

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Sentoria Group Berhad ("Sentoria" or the "Company") which is scheduled to 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 11.00 a.m. or immediately following the conclusion or adjournment of the Fourteenth Annual General Meeting ("AGM") of the Company to be held at the same venue and on the same date at 10.30 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

**ORDINARY RESOLUTION 1
PROPOSED JOINT-VENTURE BETWEEN SERIEMAS AND SERIEMAS DEVELOPMENT SDN BERHAD ("SERIEMAS") IN CONNECTION WITH THE MIXED DEVELOPMENT ON A PARCEL OF LAND MEASURING APPROXIMATELY 204 ACRES OWNED BY SERIEMAS HELD UNDER THE MASTER TITLE NO. HS(D) 30726 PT 1082, MUKIM MORIB, DAERAH KUALA LANGAT, SELANGOR DARUL EHSAN ("MASTER TITLE") ("JV LAND") ("PROPOSED JOINT-VENTURE")**

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Company to undertake the development of the JV Land into a mixed development of commercial and residential units in accordance with the terms and conditions of the joint venture agreement dated 31 December 2012 entered into between Sentoria and Seriemas;

AND THAT the Board of Directors of Sentoria ("Board") be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to the aforesaid Proposed Joint-Venture with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Joint-Venture."

**ORDINARY RESOLUTION 2
PROPOSED DEVELOPMENT OF A WATER THEME PARK, RESORT AND CONVENTION CENTRE, BOUTIQUE HOTEL AND SAFARI PARK (COLLECTIVELY, THE "COMPONENT(S)") BY SENTORIA ON THE REMAINING PARCEL OF FREEHOLD LAND MEASURING APPROXIMATELY 150 ACRES OWNED BY SERIEMAS HELD UNDER THE MASTER TITLE ("DEVELOPMENT LAND") AND THE GRANTING OF THE CALL OPTIONS AND THE PUT OPTIONS BY SERIEMAS TO SENTORIA UNDER THE DEVELOPMENT RIGHTS AGREEMENT ("DRA") IN RESPECT OF THE FOUR (4) COMPONENTS, WHEREBY SENTORIA AND/ OR SERIEMAS SHALL HAVE THE RIGHT TO ENTER INTO FOUR (4) DIFFERENT SALE AND PURCHASE AGREEMENTS IN RESPECT OF THE FOUR (4) COMPONENTS ("DRA SPA(S)") ("PROPOSED DEVELOPMENT")**

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Company for the following:-

- To undertake the development of the Development Land into the four (4) Components namely, a water theme park, resort and convention centre, boutique hotel and safari park in accordance with terms and conditions of the DRA dated 31 December 2012 entered into between Sentoria and Seriemas; and
- To enter into four (4) different DRA SPAs with Seriemas pursuant to the exercise of the call options and/ or put options, if any, granted under the DRA in respect of the four (4) Components;

AND THAT the Board be and is hereby authorised to sign and execute all documents (including the DRA SPAs), do all acts, deeds and things as may be required to give effect to the aforesaid Proposed Development with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Development."

**ORDINARY RESOLUTION 3
PROPOSED BONUS ISSUE OF 40,000,000 NEW ORDINARY SHARES OF RM0.20 EACH IN SENTORIA ("SENTORIA SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TEN (10) EXISTING SENTORIA SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities being obtained, where required, the Board be and is hereby authorised to capitalise RM8,000,000 from the Company's share premium account for the purpose of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalised sums in making payment in full and at par for 40,000,000 new Sentoria Shares to be credited as fully paid-up and such new Sentoria Shares be allotted and issued to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date"), on the basis of one (1) Bonus Share for every ten (10) existing Sentoria Shares held on the Entitlement Date;

THAT the fractional entitlements arising from the Proposed Bonus Issue, if any, shall be dealt with by the Board in such manner as its absolute discretion as it may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank pari passu in all respects with the then existing Sentoria Shares, except that the Bonus Shares will not be entitled to any dividends, rights, allotment and/ or other form of distributions ("Distributions") that may be declared, made or paid to shareholders of the Company where the entitlement date of the Distributions precedes the date of the allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

**ORDINARY RESOLUTION 4
PROPOSED PURCHASE BY SENTORIA OF UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL AT ANY POINT IN TIME ("PROPOSED SHARE BUY-BACK")**

"**THAT**, subject to the Companies Act, 1965 ("Act") and all applicable rules, regulations and orders made pursuant to the Act, the provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") and conditional upon the approvals of all relevant regulatory authorities being obtained, where required, the Company be and is hereby authorised to purchase and/ or hold such number of Sentoria Shares under the Proposed Share Buy-Back ("Purchased Share(s)") upon such terms and conditions as the Board may deem fit in the interest of the Company provided that:-

