

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of SENTORIA GROUP BERHAD ("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, 8 March 2018 at 10.30 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 September 2017 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of the following fees to the Non-Executive Directors:
 - (i) RM384,000 for the financial year ended 30 September 2017. Resolution 1
 - (ii) RM8,000 per month with effect from 1 October 2017 until the conclusion of the 20th Annual General Meeting. Resolution 2
3. To approve payment of the following attendance allowances to the Non-Executive Directors from 1 February 2017 until the conclusion of the 20th Annual General Meeting: Resolution 3
 - (i) RM1,500 per Board/shareholders meeting for the Non-Executive Chairman of the Board and RM1,000 per Board/shareholders meeting for each of other Non-Executive Board Members; and
 - (ii) RM1,500 per Board committee meeting for the Non-Executive Board Members who are chairs of the Board committees and RM1,000 per Board committee meeting for Non-Executive Board Members who are members of the Board committees.
4. To re-elect the following Directors of the Company who retire pursuant to Article 86 of the Company's Constitution and who have offered themselves for re-election:
 - (i) Dato' Chan Kong San Resolution 4
 - (ii) Mr Wong Yoke Nyen Resolution 5
5. To re-appoint Messrs. Grant Thornton Malaysia (formerly known as SJ Grant Thornton) as Auditors of the Company and to hold office until the conclusion of the 20th Annual General Meeting at such remuneration to be determined by the Directors of the Company. Resolution 6

SPECIAL BUSINESS

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

6. **Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016** Resolution 7
 "THAT subject always to the Companies Act 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the approvals of any relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to the authority granted pursuant to this resolution, when aggregated with all shares issued pursuant to Sections 75 and 76 of the Act in the preceding 12 months (calculated in accordance with the MMLR) does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance of shares and such authority under this resolution shall continue in force until the conclusion of the 20th Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier, and that the Directors of the Company be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."
7. **Proposed renewal of authority for the Company to purchase its own shares** Resolution 8
 "THAT subject to compliance with all applicable laws, the Company's Constitution, and regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authorities:
 - (a) approval and authority be and are hereby given for the Company to utilise up to its total retained earnings, based on its latest audited financial statements available up to the date of transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares in the Company (as may be determined by the Directors of the Company) from Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interests of the Company provided that:
 - (i) the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of purchase; and
 - (ii) in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, re-sales and/or distributions of any of these shares so purchased, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceeding 10% of the total number of issued shares of the Company at the time of purchase.
 - (b) the approval and authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be valid and in force until:
 - (i) the conclusion of the next Annual General Meeting of the Company ("AGM");
 - (ii) the expiry of the period within which the next AGM is required by law to be held; or
 - (iii) revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first.
 - (c) approval and authority be and are given to the Directors of the Company, in their absolute discretion to:
 - (i) deal with the shares so purchased in the following manner:
 - (1) to cancel such shares;
 - (2) to retain such shares as treasury shares;
 - (3) to retain part of such shares as treasury shares and cancel the remainder of such shares; and/or
 - (4) in any other manner as may be prescribed by applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force,
 and such authority to deal with such shares shall continue to be valid until all such shares have been dealt with by the Directors of the Company.
 - (ii) deal with the existing treasury shares of the Company in the following manner:
 - (1) to cancel all or part of such shares;
 - (2) to distribute all or part of such shares as dividends to shareholders;
 - (3) to resell all or part of such shares on Bursa Securities in accordance with the relevant rules of Bursa Securities;
 - (4) to transfer all or part of such shares for the purposes of or under an employees' share scheme;
 - (5) to transfer all or part of such shares as purchase consideration; and/or
 - (6) in any other manner as may be prescribed by applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force,
 and such authority to deal with such shares shall continue to be valid until all such shares have been dealt with by the Directors of the Company.
 - (d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary to give effect to this resolution and, in connection therewith, to do all such acts and things as they may deem fit and expedient in the best interest of the Company."
8. **Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature** Resolution 9
 "THAT subject always to the Companies Act 2016 ("Act"), the Company's Constitution, other applicable laws, regulations, rules and regulations and the approvals of any relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company and its subsidiary companies to enter into the recurrent related party transactions of a revenue or trading nature with related parties as specified in Section 2.3 of the Circular to Shareholders dated 30 January 2018, provided that such transactions are necessary for the day-to-day operations; in the ordinary course of business and at arms' length based on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and are not detrimental to the minority shareholders of the Company ("Mandate") and that such approval shall continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting of the Company ("AGM") following this AGM at which the Mandate is passed, at which time it will lapse, unless by a resolution passed at that meeting, the Mandate is renewed; or
 - (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever is the earlier;
 AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary or expedient to give effect to the Mandate."
9. To transact any other ordinary business of which due notice shall have been given in accordance with the Company's Constitution or the Companies Act 2016.

