



SENI JAYA CORPORATION BERHAD

(Company No. 279860-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Green II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 23 June 2015 at 9:00 a.m. for the following purposes: -

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note 1]
- To approve the declaration of a final tax exempt (single-tier) dividend of 1.0 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2014. Resolution 1
- To re-elect the following Directors who retire pursuant to Article 108 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - Dato' Liew Lee Leong Resolution 2
 - Mr. Lim Chee Khang Resolution 3
- To appoint Messrs. Deloitte as Auditors of the Company in place of the retiring Auditors, Messrs. Deloitte & Touche and to authorise the Directors to fix their remuneration. Resolution 4

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Appendix I" in the Annual Report 2014) has been received by the Company for the nomination of Messrs. Deloitte who have given their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs. Deloitte & Touche and of the intention to propose the following ordinary resolution:-

"That Messrs. Deloitte having consent to act, be and are hereby appointed as the Auditors of the Company for the financial year ending 31 December 2015 in place of the retiring Auditors, Messrs. Deloitte & Touche and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

AS SPECIAL BUSINESS:

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

- DIRECTORS' FEES** Resolution 5
"THAT the Directors' fees of RM486,548/- for the financial year ended 31 December 2014 be hereby approved."
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** Resolution 6
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other ordinary business of which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that a final tax exempt (single-tier) dividend of 1.0 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2014, if approved by the shareholders at the Twenty-Second Annual General Meeting, will be paid on 15 July 2015 to shareholders whose names appear in the Record of Depositors on 30 June 2015.

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

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 30 June 2015 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
YAU JYE YEE (MAICSA 7059233)
Company Secretaries

Kuala Lumpur
29 May 2015

- Explanatory Notes on Special Business
 - Item 1 of the Agenda
This Agenda item 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 Agenda item is not put forward for voting.
 - Ordinary Resolution 5 – Directors' Fees
The Resolution 5, if approved, will authorise the payment of Directors' fees pursuant to Article 97(a) of the Articles of Association.
 - Ordinary Resolution 6 – Authority to Issue Shares
The proposed ordinary resolution is intended to obtain the authority granted by the shareholders to the Directors of the Company to issue and allot shares of not more than ten per centum (10%) of the total issued share capital of the Company at any such time to such person in their absolute discretion. This is to avoid any delay and cost involved in convening an Extraordinary General Meeting to approve such an issue of shares. This authority, unless revoked or varied by the Company in an Extraordinary General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
The proposed ordinary resolution, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's current and/or future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in an Extraordinary General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Notes: -

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 June 2015 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at this meeting is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where the member appoints two (2) or more proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Companies Act 1965, shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.