

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused Part A of this document prior to its issuance as it is an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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SENTORIA GROUP BERHAD

(Company No.: 463344-K)

(Incorporated in Malaysia under the Companies Act, 1965)

PART A

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY
TO PURCHASE ITS OWN SHARES**

PART B

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**

The ordinary resolutions in respect of the above proposals will be tabled at the 18th Annual General Meeting (“AGM”) of Sentoria Group Berhad to be held at Arabian Ballroom 3, Bukit Gambang M.I.C.E Centre, Arabian Bay Resort, Bukit Gambang Resort City, 26300 Gambang, Pahang Darul Makmur on 8 March 2017 at 10:30 a.m. or any adjournment thereof. The Notice of AGM and the Form of Proxy are set out in the 2016 Annual Report of the Company despatched together with this document.

The Form of Proxy 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 the AGM, whichever is the later. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this document:

Act	:	The Companies Act, 1965 of Malaysia, as amended from time to time including any re-enactment thereof
AGM	:	Annual General Meeting
Audit Committee	:	The Audit Committee of Sentoria
Board	:	The Board of Directors of Sentoria
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
Director(s)	:	Director(s) of Sentoria and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for purposes of the Proposed Shareholders' Mandate includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon (i) a director of Sentoria or its related companies and (ii) a chief executive of Sentoria or its related companies
EPS	:	Earnings per share
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	30 December 2016, being the latest practicable date prior to the date of this document
Major Shareholder(s)	:	Persons who have an interest or interests in one or more voting shares in a corporation and the nominal amount of that share or the aggregate of the nominal amounts of those shares, is <ol style="list-style-type: none">10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purpose of this definition, "interest in shares" shall have the meaning given in Section 6A of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of Sentoria or its related companies.

Market Day(s)	:	A day on which Bursa Securities is open for trading in securities.
NA	:	Net assets

Person(s) Connected	: Persons who in relation to a Director or Major Shareholder, who fall under any one of the following categories: (a) a family member of the Director or Major Shareholder. This includes such person who falls within any one of the following categories: (i) spouse; (ii) parent; (iii) child including an adopted child and step-child; (iv) brother or sister; and (v) spouse of the person referred to in subparagraph (iii) and (iv) above. (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary; (c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder; (d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of that Director or Major Shareholder; (e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (g) a body corporate or its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act; (h) a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or (i) a body corporate which is a related corporation
Proposed Share Buy-Back	: Proposed Renewal of Authority for Sentoria to purchase up to a maximum of 10% of its issued and paid-up share capital
Proposed Shareholders' Mandate	: Proposed Renewal of Shareholders' Mandate for RRPT pursuant to Paragraph 10.09 of the Listing Requirements and as described in Section 2 of Part B of this document
Purchased Share(s)	: Shares purchased by Sentoria pursuant to the Proposed Share Buy-Back
RM and sen	: Ringgit Malaysia and sen, respectively
Related Party(ies)	: Director(s), Major Shareholder(s) and/or Person(s) Connected with such Director(s) or Major Shareholder(s)
RPT or Related Party Transaction(s)	: Transaction(s) entered into by the Sentoria Group which involve(s) the interest, direct or indirect, of a Related Party
RRPT	: Related Party Transaction(s) involving recurrent transactions of a revenue or trading nature that are necessary for the day-to-day operations and are in the ordinary course of business of the Sentoria Group
Sentoria or Company	: Sentoria Group Berhad (463344-K)
Sentoria Group or Group	: Sentoria and its subsidiary companies, collectively
Sentoria Share(s)	: Ordinary share(s) of 20 sen each in Sentoria

- Substantial Shareholder(s) : Persons who have an interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is not less than 5% of the aggregate of the nominal amounts of all the voting shares in the corporation
- Warrants : The outstanding warrants 2014/2019 of the Company issued pursuant to the deed poll dated 27 March 2014

In this document, words referring to the singular shall, where applicable, include the plural and vice versa and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include a company or a corporation. All references to “you” or “your” in this document are to the shareholders of the Company.

Any reference in this document to any legislation, statute or statutory provision is a reference to that legislation, statute or statutory provision for the time being amended or re-enacted. Any word defined in the Act and the Listing Requirements or any statutory modification thereof and used in this document shall, where applicable, have the meaning ascribed to it under the Act and the Listing Requirements.

Any reference to a time of day in this document shall be a reference to Malaysian time, unless otherwise stated.

