

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second (22nd) Annual General Meeting of **SENTORIA GROUP BERHAD** ("the Company") will be held and conducted on a fully virtual basis through live streaming with an online remote participation and voting provided by V-cube Malaysia Sdn Bhd from the Broadcast Venue at B01-A-09, Menara 2, KL Eco City, 3, Jalan Bangsar, 59200 Kuala Lumpur, Malaysia, on Wednesday, 8 September 2021 at 10.30 a.m. to transact the following businesses:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Directors' and Auditors' Reports thereon. (Explanatory Note 1)
- To approve the payment of Directors' Fees of RM6,000 per month to each of the Non-Executive Directors from the conclusion of the 22nd Annual General Meeting until the conclusion of the 23rd Annual General Meeting. **Ordinary Resolution 1**
(Explanatory Note 2)
- To approve the payment of the following attendance allowances to the Non-Executive Directors from the conclusion of the 22nd Annual General Meeting until the conclusion of the 23rd Annual General Meeting:
 - 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
 - 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.
- To re-elect the following Directors who retire pursuant to Article 142 of the Company's Constitution and who have offered themselves for re-election:
 - Dato' Chan Kong San
 - Mr. Wong Yoke Nyen
- To appoint Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 31 March 2022 at such remuneration to be determined by the Directors.

SPECIAL BUSINESS

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

- Continuation in office as Senior Independent Non-Executive Director**
"THAT approval be hereby given to Mr. Wong Yoke Nyen, whose tenure will reach a cumulative terms of nine (9) years on 8 October 2021, to continue in office as Senior Independent Non-Executive Director of the Company in accordance with the Malaysia Code on Corporate Governance until the conclusion of the next Annual General Meeting." **Ordinary Resolution 6**
(Explanatory Note 6)
- Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016**
"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors of the Company be hereby authorised and empowered pursuant to the Act, to issue and allot shares in 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 the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, to be utilised until 31 December 2021 as empowered by Bursa Securities pursuant to Bursa Securities's letter dated 16 April 2020 to grant additional temporary relief measures to the listed issuers and thereafter, does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being as stipulated under Paragraph 6.03(1) of Bursa Securities Main Market Listing Requirements ("MMLR") to be utilised at the time of issuance of shares and such authority under this resolution shall continue in force until the conclusion of the 23rd Annual General Meeting or when it is required by law to be held, whichever is earlier, and THAT the Directors 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." **Ordinary Resolution 7**
(Explanatory Note 7)
- Proposed renewal of authority for the Company to purchase its own shares**
"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:
 - approval and authority be 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) from Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company provided that:
 - 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
 - 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.
 - 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:
 - the conclusion of the next Annual General Meeting ("AGM");
 - the expiry of the period within which the next AGM is required by law to be held; or
 - revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting,
 whichever occurs first.
 - approval and authority be given to the Directors, in their absolute discretion to:
 - deal with the shares so purchased in the following manner:
 - to cancel such shares;
 - to retain such shares as treasury shares;
 - to retain part of such shares as treasury shares and cancel the remainder of such shares; and/or
 - 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.
 - deal with the existing treasury shares of the Company in the following manner:
 - to cancel all or part of such shares;
 - to distribute all or part of such shares as dividends to shareholders;
 - to resell all or part of such shares on Bursa Securities in accordance with the relevant rules of Bursa Securities;
 - to transfer all or part of such shares for the purposes of or under an employees' share scheme;
 - to transfer all or part of such shares as purchase consideration; and/or
 - 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.
 - approval and authority be given to the Directors 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."
- Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature and proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature**
"THAT subject always to the Companies Act 2016 ("Act"), the Company's Constitution, other applicable laws, guidelines, 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 any of the transactions falling within the types of existing renewal and additional 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 July 2021, 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:
 - the conclusion of the next Annual General Meeting ("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
 - the expiration of the period within which the next AGM after that date 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
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,
 whichever is the earlier;
AND THAT authority be hereby given to the Directors 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."

