



SENI JAYA CORPORATION BERHAD
Registration No: 199301025122 (279860-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh ("27th") Annual General Meeting ("AGM") of Seni Jaya Corporation Berhad (the "Company") will be held at Greens 1, Golf Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 29 July 2020 at 9:00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note (1)] (Ordinary Resolution 1)
- To approve the payment of Directors' fees amounting to RM228,000/- for the financial year ended 31 December 2019. (Ordinary Resolution 1)
- To re-elect the following Directors who are due to retire pursuant to Clause 117 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - Dato' Sri Liew Lee Leong; and (Ordinary Resolution 2)
 - Dato' Shamsul Falak Bin Abdul Kadir (Ordinary Resolution 3)
- To re-appoint Messrs. Mazars PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

AS SPECIAL BUSINESS:

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

- ORDINARY RESOLUTION**
RETENTION OF DATO' SRI LIEW LEE LEONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR (Ordinary Resolution 5)
"THAT subject to the passing of Ordinary Resolution 2, Dato' Sri Liew Lee Leong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, be and is hereby retained as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance."
- ORDINARY RESOLUTION**
RETENTION OF DATO' SHAMSUL FALAK BIN ABDUL KADIR AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR (Ordinary Resolution 6)
"THAT subject to the passing of Ordinary Resolution 3, Dato' Shamsul Falak Bin Abdul Kadir who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance."
- ORDINARY RESOLUTION**
RETENTION OF MR. LIM CHEE KHANG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR (Ordinary Resolution 7)
"THAT Mr. Lim Chee Khang who would have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years from 27 September 2020 onwards, be and is hereby retained as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance."
- ORDINARY RESOLUTION**
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 (Ordinary Resolution 8)
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (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;
AND FURTHER 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 shall have been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)

YAU JYE YEE (SSM PC NO. 202008000733) (MAICSA 7059233)

Company Secretaries

Kuala Lumpur
29 June 2020

Explanatory Notes:-

- Item (1) of the Agenda - To receive the Audited Financial Statements for the financial year ended 31 December 2019**
This Agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Act, the audited financial statements do not require a formal approval of the shareholders. Hence, this Agenda item will not put forward for voting.
The Annual Report 2019 which includes the Audited Financial Statements, Directors' Report and Independent Auditors' Report will be presented to the meeting. The shareholders can access a copy of the Annual Report 2019 at Seni Jaya Corporation Berhad's website, www.senijayacorp.com.
The Chairman will give the shareholders an opportunity to ask question about, and make comments on the financial statements and reports and Seni Jaya Corporation Berhad's performance.
The shareholders will also be given an opportunity to ask the representative(s) of the Company's Auditors, Messrs. Mazars PLT, questions relevant to audit matters, including the Auditors' Report.
- Ordinary Resolution 1 – Directors' Fees**
Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.
The proposed Resolution 1, if approved, will authorise the payment of Directors' fees for the financial year ended 31 December 2019 of RM228,000/- (2018: RM228,000/-).
- Ordinary Resolution 5 – Retention of Independent Non-Executive Director**
At the Twenty-Sixth ("26th") AGM of the Company, Dato' Sri Liew Lee Leong ("Dato' Sri Liew") was retained to hold office until the conclusion of the 27th AGM. Dato' Sri Liew was appointed as Independent Non-Executive Director of the Company on 28 March 2008. Therefore, he has on 27 March 2020 served the Board in that capacity for a cumulative of more than twelve (12) years, offered himself to continue in office as an Independent Non-Executive Director of the Company.
The Board of Directors has vide the Nomination Committee, after having assessed of the independence of Dato' Sri Liew, regards him to be independent based amongst others, the following justifications and recommends that Dato' Sri Liew be retained as an Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process as described in the Guidance to Practice 4.2 of the Malaysian Code on Corporate Governance:-
 - Dato' Sri Liew has met the independent guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities.
 - Dato' Sri Liew has been with the Company for more than twelve (12) years, therefore understands the business operations of the Group.
 - Dato' Sri Liew actively participates and contributes to the discussions and deliberations of the Board and Board Committees meetings. He has diligently attended all of the meetings held for the Board and the Board Committees for the financial year ended 31 December 2019.
 - Dato' Sri Liew has exercised due care and diligence during his tenure as the Independent Non-Executive Director of the Company.
- Ordinary Resolutions 6 and 7 – Retention of Independent Non-Executive Directors**
At the Twenty-Sixth ("26th") AGM of the Company, Dato' Shamsul Falak Bin Abdul Kadir ("Dato' Shamsul") was retained to hold office until the conclusion of the 27th AGM.
Dato' Shamsul was appointed as an Independent Non-Executive Director of the Company on 22 January 2009. Therefore, he has served the Board in that capacity for a cumulative of more than nine (9) years. He has offered himself to continue in office as an Independent Non-Executive Director of the Company, Mr. Lim Chee Khang ("Mr. Lim") was appointed as an Independent Non-Executive Director of the Company on 28 September 2011. Therefore, he would have served the Board in the capacity for a cumulative term of more than nine (9) years from 27 September 2020 onwards. He has offered himself to continue in office as an Independent Non-Executive Director of the Company.
In accordance with the Malaysian Code on Corporate Governance, prior approval should be obtained from the shareholders at the 27th AGM, to enable Mr. Lim to continue in office as Independent Non-Executive Director before he reaches the nine (9) years term limit on 27 September 2020.
The Board of Directors has vide the Nomination Committee, after having assessed of the independence of Dato' Shamsul and Mr. Lim, regards themselves to be independent based amongst others, the following justifications and recommends that Dato' Shamsul and Mr. Lim be retained as Independent Non-Executive Directors of the Company:-
 - They have met the independent guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities.
 - Dato' Shamsul has been with the Company for more than nine (9) years and Mr. Lim would have been with the Company for more than (9) years and therefore understand the business operations of the Group.
 - They actively participate and contribute to the discussions and deliberations of the Board and Board Committees meetings. They have diligently attended all of the meetings held for the Board and the Board Committees for the financial year ended 31 December 2019.
 - They have exercised due care and diligence during their tenure as the Independent Non-Executive Directors of the Company.
- Ordinary Resolution 8 – Authority to Issue Shares pursuant to the Act**
The proposed Ordinary Resolution 8 is to seek a renewal of the general mandate which was approved at the 26th AGM of the Company held on 27 June 2019 and which will lapse at the conclusion of the 27th AGM.
The general mandate, if approved, will give a renewal mandate to the Directors of the Company, an authority to allot and issue new ordinary shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors may in their discretion deem expedient in the best interest of the Company, subject to compliance with the relevant regulatory requirements. This renewed mandate, unless earlier revoked or varied by the shareholders of the Company at a general meeting, will expire at the next AGM of the Company.
As at the date of this Notice, the Authority to Issue Shares granted by the shareholders at the 26th AGM of the Company had not been utilised and hence, no proceeds were raised therefrom.

