309,555	7.41	-
<u>Major Shareholders</u>									
Sunway	-	- 703,532,609 ^(d)	54.55		-	60.44	-	- 703,532,609 ^(d)	59.01
Sunway Holdings Sdn Bhd	703,532,609	54.55	-		703,532,609	60.44	703,532,609	59.01	-
Tan Sri Sir Dr Jeffrey Cheah	21,556,692	1.67	64.63	833,629,588 ^(e)	21,556,692	1.85	21,556,692	1.81	833,629,588 ^(e)
Puan Sri Susan Cheah	-	- 855,186,280 ^(e)	66.31		-	-	-	- 855,186,280 ^(e)	71.73
Datin Paduka Sarena Cheah	57,727	* 855,115,216 ^(f)	66.30		57,727	* 73.47	57,727	* 855,115,216 ^(f)	71.72
Adrian Cheah	-	- 855,115,118 ^(a)	66.30		-	-	-	- 855,115,118 ^(a)	71.72
Sungei Way Corporation Sendirian Berhad	130,025,817	10.08	54.55	703,532,609 ^(g)	130,025,817	11.17	130,025,817	10.91	703,532,609 ^(g)
Active Equity Sdn Bhd	-	- 833,558,426 ^(h)	64.63		-	-	-	- 833,558,426 ^(h)	69.92
<u>Person connected with Directors and Major Shareholders</u>									
Tan Yit Chong	98	*	*	57,727 ⁽ⁱ⁾	98	*	98	*	57,727 ⁽ⁱ⁾

Notes:

- # Computed based on 1,289,763,610 Shares, excluding 3,540,900 Shares held as treasury shares by the Company as at LPD
- @ Computed based on 1,163,974,059 Shares, excluding 3,540,900 Shares held as treasury shares by the Company as at LPD under Minimum Scenario
- ^ Computed based on 1,192,232,493 Shares, excluding 3,540,900 Shares held as treasury shares by the Company as at LPD under Maximum Scenario
- * Negligible
- ** Assuming the full exercise of vested Share Options, with no subsequent disposal.
- (a) Deemed interest by virtue of Section 8 of the Act held through Active Equity Sdn Bhd, Sungei Way Corporation Sendirian Berhad, Sunway, Sunway Holdings Sdn Bhd and parent.
- (b) Deemed interest by virtue of Section 8 of the Act held through Affin Hwang Trustee Berhad GCK Family Trust.
- (c) Deemed interest by virtue of Section 59(1)(c) of the Act held through spouse and children.
- (d) Deemed interest by virtue of Section 8 of the Act held through Sunway Holdings Sdn Bhd.
- (e) Deemed interest by virtue of Section 8 of the Act held through Active Equity Sdn Bhd, Sungei Way Corporation Sendirian Berhad, Sunway, Sunway Holdings Sdn Bhd and children.
- (f) Deemed interest by virtue of Section 8 of the Act held through Active Equity Sdn Bhd, Sungei Way Corporation Sendirian Berhad, Sunway, Sunway Holdings Sdn Bhd, spouse and parent.
- (g) Deemed interest by virtue of Section 8 of the Act held through Sunway and Sunway Holdings Sdn Bhd.
- (h) Deemed interest by virtue of Section 8 of the Act held through Sungei Way Corporation Sendirian Berhad, Sunway and Sunway Holdings Sdn Bhd.
- (i) Deemed interest by virtue of Section 59(1)(c) of the Act held through spouse, Datin Paduka Sarena Cheah.

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4.5 Dividends

The Proposed Renewal of Share Buy-Back Authority may reduce the cash available, which may otherwise be used for the dividend payments. Nonetheless, if SunCon Shares so purchased are retained as treasury shares, the treasury shares may be distributed as dividends to shareholders of the Company if the Company so decided.

4.6 Implication relating to the Code

If the Proposed Renewal of Share Buy-Back Authority results in the equity interest of any one of the substantial shareholders and their respective parties acting in concert obtain control in the Company or if his/their existing shareholdings is between 33% to 50% and increases by more than 2% in any 6-month period, the affected substantial shareholder and parties acting in concert would be obliged to undertake a mandatory offer for the remainder SunCon Shares not held by the said affected substantial shareholder and parties acting in concert pursuant to the Code. However, a waiver to undertake a mandatory offer may be granted by the Securities Commission under the Code, subject to the affected substantial shareholder and parties acting in concert complying with certain conditions.

