

SENTORIA GROUP BERHAD
Registration No. 199801007217(463344-K)
(Incorporated in Malaysia)

Minutes of the Twenty-Third Annual General Meeting of Sentoria Group Berhad 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, on Wednesday, 28 September 2022 at 10:30 a.m.

PRESENT

Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad (Chairman)
Dato' Chan Kong San
Dato' Gan Kim Leong
Mr Wong Yoke Nyen
Datin Sri Lim Mooi Lang
Ms Tan Lee Chin
Mr Chua Eng Chin
Mr Lee Swee Meng
Mr S Nagaraju A/L Sinniah
Shareholders and proxies as per attendance list

IN ATTENDANCE

Ms Lim Chien Joo (Company Secretary)
Ms Lim Soo Sim (Grant Thornton Malaysia PLT) ["GTM"]

BY INVITATION

Mr Gan Hock Soon (Chief Strategy Officer)
Mr Khoo Kah Ken (Group Finance Manager)
Ms Chin Lee Chyen (Company Secretary)
Ms Stephy Woo Si Kuan (GTM)
Ms Hon Carl Men (GTM)
Ms Lim Liu Ting (AD-Consult Sdn. Bhd.)
Mr Lai Weng Chong (AD-Consult Sdn. Bhd.)

NOTICE

The Chairman welcomed the shareholders, corporate representatives, proxies and guests to the Meeting.

There being a quorum, he declared the Meeting duly convened at 10:30 a.m.

The Chairman informed the Meeting that this Annual General Meeting ["AGM"] is conducted through live streaming with online remote participation and voting provided by V-Cube Malaysia Sdn. Bhd. from the Streaming Venue which is in compliance with Section 327 of the Companies Act 2016.

The Chairman then informed the Meeting that the Company Secretary, External Auditors and Management team were also participating in this virtual meeting.

He continued and said that before he proceeded with the Meeting, he wished to inform the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in

the notice of this Meeting must be voted by poll. He added that in view that it is mandatory, he as the Chairman of Meeting hereby demands for a poll pursuant to Article 82 of the Company's Constitution in respect of all resolutions.

He added that Q&A session would be conducted after the deliberation of the meeting agendas where the Board would address the questions posed by the shareholders at the meeting via real time submission of typed texts in the communication chat box. After dealing with the questions, the Ordinary Resolutions would be put to vote remotely using the remote participation and voting facilities.

The Chairman informed that the Company has appointed V-Cube Malaysia Sdn. Bhd. as the Poll Administrator to conduct the electronic polling process and SLCC Networks Sdn. Bhd. as the Independent Scrutineer to verify the results of the poll voting. He further said that the polling for all resolutions would be conducted upon completion of the deliberation of all items on the agenda of the Meeting.

He added that attendance of the AGM was restricted to the Company's shareholders, proxies and authorised representatives of corporate shareholders who have registered to participate in the meeting remotely. As discussions at this AGM might be deemed confidential and only for the knowledge of the relevant parties, any visual or audio recording whilst the AGM was conducted, was strictly prohibited unless written consent has been obtained prior to this meeting.

A short video was played to demonstrate to the members, corporate representatives and proxies who were present at the AGM on how to post questions on the communications chat box and voting procedures. The Chairman informed the Meeting that the voting session shall only be conducted after the meeting has deliberated all items on the agenda.

The Chairman informed that the Minority Shareholder Watch Group ["MSWG"] had vide its letter dated 20 September 2022 addressed to the Board of Directors ["Board"] raised several questions on Operational and Financial matters in relation to the Company's Annual Report 2022.

Questions from and the corresponding reply to MSWG were read out by the Chairman of the Audit Committee, Mr Wong Yoke Nyen, details as follows:

Operational and Financial Matters

Question 1

The Group's gearing ratio (calculated as total borrowings divided by shareholders' equity) as at 31 March 2022 was 256.8% compared to 168.4% as at 31 March 2021 primarily due to the lower shareholder funds as of 31 March 2022 (Page 8 of AR). However, the Group's debt to equity ratio stated on page 138 of Annual Report was 2.71 times for FY 2022 compared to 1.68 times for FY 2021.