- 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 MAICSA No.: 0719692 SSM PC No.: 201908002912 Company Secretary	LIM CHIEN JOO (MS) MAICSA No.: 7063152 SSM PC No.: 201908004025 Company Secretary	CHIN LEE CHYEN (MS) MAICSA No.: 7055910 SSM PC No.: 202008001611 Company Secretary
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Seri Kembangan, Selangor Darul Ehsan, Malaysia
30 July 2021

NOTES:

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the 22nd AGM will be held and conducted on a fully virtual basis through live streaming with an online remote participation and voting provided by V-cube Malaysia Sdn Bhd from the Broadcast Venue at B01-A-09, Menara 2, KL Eco City, 3, Jalan Bangsar, 59200 Kuala Lumpur, Malaysia. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 22nd AGM. Shareholders are advised to refer to the Administrative Guide.
- For the purpose of determining who shall be entitled to attend this AGM remotely, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 1 September 2021** (which is not less than three clear market days before the date of this AGM). Only a shareholder whose name appears on this Record of Depositors, shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her behalf at the AGM.
- A shareholder entitled to attend, speak and vote at this AGM, who is the holder of two (2) or more shares is entitled to appoint not more than 2 proxies to attend, speak and vote at this AGM in his/her stead. A proxy may but need not be a shareholder of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a shareholder appoints two (2) 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 shareholder personally attends this AGM, his/her proxy shall be precluded from the meeting. Such attendance by the shareholder has to be informed by the shareholder at least forty-eight (48) hours before the convening of the AGM.
- Where a shareholder 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.
- 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.
- A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to attend, speak and vote at this virtual AGM, must request his/her proxy(ies) or attorney(s) or authorised representative(s) to register himself/herself at <https://cutt.ly/DQydkYK>. Please follow the procedures in Administrative Guide.
- The appointment of proxy may be made in a hard copy form or by electronic form. In the case of an appointment made in hard copy form, the Form of Proxy must be deposited at the following address:-
Poll Administrator of Sentoria Group Berhad
54B, Damai Complex,
Jalan Lumut, 50400 Kuala Lumpur, Malaysia.
In the case of electronic appointment, the Form of Proxy must be electronically lodged to the Company, by emailing to investor@sentoria.com.my or e-registered at <https://cutt.ly/DQydkYK>. Kindly refer to the Administrative Guide on the procedures for electronic lodging of Form of Proxy. All Form of Proxy submitted must be received by the Company, not less than forty-eight (48) hours before the time appointed for holding this AGM or any adjournment thereof.
- Please ensure ALL the particulars as required in the hard copy of the Form of Proxy are completed, signed and dated accordingly.
- Last date and time for lodging the Form of Proxy is on **Monday, 6 September 2021 at 10.30 a.m.**
- Pursuant to Paragraph 8.29A(1) of the MMLR, all the resolutions set out in the Notice of this AGM will be put to vote by poll.

