

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of SENTORIA GROUP BERHAD ("the Company") will be held at Arabian Ballroom 3, Bukit Gambang M.I.C.E Centre, Arabian Bay Resort, Bukit Gambang Resort City, 26300 Gambang, Pahang Darul Makmur on Friday, 29 March 2013 at 10.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 September 2012 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Notes to the Agenda)
- To approve the payment of final single tier dividend of 1 sen per share for the financial year ended 30 September 2012. **Resolution 1**
- To approve the payment of Directors' fees of RM 285,000.00 for the financial year ended 30 September 2012. **Resolution 2**
- To re-elect the following Directors who retire by rotation and being eligible, offer themselves for re-election in accordance with Article 86 of the Company's Articles of Association:-
 - Dato' Chan Kong San **Resolution 3**
 - Dato' Gan Kim Leong **Resolution 4**
- To re-elect Mr Wong Yoke Nyen who retires by rotation and being eligible, offers himself for re-election in accordance with Article 93 of the Company's Articles of Association. **Resolution 5**
- To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

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

- Ordinary Resolution** **Resolution 7**
Authority to Directors to issue shares

"**THAT** subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, at their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued."
- Special Resolution** **Resolution 8**
Proposed Amendments to the Articles of Association of the Company

"**THAT** the amendments to the Articles of Association of the Company as set out in the Appendix I annexed to the Annual Report 2012 be and is hereby approved."
- To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

NOTICE OF FINAL SINGLE TIER DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT a final single tier dividend of 1 sen per share for the financial year ended 30 September 2012, if approved by shareholders at the Fourteenth Annual General Meeting, will be paid on 6 May 2013 to the depositors whose names appear in the Record of Depositors of the Company at the close of business on 16 April 2013.

A depositor shall qualify for entitlement to the dividend in respect of:-

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 16 April 2013 in respect of the transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

DATUK TAN LEH KIAH
CHAN YOKE PENG
CHIN LEE CHYEN
Company Secretaries

Seri Kembangan, Selangor Darul Ehsan
Date: 7 March 2013

Notes:

- In regard of deposited securities, only members whose names appear in the Record of Depositors as at 25 March 2013 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the Meeting.
- A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Act shall not apply.
- To be valid the Form of Proxy, duly completed must be deposited at the Registered Office of the Company at 56 & 58 (2nd Floor), Jalan Dagang SB 4/2, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(d) of the Act are complied with.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or its attorney duly authorised.

Explanatory Notes to the Agenda:-

Item 1 of the Agenda

This item of the Agenda is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

Item 7 of the Agenda – Ordinary Resolution 7

Authority to Directors to issue shares

The proposed Resolution 7, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. The authority will, unless revoked or varied by the Company in a General Meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The purpose to seek the General Mandate is to enable the Directors to issue and allot shares at any time for possible fund raising activities, including but not limited to private placement to such persons in their absolute discretion so as to avoid delay and cost of convening further general meeting to approve the issuance of such shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

Item 8 of the Agenda – Special Resolution

Proposed Amendments to the Articles of Association of the Company

The proposed amendments to the Articles of Association of the Company are to conform with the recent changes to Chapter 7 of Bursa Malaysia Securities Berhad Main Market Listing Requirements in relation to Appointment of Multiple Proxies by an Exempt Authorised Nominee and Qualification and Rights of Proxy to Speak.