By Order of the Board

DATUK TAN LEH KIAH
MS LIM CHIEN JOO
MS CHIN LEE CHYEN
Company Secretaries

Seri Kembangan, Selangor Darul Ehsan
30 January 2018

Notes:

1. A speaker shall not be regarded as a member entitled to attend this Annual General Meeting ("AGM") and to speak and vote thereat unless his/her name appears on the Record of Depositors as at 2 March 2018 (which is not less than three clear market days before the date of this AGM) issued by Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") in accordance with the rules of Bursa Depository.
2. A member entitled to attend, speak and vote at the meeting who is the holder of 2 or more shares is entitled to appoint not more than 2 proxies to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. Provided that having appointed a proxy to attend in his/her stead, if such member personally attends this AGM, his/her proxy shall be precluded from the meeting.
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, 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. The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised.
6. The Form of Proxy and the duly completed instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be lodged at 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.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all the resolutions set out in the Notice of this AGM will be put to vote by poll.

Explanatory Notes on Ordinary Businesses

1. **Audited Financial Statements for the financial year ended 30 September 2017**
 This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 ("Act") does not require the shareholders to formally approve the Audited Financial Statements. Hence, this item will not put forward for voting.
2. **Resolution 1 – Payment of Directors' Fees for the financial year ended 30 September 2017**
 Article 96 of the Company's Constitution ("Constitution") provides that Directors' Fees shall be determined by the Company in a general meeting.
 The Directors' Fees are solely for the Non-Executive Directors and are further disclosed in Note 26 to the Financial Statements and the Statement on Corporate Governance on pages 18 to 31 respectively of this Annual Report.
3. **Resolution 2 – Payment of Directors' Fees with effect from 1 October 2017 until the conclusion of the 20th Annual General Meeting**
 The rationale for the introduction of monthly fixed fees for the Non-Executive Directors is to commensurate and compensate them for their time and effort on an on-going basis for their service to the Company.
4. **Resolution 3 – Payment of attendance allowances to the Non-Executive Directors from 1 February 2017 until the conclusion of the 20th Annual General Meeting**
 The payment of attendance allowances to the Non-Executive Directors is to defray their travelling and other incidental costs for attending Board's, Board committees' and shareholders' meetings.
5. **Resolutions 4 and 5 – Re-election of Directors Pursuant to Article 86 of the Company's Constitution**
 Article 86 of the Constitution expressly states that at every AGM, one-third of the Directors for the time being, shall retire from office. In addition, Article 86 also states that all Directors shall retire from office at least once every three years. A retiring Director shall be eligible for re-election.

Dato' Chan Kong San and Mr Wong Yoke Nyen being eligible, have offered themselves for re-election at this AGM pursuant to the above article.

Both Dato' Chan and Mr Wong have undergone an annual assessment on their performance and contribution for the financial year ended 30 September 2017 by the Company's Nomination Committee ("NC") and based on this assessment, the Board recommends the re-election of Dato' Chan and Mr Wong. Both Dato' Chan and Mr Wong have abstained from all deliberations and decisions on their respective eligibility to stand for re-election at the relevant NC and/or Board meetings, and will continue to abstain from all deliberations and decisions on their respective eligibility to stand for re-election at this AGM.

6. Resolution 6 – Re-appointment of Auditors

Pursuant to Section 273(b) of the Act, the term of office of the present Auditors, Messrs Grant Thornton Malaysia (formerly known as SJ Grant Thornton), shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office. Messrs Grant Thornton Malaysia, have indicated their willingness to continue their service until the conclusion of the 20th AGM. The re-appointment of Messrs. Grant Thornton Malaysia as Auditors has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR.
 This proposed Resolution 6, if passed, will also give the Directors of the Company, the authority to determine the remuneration of the Auditors.

Explanatory Notes on Special Businesses

1. **Resolution 7 – Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016**
 The Company has not issued any new shares under the general mandate pursuant to Sections 75 and 76 of the Act for the issuance and allotment of shares up to 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance of shares, which was approved at the 18th AGM held on 8 March 2017 and which will lapse at the conclusion of this AGM. A renewal of this mandate is sought at this AGM as Resolution 7.
 This proposed Resolution 7, if passed, will give the Directors of the Company, from the date of this AGM, the authority to issue and allot shares from the unissued shares of the Company of up to 10% of the total number of shares (excluding treasury shares) of the Company at the time of issuance and for such purposes as the Directors of the Company may consider to be in the best interest of the Company. This authority, unless revoked or varied by the Company in general meeting will expire at the conclusion of the 20th AGM.
 This general mandate, if passed, will provide flexibility to the Directors of the Company to allot and issue shares for any possible fund raising activities, including but not limited to placement of shares, for the purposes of funding future investments, working capital, acquisitions and/or such other applications as the Directors of the Company deem fit.
2. **Resolution 8 – Proposed Renewal of Share Buy-Back Authority**
 The proposed Resolution 8, if passed, will empower the Directors to buy-back and/or hold up to a maximum of 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of purchase, by utilising the funds allocated which shall not exceed the total retained earnings of the Company, based on its latest audited financial statements available as of the date of the transaction. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM, or the expiration of period within which the next AGM is required by law to be held, whichever is earlier. The details of this proposal are set out in the Statement to Shareholders dated 30 January 2018, which is dispatched together with this Annual Report.
3. **Resolution 9 – Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature**
 The proposed Resolution 9, if approved, will allow the Company and its subsidiary companies to enter into recurrent related party transactions of a revenue and trading nature relating to sale of properties to related parties. The details of this proposal are set out in the Circular to Shareholders dated 30 January 2018, which is dispatched together with this Annual Report.