Explanatory Notes

- Audited Financial Statements for the financial year ended 31 March 2021**
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.
- Ordinary Resolution 1 – Payment of Directors' Fees from the conclusion of the 22nd Annual General Meeting until the conclusion of the 23rd Annual General Meeting**
Article 104 of the Company's Constitution ("Constitution") provides that Directors' Fees shall be determined by the Company in a general meeting.
The payment of monthly fixed fees to 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.
The full details of Directors' Fees paid during the financial year ended 31 March 2021 are further disclosed on pages 25 to 26 of this Annual Report.
- Ordinary Resolution 2 – Payment of attendance allowances to the Non-Executive Directors from the conclusion of the 22nd Annual General Meeting until the conclusion of the 23rd 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.
The full details of attendance allowances paid to Non-Executive Directors during the financial year ended 31 March 2021 are further disclosed on pages 25 to 26 of this Annual Report.
- Ordinary Resolution 3 and 4 – Re-election of Directors Pursuant to Article 142 of the Company's Constitution**
Article 142 of the Constitution expressly states that at every Annual General Meeting, one-third (1/3) of the Directors (including a Managing Director or an Executive Director) shall retire from office. In addition, Article 142 also states that all Directors including a Managing Director or an Executive Director shall retire from office at least once every three years. A retiring Director shall be eligible for re-election.
Both, Dato' Chan Kong San and Mr Wong Yoke Nyen, being eligible, have offered themselves for re-elections at this AGM pursuant to the above article.
Both, Dato' Chan and Mr Wong, have undergone an annual assessment on their performances and contributions for the financial year ended 31 March 2021 by the Company's Nomination Committee ("NC") and based on this assessment, the Board has recommended the re-elections 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-elections 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.
- Ordinary Resolution 5 – Appointment of Auditors**
Pursuant to Section 273(b) of the Act, the term of office of the present Auditors, Grant Thornton Malaysia PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office. Grant Thornton Malaysia PLT, have indicated their willingness to be appointed as the Auditors for the financial year ending 31 March 2022. The appointment of Grant Thornton Malaysia PLT as Auditors has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR.
This proposed Ordinary Resolution 5, if passed, will also give the Directors, the authority to determine the remuneration of the Auditors.
- Ordinary Resolution 6 – Continuation in office as Senior Independent Non-Executive Director**
Mr Wong Yoke Nyen ("Mr Wong") was appointed as Independent Non-Executive Director ("INED") since 8 October 2012 and was re-designated as Senior INED on 30 September 2020. The Board had assessed the independence of Mr Wong and had via the Nomination Committee conducted an assessment on the contribution of Mr Wong at meetings held on 31 May 2021 and has recommended that Mr Wong, whose tenure will reach a cumulative term of 9 years on 8 October 2021, be allowed to continue to act as Senior Independent Non-Executive Director of the Company based on the following justifications:-
 - He fulfils the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he is able to provide a check and balance by bringing an element of objectivity and independent judgement to the Board's deliberations;
 - His vast experience in the accounting, finance and audit enables him to provide the Board and Board Committees with a diverse set of experience, expertise and independent judgement;
 - He has shown high commitment and devoted sufficient time and efforts and attended all the Board and Board Committees Meetings for informed and balanced decision making;
 - He actively participated in Board and Board Committees' discussion and provided an independent voice; and
 - He fulfilled his role with due care and out his professional duties as Senior Independent Non-Executive Director of the Company in the interest of the Company and shareholders.
 The proposed Ordinary Resolution 6, if passed, will allow Mr Wong to continue acting as Senior Independent Non-Executive Director to fulfill the requirements of Paragraph 3.04 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and to be in line with the Practice No. 4.2 of the Malaysian Code of Corporate Governance.
- Ordinary 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 Section 75 and 76 of the Act for the issuance and allotment of shares up to 20% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance of the shares, which was approved at the 21st AGM held on 30 September 2020 and which will lapse at the conclusion of this AGM. A renewal of this mandate is sought at this AGM as Ordinary Resolution 7.
The proposed Ordinary Resolution 7, if passed, will give authority to the Directors of the Company to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors of the Company in their absolute discretion, consider to be in the interest of the Company without having to convene a general meeting. The 20% general mandate shall continue to be in force until 31 December 2021 and shall be reinstated to 10% general mandate from 1 January 2022 until the conclusion of the next AGM. This authority, unless revoked or varied by the Company in general meeting will expire at the conclusion of the 23rd AGM.
This general mandate, if passed, will provide flexibility to the Directors to allot and issue shares for any possible fundraising 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 deem fit without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.
- Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority**
The proposed Ordinary 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 July 2021.
- Ordinary Resolution 9 – Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature and proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature**
The proposed Ordinary Resolution 9, if approved, will allow the Company and its subsidiary companies to enter into renewal of existing recurrent related party transactions ("RRPT") and additional RRPT of a revenue and trading nature with the related party as specified in Section 2.3 of the Circular to Shareholders dated 30 July 2021, which is issued with this Annual Report. The details of this proposal are set out in the Circular to Shareholders dated 30 July 2021.