To: The Shareholders of SENTORIA GROUP BERHAD (“the Company”)

ADDENDUM TO THE NOTICE OF TWENTY-THIRD (23RD) ANNUAL GENERAL MEETING

Reference is made to the Company’s announcement made to Bursa Malaysia Securities Berhad (“Bursa Securities”) on 28 July 2022 pertaining to the Notice of Twenty-Third (23rd) Annual General Meeting (“Notice of 23rd AGM”) dated 29 July 2022.

We wish to inform that the following amendment was made to the Notice of 23rd AGM which shall by this Addendum, be amended and taken as read instead of as announced to Bursa Securities on 28 July 2022, and despatched to the shareholders on 29 July 2022:

1. The following paragraph be inserted after the first paragraph of Ordinary Resolution 11 pertaining to the Authority to Director pursuant to Sections 75 and 76 of Companies Act 2016 in the Notice of 23rd AGM dated 29 July 2022:-

“AND THAT pursuant to Section 85 of the Act 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 Act.”

Save for the abovementioned, all other information in the Notice of 23rd AGM dated 29 July 2022 remains valid and unchanged. A copy of the revised Notice of 23rd AGM dated 20 September 2022 is enclosed for your reference.

The revised Notice of 23rd AGM dated 20 September 2022 is available at the Company’s website at www.sentoria.com.my.

We regret for any inconvenience caused.

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

DATO’ HJ. ABDUL RAHMAN BIN HJ. IMAM ARSHAD
Chairman
20 September 2022
NOTICE IS HEREBY GIVEN THAT the Twenty-Third (23rd) 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 Wednesday, 28 September 2022 at 10:30 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2022 together with the Directors’ and Auditors’ Reports thereon. (Explanatory Note 1)

2. To approve the payment of Directors’ Fees of RM6,000 per month to each of the Non-Executive Directors from the conclusion of the 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting. Ordinary Resolution 1 (Explanatory Note 2)

3. To approve the payment of the following attendance allowances to the Non-Executive Directors from the conclusion of the 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting:
   (i) RM1,500 per Board/shareholders meeting for the Non-Executive Chairman of the Board and RM1,000 per Board/shareholders meeting for each of other Non-Executive Board Members; and
   (ii) RM1,500 per Board committee meeting for the Non-Executive Board Members who are chairs of the Board committees and RM1,000 per Board committee meeting for Non-Executive Board Members who are members of the Board committees. Ordinary Resolution 2 (Explanatory Note 3)

4. 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:
   (i) Dato’ Gan Kim Leong
   (ii) Dato’ Hj. Abdul Rahman Bin Hj. Imam Arshad Ordinary Resolution 3

5. To re-elect the following Directors who retire pursuant to Article 103 of the Company’s Constitution and who have offered themselves for re-election:
   (i) Ms. Tan Lee Chin
   (ii) Mr. Chua Eng Chin
   (iii) Mr. Lee Swee Meng
   (iv) Mr. S Nagaraju A/L Sinniah Ordinary Resolution 5 (Explanatory Note 5)
6. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 31 March 2023 at such remuneration to be determined by the Directors.

ORDINARY RESOLUTION 9
(Explanatory Note 6)

SPECIAL BUSINESS

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

7. **Continuation in office as Senior Independent Non-Executive Director**

“THAT approval be and is hereby given to Mr. Wong Yoke Nyen who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

ORDINARY RESOLUTION 10
(Explanatory Note 7)

8. **Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016**

“THAT subject always to the Companies Act 2016 (“Act”), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant governmental and/or regulatory authorities, the Directors of the Company be hereby authorised and empowered pursuant to the Act, to issue and allot shares in the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, to be utilised until 31 December 2022 as empowered by Bursa Securities pursuant to Bursa Securities’s letter dated 23 December 2021 to grant an extension for the additional temporary relief measures to the listed issuers and thereafter, unless extended by Bursa Securities, does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being as stipulated under Paragraph 6.03(1) of Bursa Securities Main Market Listing Requirements (“MMLR”) to be utilised at the time of issuance of shares and such authority under this resolution shall continue in force until the conclusion of the 24th Annual General Meeting or when it is required by law to be held, whichever is earlier, and **THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND **THAT** pursuant to Section 85 of the Act 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 Act.”

