

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Seni Jaya Corporation Berhad (“Company”) will be conducted fully virtual through online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd on Monday, 13 December 2021 at 10.00 a.m. for the purpose of considering and if thought fit, passing or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 14,560,000 NEW ORDINARY SHARES IN SENI JAYA CORPORATION BERHAD (“SJC”) (“SJC SHARES” OR “SHARES”) (“PLACEMENT SHARES”), REPRESENTING APPROXIMATELY 20% OF THE ENLARGED NUMBER OF ISSUED SJC SHARES ASSUMING THE FULL EXERCISE OF THE OUTSTANDING WARRANTS 2021/2026, AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)

“THAT, subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“Board”) to allot and issue up to 14,560,000 new ordinary shares in the Company (“SJC Shares” or “Shares”) (“Placement Shares”), representing approximately 20% of the enlarged number of issued SJC Shares assuming the full exercise of the outstanding warrants 2021/2026, by way of private placement to independent third-party investor(s) to be identified later in one or more tranches, at an issue price of each tranche to be determined and fixed by the Board at a later date after all the relevant approvals have been obtained. In the event that the Proposed Private Placement is implemented in tranches, the number of Placement Shares shall not exceed 20% of SJC issued Shares at any point of time. The issue price of each tranche of the Placement Shares will be issued based on a discount of not more than 10% to the 5-day volume weighted average market price of SJC Shares up to and including the last trading day immediately preceding the price fixing date(s);

THAT, such Placement Shares shall upon allotment and issuance, rank equally in all respects with the then existing in SJC Shares in issue, save and except that they will not be entitled to any dividend, right, allotment and/or distribution, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

AND THAT, the Board be and are hereby authorised to do all such acts and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Private Placement and to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of our Company and/or as may be required by the relevant authorities and to take all steps and actions as they may deem necessary or expedient in order to implement, finalise and give full effect to and complete the Proposed Private Placement.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 262,079,985 NEW ORDINARY SHARES SJC (“BONUS SHARE(S)”) ON THE BASIS OF 3 BONUS SHARES FOR EVERY 1 EXISTING SJC SHARE HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF SHARES”)

“THAT, subject to the approvals of all relevant authorities or parties (where required) being obtained, approval be and hereby given to the Board of Directors of the Company (“Board”) to issue up to 262,079,985 Bonus Shares in the share capital of the Company credited to the shareholders whose names appear on the Record of Depositors of the Company at the close of business at 5.00 p.m. on a day to be determined and announced by the Board (“Entitled Shareholders”) on the basis of 3 Bonus Shares for every 1 existing SJC Share held by the Entitled Shareholders;

THAT fractional entitlements of Bonus Shares arising from the Proposed Bonus Issue of Shares, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing Shares. However, the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

BY ORDER OF THE BOARD**TAN TONG LANG (SSM PC NO. 201908002253) (MAICSA 7045482)**

Company Secretary

Selangor

26 November 2021

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 December 2021 (“General Meeting Record of Depositors”) shall be eligible to attend and vote at the Meeting.
- A member entitled to participate, and vote at this meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak 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.
- With the Remote Participation and Voting (“RPV”) facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the EGM.
As guided by the Securities Commission Malaysia’s Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate via real time submission of typed texts through the RPV Q&A platform at www.swsb.com.my provided by ShareWorks Sdn Bhd during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to ir@shareworks.com.my or technical support at 03-62011120 during the EGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded via broadcast by the Chairman, Board of Directors and/or Management during the Meeting.
- 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, 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 duly notarised certified copy of that power or authority, shall be deposited at the registered office of the Company at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not later than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the EGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the registered office of the Company at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than twenty-four (24) hours before the time stipulated for holding the EGM or any adjournment thereof. Please follow the pre-register procedures as set out in the Administrative Guide of EGM. Please contact the poll administrator, ShareWorks Sdn Bhd, at 03-6201 1120 for further assistance.