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 July 2020 ("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 shall be entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend and vote at the meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, 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. All the resolutions set out in this Notice are to be voted by poll.



SENI JAYA CORPORATION BERHAD
[Registration No. 199301025122 (279860-X)]
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS/PROXIES ATTENDING THE TWENTY-SEVENTH ANNUAL GENERAL MEETING ("27TH AGM")

Dear shareholders/proxies of the Company,

The 27th AGM of the Company will be held as follows: -

Day and Date : Wednesday, 29 July 2020
Time : 9:00 a.m.
Venue : Greens 1, Golf Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan

In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 July 2020 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.

If you are unable to attend the 27th AGM and wish to appoint a proxy to attend and vote on your behalf at the 27th AGM, you may deposit your proxy form at the Share Registrar's office of the Company, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 27th AGM, i.e. on or before Monday, 27 July 2020 at 9:00 a.m.

Please note that the following documents of the Company are available at our Company's corporate website, <http://www.senijayacorp.com/index.html>: -

- (a) Notice of the 27th AGM and Proxy Form; and
- (b) Annual Report for the financial year ended 31 December 2019 ("**Annual Report 2019**").

GUIDANCE REGARDING THE 27TH AGM

In compliance with the General Standard Operating Procedures ("**SOP**") on Event Implementation of Government and Private Institutions issued by the Malaysian National Security Council ("**MKN**") ("**MKN's SOP**") as well as the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers ("**Guidance Note**") issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 11 June 2020, 18 June 2020 and 24 June 2020 respectively, the Company would be implementing the following precautionary measures to minimise possible COVID-19 transmission:-

(1) Prior registration of attendance

Shareholders who wish to attend the 27th AGM in person are requested to pre-register and provide the following details by email to our Share Registrar, Securities Services (Holdings) Sdn. Bhd. at info@sshhsb.com.my during the period from Monday, 29 June 2020, 9:00 a.m. to Monday, 27 July 2020, 9:00 a.m.:-

- (a) Name of the Company i.e. Seni Jaya Corporation Berhad;
- (b) Full name;

- (c) Identity card no. / Passport no.;
- (d) Contact phone number (optional) for better co-ordination; and
- (e) Central Depository System ("CDS") account number(s).

This is to allow the Company to make the necessary arrangement at the 27th AGM day including in relation to the logistics.

