

## SENI JAYA CORPORATION BERHAD

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

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Fourth Annual General Meeting of the Company will be held at Greens 2, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 16 June 2017 at 9:00 a.m. for the following purposes: -

#### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note 1]
2. To approve the declaration of a single-tier final dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2016. Resolution 1
3. 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:-
  - (a) Dato' Sri Anne Teo Resolution 2
  - (b) Mr. Lim Chee Khang Resolution 3
4. To re-appoint Dato' Blace Teo @ Teo Swee Cheng as Director of the Company. Resolution 4
5. To re-appoint Deloitte PLT (*converted from a conventional partnership, Deloitte on 3 January 2017*) as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Resolution 5

#### AS SPECIAL BUSINESS:

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

6. **ORDINARY RESOLUTION 1** Resolution 6  
**RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**"THAT to retain Dato' Sri Liew Lee Leong as an Independent Non- Executive Director of the Company until the conclusion of the next Annual General Meeting".**
7. **ORDINARY RESOLUTION 2** Resolution 7  
**DIRECTORS' FEES**  
**"THAT the payment of Directors' fees of RM144,000/- for the financial year ended 31 December 2016 be hereby approved."**
8. **ORDINARY RESOLUTION 3** Resolution 8  
**AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")**  
**"THAT subject to Sections 75 and 76 of the Companies Act 2016 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 number of issued shares 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."**
9. 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 Single-tier final dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2016, if approved by the shareholders at the Twenty-Fourth Annual General Meeting, will be paid on 14 July 2017 to shareholders whose names appear in the Record of Depositors on 30 June 2017.

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

- a. Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 30 June 2017 in respect of ordinary transfers; and
- b. 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

28 April 2017

#### 1. Explanatory Notes on Special Business

##### (a) Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

##### (b) Ordinary Resolution 4 – Re-appointment of Director

At the Twenty-Third Annual General Meeting ("23rd AGM") of the Company held on 31 May 2016, Dato' Blace Teo @ Teo Swee Cheng who is above the age of 70, was re-appointed to hold office until the conclusion of the Twenty-Fourth Annual General Meeting. His term of office will end at the conclusion of the Twenty-Fourth Annual General Meeting ("24th AGM") and he has offered himself for re-appointment.

The proposed Ordinary Resolution 4 if passed, will enable Dato' Blace Teo @ Teo Swee Cheng to continue to act as Director of the Company.

##### (c) Ordinary Resolution 6 – Retention of Independent Non-Executive Director

At the 23<sup>rd</sup> AGM of the Company, Dato' Sri Liew Lee Leong ("Dato' Sri Liew") was retained to hold office until the conclusion of the 24<sup>th</sup> AGM. His term of office will end at the conclusion of the 24<sup>th</sup> AGM and he has offered himself to continue in office as Independent Non-Executive Director.

The Board of Directors has via the Nomination Committee conducted an annual performance appraisal and assessment of Dato' Sri Liew who has served as Independent Non-Executive Director since 28 March 2008. Dato' Sri Liew has met the independent guidelines set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Board considers him to be independent. Recommendation was made on the following justifications:-

- i. Dato' Sri Liew has met the independent guidelines set out in Chapter 1 of Bursa Malaysia Main Market Listing Requirement.
- ii. Dato' Sri Liew has been with the Company for more than nine (9) years therefore understands the business operations of the Company.
- iii. Dato' Sri Liew actively participates and contributes to the discussion and deliberation of the Board and Board Committees. He is the Chairman of the Nomination Committee as well as the Audit Committee and a member of the Remuneration Committee. He has diligently attended all of the meetings held for the Board and Board Committees for the financial year ended 31 December 2016.
- iv. Dato' Sri Liew has exercised due care and diligence during his tenure as an Independent Non-Executive Director.

##### (d) Ordinary Resolution 7 – Directors' Fees

The Ordinary Resolution 7, if approved, will authorise the payment of Directors' fees pursuant to Article 97(a) of the Articles of Association of the Company.

##### (e) Ordinary Resolution 8 – Authority to Issue Shares

The above Ordinary Resolution, if passed, will give the Directors of the Company, an authority to allot shares in the Company for the time being for such purposes as the Directors consider would be in the best interests of the Company. This authority, unless revoked or varied by the Shareholders of the Company in General Meeting will be in force until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

#### Notes: -

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 June 2017 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
2. 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.
3. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy.
4. 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.
5. 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.
6. 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.