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PART A

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF AUTHORITY FOR THE
COMPANY TO PURCHASE ITS OWN SHARES**

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SENTORIA GROUP BERHAD
(Company No.: 463344-K)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office

56 & 58 (2nd Floor)
Jalan Dagang SB 4/2
Taman Sungai Besi Indah
43300 Seri Kembangan
Selangor Darul Ehsan

25 January 2017

Board of Directors

Datuk Aznam Bin Mansor (*Independent Non-Executive Chairman*)
Dato' Chan Kong San (*Joint Managing Director*)
Dato' Gan Kim Leong (*Joint Managing Director*)
Lee Chaing Huat (*Senior Independent Non-Executive Director*)
Wong Yoke Nyen (*Independent Non-Executive Director*)
Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad (*Independent Non-Executive Director*)

To: The Shareholders of Sentoria

Dear Sir/ Madam,

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

1. INTRODUCTION

At the Company's 17th AGM held on 18 March 2016, the Company obtained your approval for the authority for it to purchase its own shares of an amount which shall not exceed 10% of its issued and paid-up share capital at the time of purchase. This authority will expire at the conclusion of the Company's forthcoming 18th AGM.

The Company had on 29 November 2016, announced that it intends to seek your approval to renew the authority for the Proposed Share Buy-Back at the forthcoming 18th AGM.

The purpose of this Statement is to provide you with the relevant information on the Proposed Share Buy-Back and to set out your Board's recommendation thereon. The Company will be seeking your approval for the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 18th AGM.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AT THE FORTHCOMING 18TH AGM.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

- 2.1 The Company is proposing to seek your approval for the renewal of the authority for it to purchase its own shares of an amount which shall not exceed 10% of its issued and paid-up share capital at the time of purchase within the time period as out in Section 2.2 below. Such purchases is subject to compliance with Section 67A of the Act and any prevailing laws, rules and regulations, and guidelines issued by the relevant authorities at time of purchase.
- 2.2 Your authority, if renewed, shall be effective immediately upon the passing of the ordinary resolution relating to the Proposed Share Buy-Back at the forthcoming 18th AGM until:
- i. the conclusion of the next 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.
- 2.3 For illustrative purposes, based on the Company's issued and paid-up share capital and the number of treasury shares held and outstanding Warrants as at the LPD of 489,111,104 Sentoria Shares, 1,000 Sentoria Shares and 38,888,896 Warrants respectively, and public shareholding spread of approximately 26.6%, the maximum number of Sentoria Shares that can be purchased pursuant to the Proposed Share Buy-Back is 10,434,860 Sentoria Shares (assuming no Warrants exercised) and 13,741,241 Sentoria Shares (assuming all Warrants exercised).
- 2.4 The Proposed Share Buy-Back will allow the Board to exercise its power to purchase Sentoria Shares at any time during the time period stipulated in Section 2.2 above, using the Group's internally generated funds and/or external borrowings. The actual number of Sentoria Shares that may be purchased is subject to compliance with the 25% public shareholding spread as required by Paragraph 8.02(1) of the Listing Requirements and the availability of funds, cost factors, and market conditions and sentiment.

In addition, the maximum funds to be allocated for the purchase of Sentoria Shares pursuant to the Proposed Share Buy-Back will also be subject to the amount of the Company's retained earnings and share premium. Based on the Group's latest audited financial statements as of 30 September 2016, the retained earnings and share premium were RM189.9 million and RM48.7 million respectively, at the Company level.

In the event the Proposed Share Buy-Back is to be funded using external borrowings, the Board will ensure that there are sufficient funds to repay such borrowings and that the repayment will not have any material effect on the cash flow of the Group.

- 2.5 Pursuant to Section 67A of the Act, the Board may, at its discretion, deal with the Purchased Shares in the following manner:
- i. cancel the Purchased Shares; or
 - ii. retain the Purchased Shares as treasury shares which may be distributed as share dividends to the shareholders of the Company and/or resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or to be cancelled subsequently; or
 - iii. a combination of i and ii above; or
 - iv. in any other manner as may be prescribed by all 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 that the authority to deal with the Purchased Shares shall continue to be valid until all the Purchased Shares have been dealt with by the Board.

In the event that the Company ceases to hold all or part of the Purchased Shares as a result of the above, the Company may further purchase such additional Sentoria Shares provided that the total Purchased Shares (including those Purchased Shares held as treasury shares then) does not exceed 10% of the total issued and paid-up share capital of the Company at the time of purchase.

The rights attached to Purchased Shares held as treasury shares in relation to voting, dividends and participation in any other distributions or otherwise, are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares, or of a class of shares in the Company for any purpose including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at meetings.