- a) Please explain why there were two different debt to equity ratios for FY 2022.

Reply:

- i. *On page 8 of AR, the Group's gearing ratio (calculated as total borrowings divided by shareholders' equity) was calculated using the GROSS total borrowings of RM438.7 million divided by equity attributable to the owners of the Company (EXCLUDING non-controlling interest) of RM170.8 million.*
- ii. *On page 138 of Annual Report (note 37 to the financial statements, Capital Management), the Group's debt to equity ratio was calculated using the NET debts (total borrowings less cash and bank balances and fixed deposits with licensed banks) of RM431.3 million divided by total equity (including non-controlling interest) of RM159.1 million.*

- b) What actions have the Group taken to reduce the high gearing ratio moving forward?

Reply:

- i. *The Group will endeavor to divest non-core assets to reduce borrowings and continue to focus on Sentoria's core competency – development of affordable housing projects to generate revenue and profit.*
- c) What is the Group's current gearing ratio as of August 2022?

Reply:

- i. *The current gearing ratio as of 30 June 2022 is 283.9%.*
- ii. *The Group will announce the Gearing ratio as of 30 September 2022 together with the results for the Quarter 2 ended 30 September 2022 by 30 November 2022.*

Question 2

The Group had written-off bad debts amounting RM11.88 million in FY 2022 as compared to RM1.49 million in FY 2021 from the Other Receivables (Page 110 of AR).

- a) Please explain the reason(s) for the huge bad debts written-off in FY 2022.

Reply:

The impairment loss of the receivables has been provided in prior year, these have been written-off in FY 2022 as the Group has assessed that it is unable to recover the amount.

- b) Please provide a breakdown of the bad debts written-off amounting RM11.88 million by the various category of assets grouped under the Other Receivables.

Reply:

Breakdown by various category of assets grouped under the Other Receivables:

- Non-trade receivables : RM11.88 million
- Deposits : Nil
- Prepayment : Nil
- GST recoverable : Nil

Question 3

As of 31 March 2022, the total outstanding order book and unbilled sales amounted to RM280.0 million from its ongoing projects in Kuantan, Morib and Kuching (Page 10 of AR). Please provide a breakdown of the outstanding order book and unbilled sales from each of the respective ongoing projects in Kuantan, Morib and Kuching, respectively.

Reply:

The breakdown of outstanding order book and unbilled sales by region is as follows:

- Region 1 (Pahang) : RM186 million*
- Region 2 (Selangor) : RM 48 million*
- Region 3 (Sarawak) : RM 46 million*

Total : RM280 million

Question 4

The Group recorded RM11.2 million finance income in FY 2022 as compared to RM0.22 million in FY 2021. The Group also recorded RM21.4 million finance cost in FY 2022 as compared to RM23.94 million in FY 2021 (Page 60 of AR).

- a) Please explain the significant increase in the finance income in FY 2022.

Reply:

- i. *The significant increase in finance income is mainly due to the impact of discounting effect on the financial liabilities arising from scheme of arrangement entered into between the Sentoria Bina Sdn Bhd and its creditors pursuant to the Section 366 of the Companies Act 2016 ("SBSB Scheme"). The liabilities are to be repayable over 6 years.*
 - ii. *On 3 May 2021, the High Court granted an order for the approval of the SBSB Scheme and the SBSB Scheme shall be binding on SBSB and its scheme creditors.*
 - iii. *The finance income will be unwound over the repayable period of 6 years as finance costs.*
- b) Does the Group expect to continue to record high finance income in FY 2023? If yes, why?

Reply:

The Group expects similar finance income (though much lower than FY 2022) arising from the impact of discounting effect on the financial liabilities from another subsidiary's (Sentoria Themeparks and Resorts Sdn Bhd, "STAR") scheme of arrangement with its creditors during the FY 2023 pursuant to the Section 366 of the Companies Act 2016 (STAR Scheme). The liabilities are also to be repayable over 6 years. On 13 April 2022, the High Court granted an order for the approval of the STAR Scheme and the STAR Scheme shall be binding on STAR and its scheme creditors.

