

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** THAT the Eighteenth Annual General Meeting of SENTORIA GROUP BERHAD ("Company") will be held at Arabian Ballroom 3, Bukit Gombang M.I.C.E Centre, Arabian Bay Resort, Bukit Gombang Resort City, 26300 Gombang, Pahang Darul Makmur on Wednesday, 8 March 2017 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 2016 together with the Directors' and Auditors' Reports thereon. **Resolution 1**
2. To approve the payment of Directors' Fees of RM384,000 for the financial year ended 30 September 2016.
3. To re-elect the following Directors of the Company who retire pursuant to Article 86 of the Company's Articles of Association and who have offered themselves for re-election: **Resolution 2**  
**Resolution 3**  
**Resolution 4**
  - i. Datuk Aznam Bin Mansor
  - ii. Mr. Lee Chaing Huat
4. To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration to be determined by the Directors of the Company.

**SPECIAL BUSINESS**

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

5. **Authority to Directors pursuant to Section 132(D) of the Companies Act, 1965** **Resolution 5**  

"THAT subject always to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, 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 Section 132(D) 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 Section 132(D) of the Act in the preceding 12 months (calculated in accordance with the MMLR) does not exceed 10% of the issued share capital 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 next 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 and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."
6. **Proposed renewal of authority for the Company to purchase its own shares** **Resolution 6**  

"THAT subject to compliance with all applicable laws, the Articles of Association of the Company, and the 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 the aggregate of its retained earnings and share premium account, 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 of nominal value of 20 sen each 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 issued and paid up share capital 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 issued and paid up share capital 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 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;
    - (4) to distribute all or part of such shares as dividends to shareholders;
    - (5) to resell all or part of such shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; 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."
  7. **Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature** **Resolution 7**  

"THAT subject always to the Companies Act, 1965 ("Act"), the Articles of Association of the Company, 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 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 25 January 2017, 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 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) 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."
  8. To transact any other ordinary business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

**DATUK TAN LEH KIAH**  
**LIM CHIEN JOO (MS)**  
**CHIN LEE CHYEN (MS)**

*Company Secretaries*

Seri Kembangan, Selangor Darul Ehsan

25 January 2017

**Notes:**

1. A depositor 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 2017 (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 and vote at this AGM who is the holder of two or more shares is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy does not need to be a member and the provisions of Sections 149(1)(a) and 149(1)(b) of the Companies Act, 1965 shall not apply.
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 of Malaysia, 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 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 before 11:00 a.m. on 7 March 2017 or not less than 24 hours before the time appointed for the taking of the poll at this AGM, whichever is the later.
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 2016**  

This item of the Agenda is meant for discussion only, as Section 169(1) of the Companies Act, 1965 ("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 2016**  

Article 96 of the Company's Articles of Association ("AA") provides that Directors' Fees shall be determined by the Company in a general meeting. The Directors' Fees are solely for the Independent Directors and are further disclosed in the Note 26 to the Financial Statements and the Statement on Corporate Governance on pages 23 and 24 respectively of this Annual Report.
3. **Resolutions 2 and 3 – Re-election of Directors Pursuant to Article 86 of the Articles of Association**  

Article 86 of the Company's AA 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.

Datuk Aznam Bin Mansor and Mr. Lee Chaing Huat being eligible, have offered themselves for re-election at this AGM pursuant to Article 86 of the AA.

Both Datuk Aznam and Mr. Lee have undergone an annual assessment on their performance and contribution for the financial year ended 30 September 2016 by the Company's Nomination Committee ("NC") and based on this assessment, the Board recommends the re-election of Datuk Aznam and Mr. Lee. Both Datuk Aznam and Mr. Lee have abstained from all deliberations and decisions on their respective eligibility to stand for re-election at the relevant NC and Board meetings, and will continue to abstain from all deliberations and decisions on their respective eligibility to stand for re-election at this AGM.
4. **Resolution 4 – Re-appointment of Auditors**  

Pursuant to Sections 172(2) and 172(16) of the Act, shareholders are required to approve the re-appointment of Auditors who shall hold office until the conclusion of the next AGM and to authorise the Directors to determine their remuneration thereof. The present Auditors, Messrs SJ Grant Thornton ("SJ"), have indicated their willingness to continue their services for another year. The re-appointment of SJ as Auditors of the Company has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR.

**Explanatory Notes on Special Businesses**

1. **Resolution 5 – Authority to issue shares pursuant to Section 132(D) of the Companies Act, 1965**  

The Company has not issued any new shares under the general mandate pursuant to Section 132(D) of the Act for issuance and allotment of shares up to 10% of the issued share capital of the Company, which was approved at the Seventeenth AGM held on 18 March 2016 and which will lapse at the conclusion of this AGM. A renewal of this mandate is sought at this AGM as Resolution 5.

This proposed Resolution 5, 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 issued share capital 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 next 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 6 – Proposed Renewal of Share Buy-Back Authority**  

The proposed Resolution 6, if passed, will empower the Directors to buy-back and/or hold up to a maximum of 10% of the Company's issued and paid-up share capital at the time of purchase, by utilising the funds allocated which shall not exceed the total retained profits and/or share premium account 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 25 January 2017, which is dispatched together with this Annual Report.
3. **Resolution 7 – Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature**  

The proposed Resolution 7, 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 25 January 2017, which is dispatched together with this Annual Report.