2.6 According to the Listing Requirements, the Company:

- i. may only purchase its own shares on Bursa Securities at a price which is not more than 15% above the volume weighted average market price [“VWAP”] of Sentoria Shares for the 5 Market Days immediately before the date of purchase; and
- ii. may only resell the treasury shares at a price which is:
 - (a) not less than the VWAP of Sentoria Shares for the 5 Market Days immediately before the date of resale; or
 - (b) not more than 5% discount to the VWAP of Sentoria Shares for the 5 Market Days immediately before the resale provided that:
 - the resale takes place not earlier than 30 days from the date of purchase; and
 - the resale price is not less than the cost of purchase of the Sentoria Shares being resold.

2.7 The Company did not buy-back any Sentoria Shares, resell or cancel any treasury shares during the financial year ended 30 September 2016. The treasury shares retained by the Company as at the LPD was 1,000 Sentoria Shares.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back, if implemented, will provide the Group with an additional option to utilise its financial resources more efficiently by purchasing Sentoria Shares from the open market to help stabilise the supply and demand of Sentoria Shares traded on the Main Market of Bursa Securities and thereby supporting its fundamental value.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES

The potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are set out below:

- i. The Proposed Share Buy-Back, if implemented, may help to stabilise the supply and demand of Sentoria Shares traded on the Main Market of Bursa Securities and thereby supports its fundamental value.
- ii. The Board may also choose to retain the Purchased Shares as treasury shares, and subsequently distribute them as share dividends to the shareholders of the Company.
- iii. The Company may have the opportunity to realise potential capital gains if the Purchased Shares are resold at prices higher than their purchase prices without affecting the total issued and paid-up share capital of the Company and such proceeds may be subsequently used for investment opportunities in the future or as working capital and/or distributed as dividends to the shareholders of the Company.

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are set out below:

- i. The Proposed Share Buy-Back, if implemented, will reduce the amount of financial resources of the Group available for distribution to the Company’s shareholders and may also result in the Group foregoing other investment opportunities that may emerge in the future. It may also deprive the Group of interest income that can be derived from the funds utilised for the Purchased Shares. However, such decrease in the Group’s financial resources may be temporary since the Purchased Shares may be resold.
- ii. In addition, the Group’s cashflow will also be affected as any purchase of Sentoria Shares will reduce the Group’s cashflow depending on the actual number of Sentoria Shares purchased and the purchase prices.

The Board does not expect the Proposed Share Buy-Back to have any material disadvantages to the Company and its shareholders as it will be implemented only after due consideration of the financial resources of the Group and of the resultant impact on the Company and its shareholders. The Board in exercising any decision to purchase any Sentoria Shares, will be mindful of the interests of the Company and its shareholders.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

5.1 Issued and paid-up share capital

The proforma effects of the Proposed Share Buy-Back if implemented in full on the issued and paid-up share capital of Sentoria are as follows:

Scenario I - Assuming no Warrants are exercised and the treasury shares as at the LPD and all Purchased Shares are cancelled

	No. of Sentoria Shares
Issued and paid-up share capital as at the LPD	489,111,104
Treasury shares as at the LPD	(1,000)
	<hr/> 489,110,104
Maximum number of Sentoria Shares which may be purchased pursuant to the Proposed Share Buy-Back*	(48,911,010)
Issued and paid-up share capital upon completion of Proposed Share Buy-Back	<hr/> <hr/> 440,199,094

Scenario II - Assuming all Warrants are exercised prior to the implementation of the Proposed Share Buy-Back and the treasury shares as at the LPD and all Purchased Shares are cancelled

	No. of Sentoria Shares
Issued and paid-up share capital as at the LPD	489,111,104
Exercise of Warrants	38,888,896
	<hr/> 528,000,000
Treasury shares as at the LPD	(1,000)
	<hr/> 527,999,000
Maximum number of Sentoria Shares which may be purchased pursuant to the Proposed Share Buy-Back*	(52,799,900)
Issued and paid-up share capital upon completion of Proposed Share Buy-Back	<hr/> <hr/> 475,199,100

* As mentioned in Section 2.3, the maximum number of Sentoria Shares that can be purchased pursuant to the Proposed Share Buy-Back based on the total issued and paid-up share capital, treasury shares held and Warrants, and public shareholding spread as of the LPD is 10,434,860 (assuming no Warrants exercised) and 13,741,241 (assuming all Warrants exercised). The above scenarios are prepared for illustrative purposes and are based on the assumption that the maximum number of Sentoria Shares purchased will not breach Paragraph 12.14 of the Listing Requirements.