Question 5

On 31 March 2022, the Company and its subsidiary company, Sentoria Themeparks and Resorts Sdn. Bhd. have entered into Share Sales Agreement ("SSA") with a third party to dispose 100% of equity interest in Excellent Projects Sdn. Bhd. (formerly known as Sentoria Projects Sdn. Bhd.), Active Academy Sdn. Bhd., Blue Sky Leisure Sdn. Bhd. and Star Wholsale Sdn. Bhd. for a total cash consideration of RM8. The disposal was completed on 31 March 2022 (Page 105 of AR).

What is the financial impact to the Group arising from the disposal of Excellent Projects Sdn Bhd, Active Academy Sdn Bhd, Blue Sky Leisure Sdn Bhd and Star Wholsale Sdn Bhd, respectively?

Reply:

- i. *The disposal of the above 4 subsidiaries resulted in a gain on disposal of RM271,000 for the financial year ended 31 March 2022.*
- ii. *The effect of the disposal has been disclosed on page 106 of the AR.*

Question 6

The Group's current on-going development and construction projects in Kuantan include "design and build" projects such as Taman Damai Sempurna 1 Phase B, Taman Indra Sempurna 3 Phase C as well as the third Pembangunan Perumahan Rakyat 1Malaysia (PR1MA) Project ("PR1MA 3") and Taman Bukit Rengin 1 Phase B, are all situated along Jalan Kuantan - Pekan (Page 9 of AR).

What is the current take up rate of Taman Damai Sempurna 1 Phase B, Taman Indra Sempurna 3 Phase C as well as the third Pembangunan Perumahan Rakyat 1Malaysia (PR1MA) Project ("PR1MA 3") and Taman Bukit Rengin 1 Phase B, respectively.

Reply:

The take up rate (booked by and sold to purchasers) for the above projects are approximately:

- a) *Taman Damai Sempurna 1 Phase B – 83%*
- b) *Taman Indra Sempurna 3 Phase C phase 2 - 18%*
- c) *Third Pembangunan Perumahan Rakyat 1Malaysia (PRIMA) Project (“PRIMA 3”) – 99%*
- d) *and Taman Bukit Rangin 1 Phase B – 72%*

Question 7

The Group plans to re-open certain of its theme parks in the second half of FY 2023. (Page 10 of AR)

- a) Please name the theme parks the Group is planning to open in FY 2023.

Reply:

Bukit Gambang Water Park, Pahang.

- b) Has the Group opened any theme park currently as the country is moving to an endemics phase? If yes, please name the theme park.

Reply:

The Group are in midst of the preparing for the re-opening of Bukit Gambang Water Park.

1. Audited Financial Statements for the financial year ended 31 March 2022 together with the Directors’ and Auditors’ Reports thereon

The Chairman proceeded with the first item of the agenda and tabled to the Meeting, the Audited Financial Statements of the Group and the Company for the financial year ended 31 March 2022 together with the Directors’ and Auditors’ Reports thereon.

He informed the Meeting that there would be no voting on this matter as Section 340(1)(a) of the Companies Act 2016 does not require the Audited Financial Statements to be formally approved.

He further informed the Meeting that nevertheless, shareholders may raise questions by typing it in the communication chat box and the Board would address the questions during the Q&A session later.

2. Ordinary Resolution 1 – 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

The Chairman informed that Ordinary Resolution 1 was 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 AGM until the conclusion of the 24th AGM.

3. Ordinary Resolution 2 – To approve the 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 Chairman informed that Ordinary Resolution 2 was to approve the payment of the attendance allowances to the Non-Executive Directors from the conclusion of the 23rd AGM until the conclusion of the 24th AGM on the basis as set out in the Notice of this AGM.

4. Ordinary Resolution 3 – To re-elect Dato' Gan Kim Leong as Director pursuant to Article 142 of the Company's Constitution

The Chairman informed that Ordinary Resolution 3 was to re-elect Dato' Gan Kim Leong who retired pursuant to Article 142 of the Company's Constitution and who has offered himself for re-election.