ORDINARY RESOLUTION 11
(Explanatory Note 8)
9. Proposed renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature with the following related parties:

(i) Directors and/or Major Shareholders of Sentoria Group Berhad and/or Persons Connected to them

(ii) Companies in which Dato’ Gan Kim Leong and persons connected to him have interests

“THAT subject always to the Companies Act 2016 ("Act"), the Company’s Constitution, other applicable laws, guidelines, rules and regulations and the approvals of any relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company and its subsidiary companies to enter into the recurrent related party transactions of a revenue or trading nature with each of the abovementioned related parties, respectively pursuant to ordinary resolutions 12 and 13 as specified in Section 2.3 of the Circular to Shareholders dated 29 July 2022, 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 ("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 after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(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 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.”

10. 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 LIM CHIEN JOO (MS) CHIN LEE CHYEN (MS)
MAICSA No.: 0719692 MAICSA No.: 7063152 MAICSA No.: 7055910
SSM PC No.: 201908002912 SSM PC No.: 201908004025 SSM PC No.: 202008001611
Company Secretary Company Secretary Company Secretary

Seri Kembangan, Selangor Darul Ehsan
20 September 2022
Notes:

1. The 23rd 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 23rd AGM. Shareholders are advised to refer to the Administrative Guide.

2. 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 20 September 2022** (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.

3. 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.

4. 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.

5. 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.

6. 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.

7. A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to attend, speak and vote at this virtual AGM, must request his/her proxy(ies) or attorney(s) or authorised representative(s) to register himself/herself at [https://cutt.ly/MLHdnRq](https://cutt.ly/MLHdnRq). Please follow the procedures in Administrative Guide.

8. The appointment of proxy may be made in a hard copy form or by electronic form. In the case of an appointment made in hard copy form, the Form of Proxy must be deposited at the following address:-

Poll Administrator of Sentoria Group Berhad
54B, Damai Complex,
Jalan Lumut, 50400 Kuala Lumpur,
W.P. Kuala Lumpur, Malaysia.
In the case of electronic appointment, the Form of Proxy must be electronically lodged to the Company, by emailing to investor@sentoria.com.my or e-registered at https://cutt.ly/MLHdnRq

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.

9. Please ensure ALL the particulars as required in the hard copy of the Form of Proxy are completed, signed and dated accordingly.

10. Last date and time for lodging the Form of Proxy is on Monday, 26 September 2022 at 10:30 a.m.

11. 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 year ended 31 March 2022

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 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting

Article 104 of the Company’s Constitution (“Constitution”) provides that Directors’ Fees shall be determined by the Company in a general meeting.

The payment of monthly fixed fees to the Non-Executive Directors is to commensurate and compensate them for their time and effort on an on-going basis for their service to the Company.

The full details of Directors’ Fees paid during the financial year ended 31 March 2022 are further disclosed on page 31 of this Annual Report.

3. Ordinary Resolution 2 – Payment of attendance allowances to the Non-Executive Directors from the conclusion of the 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting

The payment of attendance allowances to the Non-Executive Directors is to defray their travelling and other incidental costs for attending Board’s, Board committees’ and shareholders’ meetings.

The full details of attendance allowances paid to Non-Executive Directors during the financial year ended 31 March 2022 are further disclosed on page 31 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’ Gan Kim Leong (“Dato’ Gan”) and Dato’ Hj. Abdul Rahman Bin Hj. Imam Arshad (“Dato’ Abdul Rahman”) being eligible, have offered themselves for re-election at this AGM pursuant to the above article.

Dato’ Gan 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.