In this respect, the Board will be mindful of the potential implications relating to the Code. In the event that the obligations relating to the Code are expected to be triggered as a result of the Proposed Renewal of Share Buy-Back Authority, which is an action outside its direct participation, the affected substantial shareholder and parties acting in concert will apply to the Securities Commission for an exemption from undertaking the mandatory offer under the Code.

5. SHARE PRICES

The monthly highest and lowest prices of SunCon Shares traded on Bursa Securities for the last 12 months from April 2024 to March 2025 are as follows:

<u>Month</u>	<u>High (RM)</u>	<u>Low (RM)</u>
<u>2024</u>		
April	3.05	2.68
May	3.35	2.98
June	4.04	3.10
July	5.18	3.77
August	4.88	3.71
September	4.65	3.71
October	4.74	4.07
November	4.66	4.14
December	4.83	4.27
<u>2025</u>		
January	5.30	3.26
February	4.60	3.39
March	4.54	4.05

The last transacted price of SunCon Shares on LPD was RM4.38.

(Source: Bloomberg)

6. PURCHASES, REALES OR CANCELLATION MADE IN THE PRECEDING 12 MONTHS

The Company did not purchase its own Shares in the preceding 12 months.

As at the date of this Circular, the Company had purchased a total number of 3,540,900 Shares and all the Shares are retained as treasury shares. The Company has neither made any resale nor any cancellation of its treasury shares.

7. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is conditional upon the approval of the shareholders of SunCon at the forthcoming 11th AGM.

8. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors and/or Major Shareholders of SunCon or Persons Connected with them has any interest, directly or indirectly in the Proposed Renewal of Share Buy-Back Authority.

9. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company. As such, the Directors recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 11th AGM.

10. 11TH AGM

The 11th AGM, the notice of which is set out in the Company's website and an extract of which in relation to the Proposed Renewal of Share Buy-Back Authority is also enclosed in this Circular, will be held at **Grand Congress, Level 12, Sunway Resort Hotel, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Friday, 30 May 2025 at 3.00 p.m.** for the purpose of considering and, if thought fit, passing the resolution to give effect to the Proposed Renewal of Share Buy-Back Authority pursuant to the agenda of Special Business as detailed in the Company's Notice of 11th AGM.

You are encouraged to attend, speak and vote (collectively "**participate**") at the 11th AGM. If you are unable to participate at the 11th AGM, you may appoint a proxy or proxies to participate on your behalf. In such an event, you should complete and deposit the Proxy Form at the office of Boardroom located at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, either by hand, post or email to bsr.helpdesk@boardroomlimited.com. You also have the option to lodge electronically via "Boardroom Smart Investor Portal" at <https://investor.boardroomlimited.com> ("**e-Proxy Lodgement**"). The Proxy Form must be received by Boardroom not less than 24 hours before the time appointed for the taking of the poll or no later than Thursday, 29 May 2025 at 3.00 p.m.. The lodging of the Proxy Form will not preclude you from participating at the 11th AGM should you wish to do so. Please refer to the Administrative Notes for the 11th AGM for the steps on the e-Proxy Lodgement.

11. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully
For and on behalf of the Board of Directors
SUNWAY CONSTRUCTION GROUP BERHAD

Dato' Ir Goh Chye Koon
Independent Non-Executive Chairman

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY

This Circular has been seen and approved by the Directors of SunCon and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into in the ordinary course of business) entered into by SunCon and its subsidiaries within the past 2 years preceding the LPD.

3. MATERIAL LITIGATION

Save as disclosed below neither SunCon nor any of its subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Directors of SunCon do not have any knowledge of any proceedings, pending or threatened, against SunCon and/or its subsidiaries or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of SunCon and/or its subsidiaries:

- (a) On 4 September 2008, the solicitors of Sunway Construction Sdn Bhd ("**SCSB**") had been served with a Statement of Claim ("**Statement of Claim**") by Shristi Infrastructure Development Corporation Ltd ("**Claimant**").

