

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Sentoria Group Berhad ("Sentoria" or 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 Thursday, 27 March 2014 at 11.00 am., or immediately following the conclusion or adjournment of the Fifteenth Annual General Meeting ("AGM") of the Company which is scheduled 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 the following resolutions, with or without modification:

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF 88,000,000 WARRANTS IN SENTORIA ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM0.20 EACH IN SENTORIA ("SENTORIA SHARES" OR "SHARES") HELD ON AN ENTITLEMENT DATE ("PROPOSED BONUS ISSUE OF WARRANTS")**

"THAT subject to the passing of Ordinary Resolution 2, Special Resolution 1 and the approvals of all relevant authorities or parties having been obtained (if applicable), approval be and is hereby given to the Directors of the Company to create, issue and allot 88,000,000 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("Deed Poll"), and to issue the Warrants by way of bonus to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the entitlement date to be determined and announced later by the Directors of the Company ("Entitlement Date"), on the basis of one (1) Warrant for every five (5) existing Shares held in the share capital of the Company on the Entitlement Date;

THAT the exercise price of the Warrants be fixed at RM0.60 per Warrant subject to any adjustments in accordance with the terms and conditions of the Deed Poll and that the Directors of the Company be and are hereby authorised to allot and issue new Sentoria Shares arising from the exercise of the subscription rights under the Warrants or any of them and such new Sentoria Shares shall, upon payment of the full exercise price, allotment and issue, rank pari passu in all aspects with the existing Sentoria Shares, save and except that the new Sentoria Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new Sentoria Shares;

THAT no fractional entitlements to the Warrants shall be issued, but fractional entitlements, if any, will be disregarded and/or shall be dealt with in such manner as the Directors of the Company shall in its absolute discretion deem fit and expedient in order to minimize the incidence of odd lots and in the best interests of the Company;

THAT approval be and is hereby given to the Directors of the Company to issue and allot additional Warrants as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll and to issue and allot further new Sentoria Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll with full power to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Directors of the Company and that subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and number of Warrants as may be required or permitted to be revised as a consequence of the adjustments under the provisions of Deed Poll, and to take all steps as the Directors may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants 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 and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

**ORDINARY RESOLUTION 2**

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF SENTORIA FROM RM100,000,000 COMPRISING 500,000,000 SENTORIA SHARES TO RM200,000,000 COMPRISING 1,000,000,000 SENTORIA SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"THAT, subject to the passing of Special Resolution 1, the authorised share capital of the Company be increased from RM100,000,000-00 divided into 500,000,000 Ordinary Shares of RM0.20 each to RM200,000,000-00 divided into 1,000,000,000 Ordinary Shares of RM0.20 each by creation of an additional 500,000,000 Ordinary Shares of RM0.20 each AND THAT such shares created shall rank pari passu in all respects with the existing shares in the capital of the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and thing and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities, and to take all such steps and actions as the board of directors may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF SENTORIA ("PROPOSED AMENDMENTS")**

"THAT, subject to the passing of Ordinary Resolution 2, the Company's Memorandum of Association be amended by deleting the existing Clause 6 in its entirety and be replaced with the proposed amendments as follows:-

Existing	Proposed amendment
<p><u>Clause 6</u></p> <p>The capital of the Company is RM100,000,000-00 Malaysian Currency divided into 500,000,000 ordinary shares of RM0.20 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileged, conditions or restrictions as to dividends, capital, voting or otherwise.</p>	<p><u>Clause 6</u></p> <p>The capital of the Company is RM200,000,000-00 Malaysian Currency divided into 1,000,000,000 ordinary shares of RM0.20 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileged, conditions or restrictions as to dividends, capital, voting or otherwise.</p>

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and thing and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities, and to take all such steps and actions as the board of directors may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Amendment."

**By Order of the Board**

**Datuk Tan Leh Kiah (MAICSA No. 0719692)**

**Lim Chien Joo (MAICSA No. 7063152)**

**Chin Lee Chyen (MAICSA No. 7055910)**

Company Secretaries

Seri Kembangan, Selangor Darul Ehsan

5 March 2014

**Notes:**

- 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.*
- 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.*
- 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.*
- 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.*
- 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.*
- 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.*