(2) Health Screening Counter – Prior to the Meeting Registration Counter

- (a) As directed by the MKN's SOP, prior to the conduct of Meeting Registration of 27th AGM by the Company's Share Registrar, it is mandatory for the Company to conduct health screening on all attendees of the 27th AGM.
- (b) A Health Screening Counter will be set up at the main entrance of the Meeting Venue to conduct body temperature screening on all attendees as well as to administer and receive Health Declaration Form completed by individual attendees. Attendees having a body temperature exceeding 37.5°C and/or exhibiting one or more of the symptoms such as fever, dry, cough, tiredness, sore throat, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath will not be allowed to attend and participate in the 27th AGM. Such attendees must seek medical attention immediately.
- (c) If you have travelled overseas to China (including mainland China, SAR Hong Kong, SAR Macau and Taiwan), Italy, Iran, South Korea, Japan and other affected countries in the past 14 days or if a person is unwell with fever, dry cough, tiredness, sore throat, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, you must seek medical attention and quarantine yourself at home, if so advised by your doctor. Under such circumstances, you are advised to appoint the Chairman of the 27th AGM as your proxy to attend and vote on your behalf at the 27th AGM.
- (d) Generally, if you:-
 - (i) feel unwell before the 27th AGM;
 - (ii) have been placed on quarantine orders or stay-at-home notices; or
 - (iii) have a travel history to certain countries/regions in the specified period preceding the 27th AGM, as announced by the Ministry of Health, you should refrain from attending the 27th AGM in person, and instead are strongly encouraged to appoint the Chairman of the 27th AGM as your proxy to attend and vote on your behalf at the 27th AGM.
- (e) Attendees are strongly encouraged to wear face mask throughout the 27th AGM and practice good hygiene habits, including but not limited to the use of hand sanitiser.

(3) Meeting Registration Counter

- (a) Registration for the 27th AGM will commence at 8:00 a.m.
- (b) Please present your original MyKad/passport to the registration staff for verification.
- (c) Upon verification, you are required to write your name, mobile phone number and sign the Attendance List placed on the registration table.
- (d) You will be given an identification wristband and you must wear the identification wristband throughout the 27th AGM as no person will be allowed to enter the meeting room without the identification wristband. There will be no replacement in the event you lose or misplace the identification wristband.

- (e) If you are attending the meeting as a shareholder as well as a proxy, you will be registered once and will be given only one identification wristband to enter the meeting room.
- (f) No person will be allowed to register on behalf of another person even with the original MyKad/passport of the other person.
- (g) Social distance of at least one meter should be observed when awaiting for your turn to facilitate meeting registration.
- (h) **Help Desk**
 - (aa) Please proceed to the Help Desk for any clarification or queries apart from registration details.
 - (bb) The Help Desk will also handle revocation of proxy's appointment.

(4) Mandatory Registration using "MySejahtera" application ("App")

- (a) As directed by the MKN's SOP, in addition to the Meeting Registration to be conducted by the Company's Share Registrar, all attendees are required to register their attendance via the "**MySejahtera App**" using attendee's own smart mobile phone by scanning the **QR code** provided (Attendees are required to download and installed the said App onto their smart mobile phone).
- (b) Attendees who do not possess smart mobile phones must be manually registered at the Health Screening Counter for such purpose.

(5) Seating arrangement

- (a) As a precautionary measure, the Company reserves the right to limit the number of physical attendees to be accommodated at the Meeting Venue.
- (b) Social distancing would be practiced at all times. Attendees should maintain at least one meter distance between each other.
- (c) Seats at the 27th AGM venue would be placed at least one meter apart from another.
- (d) Attendees should only be seated on clearly marked or demarcated area.

(6) Refreshments and door gifts

- (a) Limited packed food shall be provided to the attendees on a **first-come-first-serve** basis upon the conclusion of the 27th AGM.
- (b) Social distance of at least one meter must be observed by attendees whilst awaiting for collection of packed food as well as consumption of packed food.
- (c) Attendees are encouraged to take away the packed food for consumption. In the event the packed food is to be consumed at the Meeting Venue, attendees should observe social distance of at least one meter between each other as well as to avoid large congregation at a single area.
- (d) **NO** door gifts shall be provided to the attendees for the 27th AGM.

(7) Submission of Questions prior to 27th AGM

The shareholders are encouraged to submit questions ahead of the 27th AGM and email your questions to Ms. Swee Heng (sweeheng@senijayacorp.com) latest by Monday, 27 July 2020 at 9:00 a.m.

The Company will endeavour to answer to your questions at the 27th AGM if time permitted or by email after the 27th AGM. A written record of the questions and answers would be published in the key summary matters of the AGM (to be uploaded by the Company in its corporate website in due course).

The 27th AGM proceedings will focus on the proposed resolutions with a view to minimising crowd gathering time in an enclosed environment.

The Company will continue to monitor the COVID-19 situation and may adopt further procedures and measures at the 27th AGM day to ensure the applicable directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the Malaysian National Security Council, and other relevant authorities to curb the spread of COVID-19 are abided by.

ENQUIRY

Should you require any enquiries on the above, kindly contact the following designated persons during the normal office hours on Mondays to Fridays from 8:30 a.m. to 5:30 p.m. (except for public holidays):-

(1) Share Registrar

Securities Services (Holdings) Sdn. Bhd.
Mr. Wong Piang Yoong, Senior Manager
Puan Nurhayati Ang, Assistant Manager
Tel no.: +603-2084 000 / +603-2084 9168
Fax no.: +603-2094 9940 / +603-2095 0292
E-mail: piang.yoong.wong@sshsb.com.my / Nurhayati.Ang@sshsb.com.my

(2) Seni Jaya Corporation Berhad

Ms. Swee Heng
Tel no.: +603-2732 9405
Fax no.: +603-2732 9406
E-mail: senijaya@senijayacorp.com

We thank you for your continued support.