Pursuant to an agreement signed between SCSB and the National Highway Authority of India for the rehabilitation and upgrading of NH-25 to a four-lane configuration in the state of Uttar Pradesh being a part of the East-West Corridor Project, SCSB had entered into a work order with the Claimant for the upgrading and rehabilitation of the stretch of NH-25 from 143.6 km to 170.0 km, of which the Claimant has provided two bank guarantees ("**Bank Guarantees**") to SCSB.

The Claimant has failed to carry out its obligations under the work order and SCSB has terminated the work order and cashed the Bank Guarantees. The Claimant had filed an application in the Supreme Court of India for the appointment of an arbitrator to arbitrate upon the disputes. The Supreme Court had appointed the late Mr H.L. Agarwal as the sole arbitrator.

The Statement of Claim was raised in respect of various claims and the total amount claimed is Rs.89,14,55,047.83 in addition to interest and cost.

In the counterclaim, SCSB is seeking for Rs.78,13,94,628.61 for inter alia, additional costs incurred by SCSB to complete the works, recovery of mobilisation advance and interest charges, loss of reputation and loss of profits.

On 11 January 2013, the arbitrator that presided over the case passed away and 75 hearings had been held.

SCSB was notified by its solicitors that an arbitration petition has been filed by Shristi on 7 January 2016 in the Supreme Court of India for the appointment of a new arbitrator. The Supreme Court of India by an order dated 5 January 2017 appointed Hon'ble Mr Justice Vikramajit Sen (a former Judge of the Supreme Court of India) as arbitrator. The first

hearing before Mr Justice Vikramajit Sen was held on 24 February 2017 and cross examination has been completed on 7 October 2017.

The Arbitrator published his award on 9 April 2019 and awarded the Claimant Rs. 12,84,41,929.37.

SCSB has filed an appeal with the High Court of New Delhi in early July 2019 to set aside the arbitral award. Shristi has also filed an execution application against SCSB for enforcement of the arbitral award.

On 10 February 2020, the Honorable Court has directed SCSB to deposit, on a without prejudice basis, the decretal amount with interest with the Registrar General of the High Court of Delhi. SCSB has deposited Rs 13,56,77,784.64 on 26 February 2020 and the amount has been fully provided in the accounts on prudence grounds. Subject to compliance of the said direction, the Honorable Court has stayed the Arbitral Award dated 9 April 2019.

The Claimant filed an application in the High Court of Delhi to permit the Claimant to withdraw the decretal amount deposited by SCSB on 4 March 2020 for release of Rs. 6,72,89,597 from the deposited Award Amount.

On 27 August 2020, the Court directed the release of Rs.6,71,95,972 on the basis of a corporate guarantee is furnished by Srei Infrastructure Finance Ltd. The balance is to be released subject to furnishing of a bank guarantee. On 3 November 2020, the court place on record the corporate guarantee issued on 21 September 2020 and directed the registry to release the amount in terms of the Court order dated 27 August 2020. On 18 November 2020, the Claimant withdrew their application for withdrawal without a bank guarantee and it has been dismissed accordingly.

On 20 July 2023, Srei Infrastructure Finance Ltd filed an application for release of corporate guarantee and discharge itself from all obligations under the corporate guarantee. Application was heard on 31 July 2023 and is re-notified for arguments on 29 August 2023 and adjourned to 23 November 2023.

On 20 December 2023, SCSB filed a contempt application against the Claimant and Srei Infrastructure Finance Ltd (“**Respondents**”). The application was listed on 22 December 2023 and the Court has duly issued notice to the Respondents. Replies have been filed by the Respondents, and Rejoinders thereto have been filed by SunCon. Pleadings are complete in the contempt application. The next hearing date was scheduled for 17 March 2025. However, due to an abrupt change in the Delhi High Court Roster effective from 17 March 2025, the sitting judge previously assigned to the matter has been reassigned to a different determination. As a result, the case will now be heard by a new judge, and the next hearing date has yet to be fixed.

- (b) PNSB Acmar Sdn Bhd (“**Plaintiff**”) has on 14 November 2019 served a Writ of Summon and a Statement of Claim both dated 8 November 2019 on Prasarana Malaysia Berhad (“**Prasarana**”) (1st Defendant) and Sunway Construction Sdn Bhd (“**SCSB**”) (2nd Defendant).