5. Ordinary Resolution 4 – To re-elect Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad as Director pursuant to Article 142 of the Company's Constitution

The Chairman informed the Meeting that as this agenda involved his re-election as Director and in order to avoid any potential conflict of interest, he would hand over the Chair of the Meeting for this agenda to Mr Wong Yoke Nyen.

Mr Wong Yoke Nyen informed that Ordinary Resolution 4 was to re-elect Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad who retired pursuant to Article 142 of the Company's Constitution and who has offered himself for re-election.

6. Ordinary Resolution 5 – To re-elect Ms Tan Lee Chin as Director pursuant to Article 103 of the Company's Constitution

The Chairman informed that Ordinary Resolution 5 was to re-elect Ms Tan Lee Chin who retired pursuant to Article 103 of the Company's Constitution and who has offered herself for re-election.

7. Ordinary Resolution 6 – To re-elect Mr Chua Eng Chin as Director pursuant to Article 103 of the Company's Constitution

The Chairman informed that Ordinary Resolution 6 was to re-elect Mr Chua Eng Chin who retired pursuant to Article 103 of the Company's Constitution and who has offered himself for re-election.

8. Ordinary Resolution 7 – To re-elect Mr Lee Swee Meng as Director pursuant to Article 103 of the Company's Constitution

The Chairman informed that Ordinary Resolution 7 was to re-elect Mr Lee Swee Meng who retired pursuant to Article 103 of the Company's Constitution and who has offered himself for re-election.

9. Ordinary Resolution 8 – To re-elect Mr S Nagaraju A/L Sinniah as Director pursuant to Article 103 of the Company's Constitution

The Chairman informed that Ordinary Resolution 8 was to re-elect Mr S Nagaraju A/L Sinniah who retired pursuant to Article 103 of the Company's Constitution and who has offered himself for re-election.

10. Ordinary Resolution 9 – To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company

The Chairman informed that Ordinary Resolution 9 was 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.

11. Ordinary Resolution 10 – To approve the continuation in office of Mr Wong Yoke Nyen as Senior Independent Non-Executive Director

The Chairman informed that Ordinary Resolution 10 was to approve 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.

12. Ordinary Resolution 11 - To authorise the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Chairman informed that Ordinary Resolution 11 was to consider and, if thought fit, to pass the Ordinary Resolution 11 in regards to the Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016 as set out in the Notice of this AGM.

He then informed the Meeting that the following paragraph has been 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.”

13. Ordinary Resolution 12 - To approve the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Directors and/or Major Shareholders of Sentoria Group Berhad and/or Persons Connected to Them

Before the Chairman proceeded with Item 9(i) of the agenda of the meeting, he informed the shareholders that the interested Directors, interested Major Shareholders or interested Persons Connected to a Director or Major Shareholder should abstain from voting in relation to the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Directors and/or Major Shareholders of Sentoria Group Berhad and/or Persons Connected to them. The shareholders were also informed that where it involves the interest of an interested Person connected to a Director or Major Shareholder, such Director or Major Shareholder should abstain from the voting on the resolution and an interested Directors or interested Major Shareholders might also ensure that the Persons Connected to him abstain from voting in respect of their direct and indirect shareholdings on the resolution.

The Chairman informed that Ordinary Resolution 12 was to consider and, if thought fit, to pass the Ordinary Resolution 12 in regards to the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Directors and/or Major Shareholders of Sentoria Group Berhad and/or Persons Connected to them as set out in the Notice of this AGM.

14. Ordinary Resolution 13 - To approve the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Companies in which Dato' Gan Kim Leong and persons connected to him have interests

Before the Chairman proceeded with Item 9(ii) of the agenda of the meeting, he informed the shareholders that the interested Directors, interested Major Shareholders or interested Persons Connected to a Director or Major Shareholder should abstain from voting in relation to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Companies in which Dato' Gan Kim Leong and persons connected to him have interests. The shareholders were also informed that where it involves the interest of an interested Person connected to a Director or Major Shareholder, such Director or Major Shareholder should abstain from the voting on the resolution and an interested Directors or interested Major Shareholders might also ensure that the Persons Connected to him abstain from voting in respect of their direct and indirect shareholdings on the resolution.