Dato’ Abdul Rahman as the Chairman of the Board has demonstrated his 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’ Gan and Dato’ Abdul Rahman have undergone an annual assessment on their performance and contribution for the financial year ended 31 March 2022 by the Company’s Nomination Committee (“NC”) and based on this assessment, the Board has recommended the re-election of Dato’ Gan and Dato’ Abdul Rahman. Both, Dato’ Gan and Dato’ Abdul Rahman have abstained from all deliberations and decisions on their respective eligibility to stand for re-election at the relevant NC and/or Board meetings, and will continue to abstain from all deliberations and decisions on their respective eligibility to stand for re-election at this AGM.

5. **Ordinary Resolutions 5 to 8 – 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.

Ms Tan Lee Chin (“Ms Tan”) was appointed as Executive Director of the Company and Messrs Chua Eng Chin (“Mr Chua”), Lee Swee Meng (“Mr Lee”) and S Nagaraju A/L Sinniah (“Mr Nagaraju”) were appointed as Independent Non-Executive Directors of the Company on 6 May 2022. Ms Tan, Mr Chua, Mr Lee and Mr Nagaraju are standing for re-election at the 23rd AGM and being eligible, have offered themselves for re-election as Directors of the Company pursuant to the above article.

6. **Ordinary Resolution 9 – 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 31 March 2023. 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 9, if passed, will also give the Directors, the authority to determine the remuneration of the Auditors.
7. **Ordinary Resolution 10 – Continuation in office as Senior Independent Non-Executive Director**

Mr Wong Yoke Nyen (“Mr Wong”) was appointed as Independent Non-Executive Director (“INED”) since 8 October 2012 and was re-designated as Senior INED on 30 September 2020.

The Board had assessed the independence of Mr Wong and had via the Nomination Committee conducted an assessment on the contribution of Mr Wong at meetings held on 26 May 2022 and has recommended that Mr Wong, who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be allowed to continue to act as Senior Independent Non-Executive Director of the Company based on the following justifications:-

a) He fulfils the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he is able to provide a check and balance by bringing an element of objectivity and independent judgement to the Board’s deliberations;

b) His vast experience in the accounting, finance and audit enables him to provide the Board and Board Committees with a diverse set of experience, expertise and independent judgement;

c) He has shown high commitment and devoted sufficient time and efforts and attended all the Board and Board Committees Meetings for informed and balanced decision making;

d) He actively participated in Board and Board Committees’ discussion and provided an independent voice; and

e) He fulfilled his role with due care and diligence and has carried out his professional duties as Senior Independent Non-Executive Director of the Company in the interest of the Company and shareholders.

The proposed Ordinary Resolution 10, if passed, will allow Mr Wong to continue to act as Senior Independent Non-Executive Director of the Company.

8. **Ordinary Resolution 11 - Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016**

The Company has not issued any new shares under the general mandate pursuant to Section 75 and 76 of the Act which was approved at the 22nd AGM held on 8 September 2021 and which will lapse at the conclusion of this AGM. A renewal of this mandate is sought at this AGM as Ordinary Resolution 11.

The proposed Ordinary Resolution 11, if passed, will give authority to the Directors of the Company to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors of the Company in their absolute discretion, consider to be in the interest of the Company without having to convene a general meeting. The 20% general mandate shall continue to be in force until 31 December 2022, unless extended by Bursa Securities, and shall be reinstated to 10% general mandate from 1 January 2023 until the conclusion of the next AGM. This authority, unless revoked or varied by the Company in general meeting will expire at the conclusion of the 24th 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.

9. **Ordinary Resolutions 12 and 13 - Proposed renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature**

The proposed Ordinary Resolutions 12 and 13, if approved, will allow the Company and its subsidiary companies to enter into recurrent related party transactions of a revenue and trading nature with each of the related parties as specified in Section 2.3 of the Circular to Shareholders dated 29 July 2022, which is issued with this Annual Report. The details of this proposal are set out in the Circular to Shareholders dated 29 July 2022.