

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("16th AGM") of SENTORIA GROUP BERHAD ("the Company") will be held at Arabian Ballroom 3, Bukit Gambang M.I.C.C Centre, Arabian Bay Resort, Bukit Gambang Resort City, 26300 Gambang, Pahang Darul Makmur on Thursday, 26 March 2015 at 10:30 a.m. to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 September 2014 together with the Directors' and Auditors' reports thereon. *(Please refer to Explanatory Note A)*
2. To approve the payment of final single tier dividend of 1 sen per share for the financial year ended 30 September 2014. **Resolution 1**
3. To approve the payment of Directors' fees of RM384,000.00 for the financial year ended 30 September 2014. **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. Y. Bhg. Dato' Chan Kong San **Resolution 3**
ii. Mr. Chung Wai Choong *(Please refer to Explanatory Note B)*
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 4**

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 5**
"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 6**

"THAT subject to compliance with the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, approval be and is hereby given to the Company to purchase such amount of ordinary shares of RM0.20 each in the Company, as may be determined by the Directors of the Company from time to time from the market of Bursa Securities provided that:-

- i the aggregate number of shares purchased does not exceed ten percent (10%) of the issued and paid up share capital of the Company ("Purchased Shares") at the point of purchase; and
- ii 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 at the time of the purchase(s);

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 upon the completion of the purchase(s) of the Purchased Shares by the Company, the Directors be and are empowered to retain the Purchased Shares as treasury shares and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or to 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;

AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company (including executing all such documents as may be required) to give full effect to the Proposed Renewal of Share Buy-Back Authority contemplated and/or authorised by this Ordinary Resolution."

8. **Ordinary Resolution Proposed Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature ("Proposed Shareholders' Mandate")** **Resolution 7**

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("Sentoria Group") to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of the Sentoria Group with specified classes of Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and as specified in Section 2.3.1 of the Circular to Shareholders dated 4 March 2015) which are necessary for the day to day operations in the ordinary course of business and are carried out at arms' length basis on normal commercial terms of the Sentoria Group on terms no more favourable to the Related Parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company ("AGM") at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier,

AND THAT authority be and is hereby given to the Directors of the Company and/or any of them to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

9. To transact any other ordinary business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

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 2014, if approved by shareholders at the 16th AGM, will be paid on 11 June 2015 to the depositors whose names appear in the Record of Depositors of the Company at the close of business on 15 May 2015.

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 15 May 2015 in respect of the transfers; and
- (b) 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: 4 March 2015

Notes:

1. In regard of deposited securities, only members whose names appear in the Record of Depositors as at 20 March 2015 ("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 (2) proxies to attend and vote in his/her 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/she specifies the proportion of his/her 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 Note A:-

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.

Explanatory Note B:-

Mr. Chung Wai Choong who retires by rotation in accordance with Article 86 of the Company's Articles of Association, has expressed his intention not to seek for re-election. Hence, he will retain office until the close of the 16th AGM of the Company.

Explanatory Notes on Special Business:-

1. **Ordinary Resolution 5 - Authority to Directors to issue shares**

The proposed Resolution 5, 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 Fifteenth Annual General Meeting held on 27 March 2014 (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.

2. **Ordinary Resolution 6 - Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 6, 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. The details of the proposal are set out in the Statement to Shareholders dated 4 March 2015, which is dispatched together with the Company's 2014 Annual Report.

3. **Ordinary Resolution 7 - Proposed Shareholders' Mandate**

The proposed Ordinary Resolution 7, if approved, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue and trading nature relating to sale of properties by the Sentoria Group to related parties. The details of the proposal are set out in the Circular to Shareholders dated 4 March 2015, which is dispatched together with the Company's 2014 Annual Report.