If the Purchased Shares are retained as treasury shares, the Proposed Share Buy-Back will not have any effect on the issued and paid-up share capital of Sentoria.

5.2 EPS

The effect of Proposed Share Buy-Back on the EPS of the Group will depend on the actual number of and prices paid for the Purchased Shares, the effective funding cost to Group to finance the purchase of the Purchased Shares and/or any loss in interest income to the Group. The reduced issued and paid-up share subsequent to the Proposed Share Buy-Back will generally have a positive impact, ceteris paribus, on the Group's EPS.

5.3 NA

If the Purchased Shares are retained as treasury shares, the net assets of the Group would decrease by the purchase cost of the treasury shares as treasury shares are required to be carried at cost and deducted from equity. If the treasury shares are subsequently cancelled or distributed as share dividends, there will be no additional effect on the Group's net assets.

The audited NA of the Group as of 30 September 2016 was RM403.2 million or RM0.82 per Sentoria Share.

5.4 Working Capital

The implementation of the Proposed Share Buy-Back will reduce the working capital of the Group, the quantum of which would depend on, amongst others, the number and the purchase prices of the Purchased Shares.

The resale of Sentoria Shares purchased which are retained as treasury shares will increase the Group's, working capital. The quantum of this increase will depend on the actual selling prices of the treasury shares and the number of treasury shares resold.

5.5 Gearing

The utilisation of external borrowings to implement the Proposed Share Buy-Back will increase the gearing of the Group.

5.6 Dividends

The Proposed Share Buy-Back is not expected to have a material impact on the ability of the Board in recommending future dividends. In addition, the Board will also have the option of distributing the Purchased Shares as share dividends to the shareholders of the Company.

5.7 Directors' and Substantial Shareholders' Shareholdings

Assuming that the Proposed Share Buy-Back is implemented in full based on the maximum number of Purchased Shares as detailed in Section 5.1 above and the said purchases are from shareholders other than the Substantial Shareholders of Sentoria, the effects of such purchases on the shareholdings of the Directors and Substantial Shareholders of the Company (based on the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders respectively) are as follows:

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Scenario I - Assuming no Warrants are exercised and the treasury shares as at the LPD and all Purchased Shares are cancelled

	As at the LPD				After Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Sentoria Shares	%	No. of Sentoria Shares	%	No. of Sentoria Shares	%	No. of Sentoria Shares	%
Directors and Substantial Shareholders								
Directors who are also Substantial Shareholders:								
Dato' Chan Kong San	-	-	303,404,800*	62.03	-	-	303,404,800*	68.92**
Dato' Gan Kim Leong	-	-	303,404,800*	62.03	-	-	303,404,800*	68.92**
Directors who are not substantial shareholders:								
Datuk Aznam Bin Mansor	-	-	-	-	-	-	-	-
Lee Chaing Huat	-	-	-	-	-	-	-	-
Wong Yoke Nyen	-	-	-	-	-	-	-	-
Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad	-	-	-	-	-	-	-	-
Substantial Shareholders:								
Sentoria Capital Sdn Bhd	303,404,800	62.03	-	-	303,404,800	68.92**	-	-
State Secretary, Pahang	55,600,000	11.37	-	-	55,600,000	12.63**	-	-

* Deemed interest by virtue of their interest in Sentoria Capital Sdn Bhd pursuant to Section 6A of the Act

** The above table is prepared for illustrative purposes only as the purchase of the maximum number of Sentoria Shares (as set out in Section 5.1 above) will breach the 25% public shareholding spread as stipulated in Paragraph 8.02(1) of the Listing Requirements. The Board in implementing the Proposed Share Buy-Back will ensure that the 25% public shareholding spread is not breached at all times (see also Section 6).

Scenario II - Assuming all Warrants are exercised prior to the implementation of the Proposed Share Buy-Back and the treasury shares as at the LPD and all Purchased Shares are cancelled