- the aggregate number of Purchased Shares does not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any one time; and
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate amount of the share premium and retained earnings of the Company;

THAT the Board be and is hereby authorised to decide at its discretion either to retain the Purchased Shares as treasury shares and/ or to cancel the Purchase Shares and/ or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/ or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/ or cancelled subsequently and/ or to retain part of the Purchased Shares in such other manner as may be prescribed by the Act and the relevant rules, regulations, guidelines, requirements and/ or orders of Bursa Securities and any other relevant authorities for the time being in force;

THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991 as may be required to give effect to and to complete the aforesaid Proposed Share Buy-Back) with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back;

AND THAT the authority conferred by this ordinary resolution shall be effective immediately upon the passing of the ordinary resolution relating to the Proposed Share Buy-Back at the forthcoming EGM of the Company and shall be valid until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event in accordance with the provision of the Act, the Listing Requirements and other prevailing laws, guidelines, rules and regulations issued by the relevant authorities."

**ORDINARY RESOLUTION 5
PROPOSED SHAREHOLDERS' RATIFICATION FOR THE RECURRENT RELATED PARTY TRANSACTION(S) ("RRPT(S)") OF A REVENUE OR TRADING NATURE ENTERED INTO BY SENTORIA AND ITS SUBSIDIARY COMPANIES ("SENTORIA GROUP" OR THE "GROUP") FROM 23 FEBRUARY 2012, BEING THE DATE OF LISTING OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF SENTORIA ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") ("LISTING DATE") TO THE DATE OF THE FORTHCOMING EGM ("PROPOSED SHAREHOLDERS' RATIFICATION")**

"**THAT** the RRPT(s) entered to or to be entered into by the Company with its related party, details of which are set out in the Circular to shareholders dated 15 March 2013 ("Circular") from the Listing Date to 29 March 2013, being the date of the forthcoming EGM, which are necessary for the day-to-day operations of the Group based on normal commercial terms that are not more favourable to its related party than those generally available to the public and on terms that are not detrimental to the minority shareholders of the Company, be and is hereby approved and ratified;

AND THAT all the actions taken and the execution of all necessary documents by the Board as it had considered expedient or deemed fit in the interest of the Company, be and is hereby approved and ratified."

**ORDINARY RESOLUTION 6
PROPOSED SHAREHOLDERS' MANDATE FOR THE RRPT(S) TO BE ENTERED INTO FROM THE DATE OF THE FORTHCOMING EGM TO THE NEXT AGM ("PROPOSED SHAREHOLDERS' MANDATE")**

"**THAT**, subject to the provision of the Act, the Listing Requirements or other prevailing laws, guidelines, rules and regulations issued by the relevant authorities, approval be and is hereby given to the Company and/ or its subsidiary companies to enter into RRPT(s) with its related party, details of which are set out in the Circular, which are necessary for the day-to-day operations of the Group based on normal commercial terms that are not more favourable to its related party than those generally available to the public and on terms that are not detrimental to the minority shareholders of the Company;

THAT the Proposed Shareholders' Mandate will take effect from the passing of the ordinary resolution at the forthcoming EGM of the Company and shall be valid until:-

- the conclusion of the next AGM of the Company following the general meeting at which the Proposed Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority for the Proposed Shareholders' Mandate is renewed;
 - the expiration of the period, within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - revoked or varied by resolution passed by the shareholders in a general meeting,
- whichever is the earlier;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things (including executing all such documents as may be required) as may be required to give effect to the aforesaid Proposed Shareholders' Mandate with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shareholders' Mandate."

By Order of the Board

Datuk Tan Leh Kiah (MAICSA No. 0719692)

Chan Yoke Peng (MAICSA No. 7053966)

Chin Lee Chyen (MAICSA No. 7055910)

Company Secretaries

Seri Kembangan, Selangor Darul Ehsan

15 March 2013

Notes:-

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote in his/ her stead. A proxy need not be a member of the Company.
- Subject to the Act, where a member appoints two (2) proxies, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
- The appointer appointing a proxy shall be in writing under the hand of the appointer or his/ her attorney duly authorised in writing or, if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The Proxy Form must be completed, signed and deposited at the Company's registered office not less than 48 hours before the time set for the meeting or adjourned meeting.
- Shareholders' attention is hereby drawn to the Listing Requirements, which allow a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") to appoint multiple proxies in respect of each omnibus account it holds.
- In respect of the deposited securities, only members whose names appear in the Record of Depositors on 25 March 2013 shall be eligible to attend the meeting.