

# SENTORIA

Build a Better Tomorrow

## SENTORIA GROUP BERHAD

[Registration No: 199801007217 (463344-K)]  
(Incorporated in Malaysia)

### NOTICE OF 24TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fourth (24th) Annual General Meeting of **SENTORIA GROUP BERHAD** ("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 Streaming Venue at BO1-A-09, Menara 2, KL Eco City 3, Jalan Bangsar, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia, on Friday, 29 March 2024 at 10:30 a.m. to transact the following businesses:

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial period ended 30 September 2023 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees of RM7,000 per month to the Non-Executive Chairman and RM6,000 per month to each of the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting.
- To approve the payment of the following attendance allowances to the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting:
  - RM1,000 per Board/shareholders meeting for the Non-Executive Chairman of the Board and RM500 per Board/shareholders meeting for each of other Non-Executive Board Members; and
  - RM750 per Board committee meeting for the Non-Executive Board Members who are chairs of the Board committees and RM500 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
  - Datin Sri Lim Mooi Lang
- To re-elect the following Directors who retire pursuant to Article 103 of the Company's Constitution and who has offered themselves for re-election:
  - Datuk Dr. Ras Adiba Binti Mohd Radzi
  - Dr. Lim Zhao Qi
  - Mr. Lim Poh Seong
- To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 30 September 2024 at such remuneration to be determined by the Directors.

(Explanatory Note 1)

#### Ordinary Resolution 1 (Explanatory Note 2)

#### Ordinary Resolution 2 (Explanatory Note 3)

#### Ordinary Resolution 3 Ordinary Resolution 4 (Explanatory Note 4)

#### Ordinary Resolution 5 Ordinary Resolution 6 Ordinary Resolution 7 (Explanatory Note 5)

#### Ordinary Resolution 8 (Explanatory Note 6)

#### Ordinary Resolution 9 (Explanatory Note 7)

#### SPECIAL BUSINESS

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

- Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of Pre-Emptive Rights pursuant to the Companies Act 2016**

#### Ordinary Resolution 9 (Explanatory Note 7)

"**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever 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 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

**AND THAT** pursuant to Section 85 of the Companies Act 2016 read together with Article 68 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Companies Act 2016."

- 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

Seri Kembangan, Selangor Darul Ehsan  
31 January 2024

#### NOTES:

- The 24th 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 Streaming Venue at BO1-A-09, Menara 2, KL Eco City 3, Jalan Bangsar, 59200 Kuala Lumpur, W.P. 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 24th 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 22 March 2024** (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 [bit.ly/Sentoria24thAGM\\_Proxy](http://bit.ly/Sentoria24thAGM_Proxy). 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  
No. 6-2, Level 2, Plaza Crystalville II,  
No. 6, Jalan 22B/70A, Desa Sri Hartamas,  
50480 W.P. Kuala Lumpur, Malaysia.

In the case of electronic appointment, the Form of Proxy must be lodged to the Company, by emailing to [investor@sentoria.com.my](mailto:investor@sentoria.com.my) or e-registered at [bit.ly/Sentoria24thAGM\\_Proxy](http://bit.ly/Sentoria24thAGM_Proxy).

Kindly refer to the Administrative Guide on the procedures for electronic lodgement 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 **Wednesday, 27 March 2024 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

##### 1. Audited Financial Statements for the financial period ended 30 September 2023

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. Ordinary Resolution 1 – Payment of Directors' Fees from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th 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 Chairman and Non-Executive Directors are 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 period ended 30 September 2023 are further disclosed in Corporate Governance Overview Statement of this Annual Report.

##### 3. Ordinary Resolution 2 – Payment of attendance allowances to the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th 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 period ended 30 September 2023 are further disclosed in Corporate Governance Overview Statement of this Annual Report.

##### 4. Ordinary Resolutions 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 ("Dato' Chan") and Datin Sri Lim Mooi Lang ("Datin Sri Lim") being eligible, have offered themselves for re-election at this AGM pursuant to the above article.

Dato' Chan is the Joint Managing Director, and he is jointly responsible in managing the Group's business operation and is able to provide valuable input to boost the Group's performance.

Datin Sri Lim has demonstrated her exercise of independence at the Board and Board Committees meetings and has met the criteria of independence as set out in the MMLR of Bursa Malaysia Securities Berhad.

Both, Dato' Chan and Datin Sri Lim have undergone an annual assessment on their performance and contribution for the financial period ended 30 September 2023 by the Company's Nomination and Remuneration Committee ("**NRC**") and based on this assessment, the Board has recommended the re-election of Dato' Chan and Datin Sri Lim. Both, Dato' Chan and Datin Sri Lim have abstained from all deliberations and decisions on their respective eligibility to stand for re-election at the relevant NRC 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.

##### 5. Ordinary Resolutions 5 to 7 – Re-election of Directors Pursuant to Article 103 of the Company's Constitution

Article 103 of the Constitution expressly states that the Directors shall have power at any time and from time to time to appoint any other qualified person as Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to Article 102 and any Director so appointed shall hold office only until the next annual general meeting of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Datuk Dr. Ras Adiba Mohd Radzi ("Datuk Dr. Ras Adiba"), Dr. Lim Zhao Qi ("Dr. Lim") and Mr. Lim Poh Seong ("Mr. Lim") were appointed as Independent Non-Executive Directors of the Company on 5 January 2024. Datuk Dr. Ras Adiba, Dr. Lim and Mr. Lim are standing for re-election at the 24th AGM and being eligible, have offered themselves for re-election as Directors of the Company pursuant to the above article.

##### 6. Ordinary Resolution 8 – Re-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 Auditors for the financial year ending 30 September 2024. 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 8, if passed, will also give the Directors, the authority to determine the remuneration of the Auditors.

##### 7. Ordinary Resolution 9 - Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of Pre-Emptive Rights pursuant to the Companies Act 2016

The proposed Ordinary Resolution 9, 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 issued shares (excluding treasury shares) of the Company at the time of issuance and for such purposes as the Directors may consider to be in the best interest of the Company without having to convene a general meeting. This authority, unless revoked or varied by the Company in general meeting will expire at the conclusion of the 25th 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.

The waiver of pre-emptive rights will allow the Directors to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this Notice, a total of 55,700,000 Placement Shares have been issued and allotted on 29 March 2023 and 11 May 2023 respectively pursuant to the mandate granted to the Directors at the 23rd AGM held on 28 September 2022 and which will lapse at the conclusion of the 24th AGM. The details of the 2 tranches are as follows:-

No.	Date of allotment	Issue price per share (RM)	Total Number of Private Placement	Proceeds (RM)
1.	29 March 2023	0.0600	25,000,000	1,500,000
2.	11 May 2023	0.0550	30,700,000	1,688,500
<b>TOTAL</b>			<b>55,700,000</b>	<b>3,188,500</b>

For the details of the status of utilization of the proceeds, please refer to Additional Compliance Information of the Annual Report.