

SENTORIA GROUP BERHAD

(Company No. 463344-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of **SENTORIA GROUP BERHAD** ("the Company") will be held at Arabiang Ballroom 3, Bukit Gombang M.I.C.E Centre, Arabian Bay Resort, Bukit Gombang Resort City, 26300 Gombang, Pahang Darul Makmur on Thursday, 27 March 2014 at 10.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 September 2013 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Notes to the Agenda)
2. To approve the payment of final single tier dividend of 1 sen per share for the financial year ended 30 September 2013. Resolution 1
3. To approve the payment of Directors' fees of RM384,000-00 for the financial year ended 30 September 2013. Resolution 2
4. 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:-
 - i. Encik Aznam Bin Mansor Resolution 3
 - ii. Mr. Lee Chaing Huat Resolution 4
5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration to be determined by the Directors of the Company. Resolution 5

AS SPECIAL BUSINESS

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

6. **Ordinary Resolution**
Authority to Directors to issue shares Resolution 6

"**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."
7. **Ordinary Resolution**
Proposed Renewal of Authority for the Company to purchase up to 10% of its own shares in the issued and paid-up share capital ("Proposed Renewal of Share Buy-Back Authority") Resolution 7

"**THAT**, subject to the approval of the relevant authorities, approval be and is hereby given for the Company to acquire its own ordinary shares of RM0.20 each of up to 10% of its issued and paid up share capital ("SENTORIA Shares") from the market of Bursa Malaysia Securities Berhad ("Bursa Securities"), as may be determined by the Directors of the Company from time to time.

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

 - i the conclusion of the next Annual General Meeting at which time the authority will lapse, unless by an ordinary resolution passed at the next Annual General Meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - ii the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
 - iii revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date.

THAT the Directors of the Company be and are hereby authorised to take all such steps and do all acts and deeds and to execute, sign and deliver on behalf of the Company, all necessary documents to give full effect to and for the purpose of completing or implementing the Proposed Renewal of Share Buy-Back Authority.

AND THAT following completion of the purchase(s) of the SENTORIA Shares by the Company, the Directors be and are empowered to cancel or retain as treasury shares, any or all of the SENTORIA Shares so purchased, resell on Bursa Securities or distribute as dividends to the Company's shareholders or subsequently cancel, any or all of the treasury shares, with full power to assent to any condition, revaluation, modification, variation and/or amendment in any manner as may be required by any relevant authority or otherwise as they deem fit in the best interests of the Company."

8. To transact any other ordinary business of which due notice shall have been given.

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 2013, if approved by shareholders at the Fifteenth Annual General Meeting, will be paid on 28 May 2014 to the depositors whose names appear in the Record of Depositors of the Company at the close of business on 8 May 2014.

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

- (a) Shares transferred to the Depositor's Securities Account before 4:00 p.m. on 8 May 2014 in respect of the transfer: 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
LIM CHIEN JOO
CHIN LEE CHYEN
Company Secretaries

Seri Kembangan, Selangor Darul Ehsan
Date: 5 March 2014

Notes:

1. *In regard of deposited securities, only members whose names appear in the Record of Depositors as at 21 March 2014 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the meeting.*
2. *A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any other person to be his proxy and the provisions of Section 149(1) of the Companies Act, 1965 shall not apply to the Company.*
3. *Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
4. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under Securities Industry (Central Depositories) Act 1991 of Malaysia, 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. *If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or an attorney duly authorised.*
6. *The Form of Proxy must be deposited with the Company's Registered Office at 56 & 58 (2nd Floor), Jalan Dagang SB 4/2, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*

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 6 of the Agenda – Ordinary Resolution 6

Authority to Directors to issue shares

The proposed Resolution 6, 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 Company wishes to renew the mandate on the authority to issue shares in general pursuant to the Section 132D of the Companies Act, 1965 granted to the Directors at the Fourteenth Annual General Meeting held on 29 March 2013 (hereinafter referred to as the "General Mandate"). The previous mandate granted by the shareholders had not been utilised and hence no proceeds was raised therefrom.

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 7 of the Agenda – Ordinary Resolution 7

Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 7, if passed, will empower the Directors to buy-back and/or hold up to a maximum of 10% of the Company's issued and paid-up share capital at any point of time, by utilizing the funds allocated which shall not exceed the total retained profits and/or share premium of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

For further details of the Resolution 7, please refer to the Statement to Shareholders dated 5 March 2014, which is dispatched together with the Company's 2013 Annual Report.