The Plaintiff is claiming that all the construction works in relation to the project known as “Construction and Completion of Light Rail Transit Line 3 (LRT3) from Bandar Utama to Johan Setia” (“**Project**”) and the structures such as the Project’s poles, bars, and LRT stations had trespassed and/or encroached into the Plaintiff’s own development project area and has resulted in losses and damages towards the Plaintiff.

Prasarana is the owner of the Project and SCSB is the awarded Works Package Contractor for the contract known as “Contract No. Prasarana/GSC/CTT/2.06080/2017: Construction and Completion of Guideway, Stations Iconic Bridge, Park and Rides, Ancillary Buildings

and other Associated Works for Package GS07-08 for Light Rail Transit 3 (LRT3) from Bandar Utama to Johan Setia” in relation to the Project.

The Plaintiff is claiming, amongst other, for the following:

- (i) Special damages of RM711,367,434.46
- (ii) The costs between the solicitor and client amounts to RM400,000.00
- (iii) Interest rate of 5% per year from the date of trespass i.e. 30 April 2018 until the full settlement; and
- (iv) Court’s declarations, injunctions, orders and other reliefs that the Honorable Court deems fit and proper.

On the case management on 5 March 2020, the Court had directed SCSB to file the application to strike out the case by 19 March 2020. On 30 October 2020, the striking out application by Prasarana and SCSB is dismissed, and matter is to proceed for full trial. On 9 December 2020, the Plaintiff filed an application for discovery against the Defendants. The matter was initially fixed for hearing on 23 April 2021. Subsequently, the Court has fixed the decision for application for discovery on 10 May 2021.

On 11 May 2021, the Court dismissed the Plaintiff’s application for discovery against SCSB with cost and allowed the Plaintiff’s application against Prasarana.

On 19 February 2021, SCSB filed applications to include Setia Utama LRT3 Sdn Bhd (“**SULRT3**”) (formerly known as “MRCB George Kent Sdn Bhd”) as co-defendant and third party to the suit. On 21 July 2021, the Court allowed SCSB’s application to include SULRT3 as third party.

On 21 July 2021, the Court allowed the Plaintiff’s application to amend its Statement of Claim with no order as to cost, amongst others, amending its claim for special damages from RM711,367,434.46 to RM643,851,825.01. The Court has also dismissed SCSB’s application for further and better particulars with cost.

On 27 July 2021, SCSB issued the Third-Party Notice dated 24 July 2021 to SULRT3.

On 28 July 2021, the Court dismissed SCSB’s application to include SULRT3 as a co-defendant with cost.

On 9 August 2021, SCSB filed a Statement of Claim to SULRT3 for indemnity and/or contribution for any sum that may be due from SCSB to the Plaintiff. On 3 September 2021, SULRT3 filed its defence and counterclaim from indemnity from SCSB arising out of the Plaintiff’s action against SCSB and/or SCSB’s action against SULRT3 vide the third-party proceedings.

Pursuant to the case management on 11 April 2022, the Court has fixed a hearing on 18 April 2022 for the transfer of the proceedings to the construction court. On 18 April 2022, the Court has granted order in terms for the Plaintiff’s Application with no order as to costs.

The current trial dates are fixed as follows:

- (i) 9 June 2025 to 11 June 2025 and 13 June 2025
- (ii) 6 October 2025 and 7 October 2025
- (iii) 17 November 2025 to 20 November 2025
- (iv) 6 April 2026 to 9 April 2026, 27 April 2026 and 28 April 2026
- (v) 4 May 2026 to 7 May 2026
- (vi) 22 June 2026 to 25 June 2026
- (vii) 7 August 2026, 14 August 2026, 21 August 2026 and 28 August 2026
- (viii) 4 September 2026, 11 September 2026, 18 September 2026 and 25 September 2026

From the evidence available, upon a review of the pleadings and documents provided by SCSB and a review of law, the solicitors of SCSB are of the considered opinion that the Plaintiff's claim for the sum of RM643,851,825.01 is excessively inflated and speculative. The solicitors remain of the view that there is a valid defence to this claim.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours on Mondays to Fridays (except public holidays) at the Registered Office of SunCon at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia from the date of this Circular up to the date of 11th AGM:

- (a) the Constitution of SunCon;
- (b) the audited financial statements of SunCon for the past 2 financial years ended 31 December 2023 and 31 December 2024 respectively; and
- (c) the relevant cause papers in respect of material litigation referred to in paragraph 3 of the Appendix I above.