	As at the LPD				(I) After exercise of all outstanding Warrants				After (I) and Proposed Share Buy-Back				
	Direct		Indirect		Direct		Indirect		Direct		Indirect		
	No. of Sentoria Shares	%	No. of Sentoria Shares	%	No. of Sentoria Shares	%	No. of Sentoria Shares	%	No. of Sentoria Shares	%	No. of Sentoria Shares	%	
Directors and Substantial Shareholders													
Directors who are also substantial shareholders:													
Dato' Chan Kong San	-	-	303,404,800*	62.03	-	-	330,091,686*	62.52	-	-	330,091,686*	69.46**	-
Dato' Gan Kim Leong	-	-	303,404,800*	62.03	-	-	330,091,686*	62.52	-	-	330,091,686*	69.46**	-
Directors who are not substantial shareholders:													
Datuk Aznam Bin Mansor	-	-	-	-	-	-	-	-	-	-	-	-	-
Lee Chaing Huat	-	-	-	-	-	-	-	-	-	-	-	-	-
Wong Yoke Nyen	-	-	-	-	-	-	-	-	-	-	-	-	-
Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad	-	-	-	-	-	-	-	-	-	-	-	-	-
Substantial Shareholders:													
Sentoria Capital Sdn Bhd	303,404,800	62.03	-	-	330,091,686	62.52	-	-	330,091,686	69.46**	-	-	-
State Secretary, Pahang	55,600,000	11.37	-	-	55,600,000	10.53	-	-	55,600,000	11.70**	-	-	-

* Deemed interest by virtue of their interest in Sentoria Capital Sdn Bhd pursuant to Section 6A of the Act

** The above table is prepared for illustrative purposes only as the purchase of the maximum number of Sentoria Shares (as set out in Section 5.1 above) will breach the 25% public shareholding spread as stipulated in Paragraph 8.02(1) of the Listing Requirements. The Board in implementing the Proposed Share Buy-Back will ensure that the 25% public shareholding spread is not breached at all times (see also Section 6)

6. PUBLIC SHAREHOLDING SPREAD

The Proposed Share Buy-Back will be carried out in accordance with the prevailing laws at the point of purchase including compliance with the 25% public shareholding spread as required by Paragraph 8.02(1) of the Listing Requirements.

As at the LPD, Sentoria's public shareholding spread was approximately 26.6%. The Board shall endeavour to ensure that the implementation of the Proposed Share Buy-Back will not breach Paragraph 12.14 of the Listing Requirements, which states that a listed issuer must not purchase its own shares on Bursa Securities if the purchase(s) will result in the listed issuer being in breach of the public shareholding spread requirements as set out in Paragraph 8.02(1) of the Listing Requirements.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the proportionate increase in the percentage shareholding and/or voting rights of the shareholders of the Company as a consequence of the implementation of the Proposed Share Buy-Back, none of the Directors, Major Shareholders of Sentoria and/or Persons Connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back or resale of treasury shares, if any, in the future.

8. IMPLICATION OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 ("CODE")

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory offer under the Code by any of the Directors and/or the Company's Substantial Shareholders and/or parties acting in concert with them, the Board shall endeavour to carry out the Proposed Share Buy-Back in such a manner that it does not trigger any mandatory offer obligation under the Code for the Directors and/or the Company's Substantial Shareholders.

9. APPROVAL REQUIRED

The Proposed Share Buy-Back is conditional upon your approval at the forthcoming 18th AGM.

10. DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company and accordingly, it recommends that you vote in favour of the resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 18th AGM.

11. RESOLUTION ON THE PROPOSED SHARE BUY-BACK AND AGM

The ordinary resolution on the Proposed Share Buy-Back will be tabled at the forthcoming 18th AGM of the Company, which will be held at Arabian Ballroom 3, Bukit Gambang M.I.C.E Centre, Arabian Bay Resort, Bukit Gambang Resort City, 26300 Gambang, Pahang Darul Makmur on Wednesday, 8 March 2017 at 10:30 a.m. The said resolution is set out in the Notice of AGM which is included in the Company's Annual Report for the financial year ended 30 September 2016.

The Form of Proxy is also included in the above Annual Report which is despatched together with this Statement.

If you are unable to attend the AGM, please complete the Form Of Proxy and lodge it at the Registered Office of the Company 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 the AGM, whichever is the later. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.

Yours faithfully,
For and on behalf of the Board
SENTORIA GROUP BERHAD

DATUK AZNAM BIN MANSOR
Chairman

PART B

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF
SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF
A REVENUE OR TRADING NATURE**

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SENTORIA GROUP BERHAD
(Company No.: 463344-K)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office

56 & 58 (2nd Floor)
Jalan Dagang SB 4/2
Taman Sungai Besi Indah
43300 Seri Kembangan
Selangor Darul Ehsan

25 January 2017

Board of Directors

Datuk Aznam Bin Mansor (*Independent Non-Executive Chairman*)
Dato' Chan Kong San (*Joint Managing Director*)
Dato' Gan Kim Leong (*Joint Managing Director*)
Lee Chaing Huat (*Senior Independent Non-Executive Director*)
Wong Yoke Nyen (*Independent Non-Executive Director*)
Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad (*Independent Non-Executive Director*)

To: The Shareholders of Sentoria

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the Company's 17th AGM held on 18 March 2016, the Company obtained your mandate for the Company and its subsidiary companies to enter into RRPT of a revenue or trading nature which are necessary for the day-to-day operations and in the ordinary course of business of the Group.

This mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 18th AGM unless it is renewed at the said AGM.

The Company had on 29 November 2016, announced that it intends to seek your approval to renew the Proposed Shareholders' Mandate at the forthcoming 18th AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate. The Company will be seeking your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 18th AGM.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 18TH AGM

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Introduction

Paragraph 10.09(2) of the Listing Requirements provides that with regard to RPT involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations of a listed issuer and its subsidiary companies, the listed issuer may seek a shareholders' mandate in respect of the said transactions subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the thresholds prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (c) the listed issuer's circular to shareholders for the shareholders' mandate shall include the information as prescribed by Bursa Securities;
- (d) in the meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected to a director or major shareholder, and where the interest of an interested person connected to a director or major shareholder is involved, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must also ensure that persons connected to him abstain from voting on the resolution approving the transactions; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a shareholders' mandate pursuant to the above has been procured by the Company, the provisions of Paragraph 10.08 of the Listing Requirements shall not apply with regard to the transactions contemplated in Section 2.3.

Accordingly, the Company proposes to seek the approval of its shareholders for the Company and its subsidiary companies to enter into the RRPT as detailed in Section 2.3. The Proposed Shareholders' Mandate is a renewal of the existing mandate.

The principal activity of Sentoria is investment holding and the principal activities of its subsidiary companies are as follows:

<u>Subsidiary companies of Sentoria</u>	<u>Effective equity interest %</u>	<u>Principal activities</u>
Sentoria Properties Sdn Bhd	100	Property development
Sentoria Bina Sdn Bhd	100	General contractor
Sentoria Harta Sdn Bhd	100	Property development
Sentoria Alam Sdn Bhd	100	Property development
Sentoria Leisure Langkawi Sdn Bhd (fka Sentoria Resorts Sdn Bhd)	100	Yet to commence active operations
Sentoria Alfa Sdn Bhd	100	Property development and project management services
Sentoria Vacation Club Berhad	100	Vacation club operator
Sentoria Themeparks and Resorts Sdn Bhd (“STAR”)	100	Hotel, water and safari parks operator and investment holding
Sentoria Morib Bay Sdn Bhd	100	Hotel and water park operator
Sentoria Borneo Land Sdn Bhd	100	Property development
Sentoria Borneo Samariang Sdn Bhd	100	Hotel and water park operator
Sentoria Projects Sdn Bhd	100	General contractor
Sentoria Land Sdn Bhd	100	Yet to commence active operations
Ataria Leisure International Sdn Bhd	100	Yet to commence active operations
Sentoria Langkawi Sdn Bhd	75	Theme park operator and property development
Sentoria Utara Sdn Bhd	75	Property development
<u>Subsidiary companies of STAR</u>		
Blue Sky Leisure Sdn Bhd	100	Travel agent
Star Wholesale Sdn Bhd	100	Yet to commence active operations

It is envisaged that in the normal course of the Group’s business, transactions of a revenue or trading nature between companies in the Group and the Related Parties will occur from time to time and at any time.

In this respect, the Board is seeking approval from shareholders for the Proposed Shareholders’ Mandate which will allow the Group, in their normal course of business, to enter into the RRPT referred to in Section 2.3 with the Related Parties, provided that such transactions are made at arms’ length, on the Group’s normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Proposed Shareholders’ Mandate, if approved at the forthcoming 18th AGM on 8 March 2017, is subject to annual renewal and shall take effect and shall continue to be in force until:

- (i) the conclusion of the next AGM following the forthcoming AGM, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (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.

Disclosure will be made in the Company’s Annual Report of the breakdown of the aggregate value of the RRPT, types of transactions made, names of Related Parties involved and their relationship with the Group pursuant to the Proposed Shareholders’ Mandate during the financial year in accordance with Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements.

2.2 Classes of Related Parties

The Proposed Shareholders' Mandate sought will involve RRPT between the companies in the Group with the following classes of Related Parties:

- (i) Directors and/or Major Shareholders; and
- (ii) Persons connected to the Directors or Major Shareholders.