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SUNWAY

CONSTRUCTION

SUNWAY CONSTRUCTION GROUP BERHAD

Registration No. 201401032422 (1108506-W)

(Incorporated in Malaysia)

EXTRACT OF THE NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 11th Annual General Meeting of SUNWAY CONSTRUCTION GROUP BERHAD [201401032422 (1108506-W)] (“**Company**”) will be held physically at Grand Congress, Level 12, Sunway Resort Hotel, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on **Friday, 30 May 2025 at 3.00 p.m.** for the following purposes:

AS SPECIAL BUSINESS

7. ORDINARY RESOLUTION:

Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

“THAT approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for the day-to-day operations as set out in Section 2D of Part A of the Company’s Circular to Shareholders dated 30 April 2025 which are of a revenue or trading nature and carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016 (“**Act**”), the Company’s Constitution and all other applicable laws, guidelines, rules and regulations.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- (b) 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 must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

(Ordinary Resolution 10)

8. **ORDINARY RESOLUTION:**
Proposed Renewal of Share Buy-Back Authority

“THAT subject to the Companies Act 2016 (“**Act**”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant authorities, the Company be and is hereby authorised to purchase such amount 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 (“**SunCon Shares**”) which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares in the ordinary share capital of the Company at any point of time, subject to a restriction that the share capital of the Company does not fall below the applicable minimum share capital requirements of the Listing Requirements of Bursa Securities;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the SunCon Shares shall not exceed the Company’s audited retained profits at any point of time;
- (c) the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting (“**AGM**”) at which time it shall lapse unless by Ordinary Resolution passed at the 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; and
- (d) upon completion of the purchase(s) of the SunCon Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the SunCon Shares so purchased or to retain the SunCon Shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act), or to retain part of the SunCon Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

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 effect the purchase(s) of the SunCon Shares with full powers 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 11)

By Order of the Board

TAN KIM AUN (MAICSA 7002988) (SSM PC No. 202008001249)
CHANG MEI YEE (MAICSA 7064078) (SSM PC No. 201908000539)
Company Secretaries

Bandar Sunway
30 April 2025

NOTES:

- 1) *For the purpose of shareholders who shall be entitled to attend, speak and vote (collectively, “**participate**”) at the 11th Annual General Meeting (“**AGM**”), the Company shall be requesting the Record of Depositors as of 23 May 2025. Only shareholders whose names appear in the Record of Depositors on 23 May 2025, shall be entitled to participate at the 11th AGM.*
- 2) *A shareholder of the Company who is entitled to participate at the 11th AGM, may appoint more than 1 proxy to participate on his/her behalf. A proxy may but need not be a shareholder.*
- 3) *Where a shareholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy 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 shareholder is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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.*
- 5) *Where a shareholder appoints more than 1 proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy appointed to participate at the 11th AGM shall have the same rights as the shareholder to participate at the 11th AGM.*
- 6) *If a shareholder has appointed a proxy to participate at the 11th AGM and subsequently, he/she decides to participate at the 11th AGM instead of the proxy, he/she has to revoke the appointment in writing / email which must reach Boardroom Share Registrars Sdn. Bhd. (“**Boardroom**”), the Poll Administrator of the Company’s 11th AGM, not later than 24 hours before the 11th AGM. The appointed proxy shall therefore be null and void.*
- 7) *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or the hand of its officer or attorney duly authorised.*
- 8) *The appointment of proxy may be submitted in a hardcopy form or by electronic means as specified below not less than 24 hours before the time appointed for the taking of the poll or no later than Thursday, 29 May 2025 at 3.00 p.m.:*
 - (i) **In hardcopy form**
The proxy form shall be completed and deposited at the office of Boardroom at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) **By electronic means**
*The proxy form shall be completed and lodged electronically with Boardroom via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (“**e-Proxy Lodgement**”). For further information on the e-Proxy Lodgement, please refer to the Administrative Notes for the 11th AGM. Alternatively, the proxy form can be emailed to Boardroom at bsr.helpdesk@boardroomlimited.com.*

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