2.3 Nature of RRPT contemplated under the Proposed Shareholders' Mandate

The RRPT which will be covered by the Proposed Shareholders' Mandate in the ordinary course of business are as follows:

Mandated Related Party	Nature of RRPT	Estimated aggregate value as disclosed in the Circular to Shareholders dated 25 February 2016 ("2016 Estimated Value") RM'000	Actual value transacted from last AGM on 18 March 2016 to LPD ("Actual Value") RM'000	Estimated aggregate value from 8 March 2017 to next AGM in 2018 ("2017 Estimated Value") RM'000
Directors and/or Major Shareholders of the Company and/or Persons Connected to them	Sale of land or land-based properties, the transaction value of which will not exceed 10% of any of the percentage ratios in Paragraph 10.02(g) of the Listing Requirements	*	3,190	*

* *The estimated value cannot be ascertained given the various types of properties sold by the Group which varies from project to project. However, in accordance with Paragraph 3.3(a) of Practice Note 12 of the Listing Requirements, the transaction value cannot exceed 10% of any of the percentage ratios in Paragraph 10.02(g) of the Listing Requirements.*

2.4 Amount due and owing by Related Parties

As at 30 September 2016, there were no amounts due and owing to the Group under the RRPT which exceeded the credit terms.

2.5 Methods or procedures to determine transaction prices for RRPT/Review procedures for RRPT

To ensure that the RRPT which are in the ordinary course of business are conducted at arm's length and on commercial terms consistent with the Group's normal business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and are not, in the opinion of the Company, detrimental of the minority shareholders, the Group determines the selling prices based on the prevailing rates according to commercial terms, business practices and policies or otherwise in accordance with the applicable industry norms/considerations.

The Group's review procedures governing RRPT are as follows:

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, whenever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item), the Audit Committee, in its review of the RRPT may, as it deems fit and whenever available, request for additional information pertaining to the transactions from independent sources or advisers to ensure that the RRPT are not detrimental to the Group.

To monitor, track and identify RRPT, the following procedures and processes have been implemented and as a standard operating procedure of the Group:

- (i) A register is maintained by the Company to record all RRPT which are entered into pursuant to the Proposed Shareholders' Mandate.
- (ii) The Audit Committee will review RRPT and recommend to the Board for approval. In their review and approval process, the Audit Committee or the Board may, as they deem fit, request for additional information pertaining to the transactions from independent sources or advisers. A Director shall abstain from all deliberations and decision making in respect of all transactions in which he or Persons Connected to him has an interest. A summary of all RRPT will be tabled quarterly to the Audit Committee and the Board for notation.
- (iii) All RRPT will require the approval of senior management and all RRPT with value equal to or more than 0.25% of the percentage ratios in Paragraph 10.02(g) of the Listing Requirements in a single transaction or in aggregation for a year or for the duration of the contract will be reviewed by the Audit Committee and approved by the Board.
- (iv) The annual internal audit plan shall incorporate a review of all RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant review procedures in respect of such transactions are adhered to.
- (v) Periodic review of the existing procedures and processes shall be carried out by the Audit Committee to ensure that they have complied with in accordance with the Proposed Shareholders' Mandate. The Board shall have the overall responsibility for the determination of these review procedures and processes with the authority to sub-delegate to officers within the Group as they deem appropriate.

2.6 Audit Committee Statement

The Audit Committee has considered the procedures and processes as stated in Section 2.5 above and is satisfied that the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner and that such procedures and processes are reviewed periodically.

The Audit Committee has reviewed the terms of the Proposed Shareholders' Mandate and is satisfied that the said procedures and processes are sufficient to ensure that the RRPT concerned will be carried out at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Group.

Premised on the fact that all members of the Audit Committee are interested in the RRPT pursuant to the Proposed Shareholders' Mandate, the Audit Committee has abstained from expressing an opinion on the terms of the said transactions and that accordingly, it recommends to the Board that the Proposed Shareholders' Mandate be decided upon by the non-interested shareholders at the forthcoming 18th AGM.

3. **RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE**

The RRPT pursuant to the Proposed Shareholders' Mandate are all in the ordinary course of business and intended to meet the business needs of the Group on the best possible terms and represent sound business decisions which are taken for legitimate and bona fide business purposes.

The Proposed Shareholders' Mandate is intended to facilitate transactions entered into in the ordinary course of business of the Group with the Related Parties at arm's length and based on the Group's 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.

The Proposed Shareholders' Mandate will eliminate the need to convene separate general meetings on an ad-hoc basis to seek shareholders' approval as and when RRPT with the specified classes of Related Parties arise. This will reduce substantially the expenses associated with the convening of general meetings, improve administrative efficiency considerably and allow resources to be channelled towards other corporate objectives.

4. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any effect on the issued and paid-up share capital of the Company and the shareholdings of the Directors and Substantial Shareholders in the Company. It is also expected not to have any material effect on the EPS and NA of the Group for the financial year ending 30 September 2017.

5. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is conditional upon your approval at the forthcoming 18th AGM.

6. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The direct and indirect interests of the Directors, Major Shareholders and/or persons connected with Directors and/or Major Shareholders in Sentoria Shares and Warrants as at LPD are as follows:

Directors	Direct		Indirect	
	No. of Sentoria Shares	%	No. of Sentoria Shares	%
Dato' Chan Kong San	-	-	303,404,800*	62.03
Dato' Gan Kim Leong	-	-	303,404,800*	62.03

Directors	Direct		Indirect	
	No. of Warrants	%	No. of Warrants	%
Dato' Chan Kong San	-	-	26,686,886*	68.62#
Dato' Gan Kim Leong	-	-	26,686,886*	68.62#

Major Shareholders	Direct		Indirect	
	No. of Sentoria Shares	%	No. of Sentoria Shares	%
Sentoria Capital Sdn Bhd	303,404,800	62.03	-	-
Dato' Chan Kong San	-	-	303,404,800	62.03
Dato' Gan Kim Leong	-	-	303,404,800	62.03
State Secretary, Pahang	55,600,000	11.37	-	-

Major Shareholders	Direct		Indirect	
	No. of Warrants	%	No. of Warrants	%
Sentoria Capital Sdn Bhd	26,686,886	68.62#	-	-
Dato' Chan Kong San	-	-	26,686,886	68.62#
Dato' Gan Kim Leong	-	-	26,686,886	68.62#

* Deemed interest by virtue of their interest in Sentoria Capital Sdn Bhd pursuant to Section 6A of the Act

Based on 38,888,896 outstanding Warrants as at LPD

Save as disclosed above, none of the other Directors and/or Persons Connected to them or the Major Shareholders have any interest, direct or indirect in the Company.

All of the Directors are deemed interested in the Proposed Shareholders' Mandate. Accordingly, they have abstained and will continue to abstain from all decision making in relation to the Proposed Shareholders' Mandate. Dato' Chan Kong San, Dato' Gan Kim Leong, Sentoria Capital Sdn Bhd and Persons Connected to them and the other Directors will abstain from voting in relation to the Proposed Shareholders' Mandate, in respect of their interests in the Company at the forthcoming 18th AGM.

7. DIRECTORS' RECOMMENDATION

The entire Board being interested in the Proposed Shareholders' Mandate, has abstained from giving an opinion and recommendation in respect of the Proposed Shareholders' Mandate.

8. RESOLUTION ON THE PROPOSED SHAREHOLDERS' MANDATE AND AGM

The ordinary resolution on the Proposed Shareholders' Mandate will be tabled at the forthcoming 18th AGM of the Company, which will be held at Arabian Ballroom 3, Bukit Gambang M.I.C.E Centre, Arabian Bay Resort, Bukit Gambang Resort City, 26300 Gambang, Pahang Darul Makmur

on Wednesday, 8 March 2017 at 10:30 a.m. The said resolution is set out in the Notice of AGM which is included in the Company's Annual Report for the financial year ended 30 September 2016.

The Form of Proxy is also included in the above Annual Report which is despatched together with this Circular.

If you are unable to attend the AGM, please complete the Form Of Proxy and lodge it at the Registered Office of the Company 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 the AGM, whichever is the later. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully
For and on behalf of the Board
SENTORIA GROUP BERHAD

DATUK AZNAM BIN MANSOR
Chairman

APPENDIX I - FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy, completeness and correctness of the information contained in the Circular and confirm that, after making all the reasonable enquiries and to the best of their knowledge and belief, there are no false and misleading statements and other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL CONTRACTS

The Company and its subsidiary companies have not entered into any material contracts (not being contracts entered into in the ordinary course of business), during the past two (2) years immediately preceding the LPD of this Circular.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, neither the Company nor its subsidiary companies are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business of the Group and the Board has no knowledge of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at 56 & 58 (2nd Floor), Jalan Dagang SB 4/2, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan, during normal office hours on any working day from the date of this Circular up to and including the date of the AGM:

- (a) Memorandum and Articles of Association of Sentoria; and
- (b) Audited consolidated accounts of Sentoria Group for the past two (2) financial years ended 30 September 2015 and 2016.

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