The Chairman informed that Ordinary Resolution 13 was to consider and, if thought fit, to pass the Ordinary Resolution 13 in regards to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Companies in which Dato' Gan Kim Leong and persons connected to him have interests as set out in the Notice of this AGM.

The Chairman then advised the Meeting that no notice lodged in relation to any other business and as such, he announced to proceed to address the questions received from the shareholders and proxies.

The Chairman informed the Meeting that the Company had received questions from the shareholders via real time submission of typed texts in the communication chat box during the Meeting. Questions from the shareholders were read out and answered by Mr Wong Yoke Nyen, details as follows:

Question and Answer ("Q&A")

1. Mr Lee Chee Meng, Corporate Representative of MSWG requested the Company to be consistent in using one debt to equity ratio.

Reply:

The Company would endeavour to be more informative and transparent in its accounting disclosure and would check with the Auditors on the disclosure requirements in accordance with the MFRS.

2. Mr Tan Hooi Im requested the Company to consider giving Grab Food or Touch 'n Go eWallet credits as breakfast or lunch to shareholders attending this AGM.

Reply:

The Company did not practice giving eWallet credits during virtual AGM but would look forward to the day when a physical AGM could be held whereby the Company would be able to provide food and beverages to the shareholders attending the AGM upon overcoming the effects of the Covid-19 pandemic.

The Chairman then announced the commencement of the voting session.

He then adjourned the Meeting at 11:25 a.m. for polling on the resolutions for the day. Shareholders were informed to remain online during the polling process.

The Meeting resumed at 11:50 a.m. and the Chairman announced the results of the poll which have been verified by the Independent Scrutineer, SLCC Networks Sdn. Bhd. as follows:

Resolutions	Voted For			Voted Against		
	No. of Shareholders	No. of shares	% of Voted Shares	No. of Shareholders	No. of shares	% of Voted Shares
<u>Ordinary Resolution 1</u>						
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.	33	276,305,911	73.9275%	6	97,446,449	26.0725%
<u>Ordinary Resolution 2</u>						
To approve the 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 on the basis as set out in the Notice of this Annual General Meeting.	35	286,081,311	76.5430%	4	87,671,049	23.4570%
<u>Ordinary Resolution 3</u>						
To re-elect Dato' Gan Kim Leong as Director.	42	291,086,553	76.8540%	2	87,666,027	23.1460%
<u>Ordinary Resolution 4</u>						
To re-elect Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad as Director.	41	291,086,531	76.8540%	3	87,666,049	23.1460%
<u>Ordinary Resolution 5</u>						
To re-elect Ms Tan Lee Chin as Director.	11	9,780	0.0026%	32	378,151,800	99.9974%
<u>Ordinary Resolution 6</u>						
To re-elect Mr Chua Eng Chin as Director.	12	9,880	0.0026%	31	378,151,700	99.9974%

Resolutions	Voted For			Voted Against		
	No. of Shareholders	No. of shares	% of Voted Shares	No. of Shareholders	No. of shares	% of Voted Shares
<u>Ordinary Resolution 7</u> To re-elect Mr Lee Swee Meng as Director.	12	9,880	0.0026%	31	378,151,700	99.9974%
<u>Ordinary Resolution 8</u> To re-elect Mr S Nagaraju A/L Sinniah as Director.	12	9,880	0.0026%	31	378,151,700	99.9974%
<u>Ordinary Resolution 9</u> To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company.	42	291,086,553	76.8540%	2	87,666,027	23.1460%
<u>Ordinary Resolution 10</u> To approve the continuation in office of Mr Wong Yoke Nyen as Senior Independent Non-Executive Director.	40	291,086,431	76.8540%	4	87,666,149	23.1460%
<u>Ordinary Resolution 11</u> To authorise the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	41	291,086,531	76.8540%	3	87,666,049	23.1460%
<u>Ordinary Resolution 12</u> To approve the renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Directors and/or Major Shareholders of Sentoria Group Berhad and/or Persons Connected to them.	34	66,374,585	99.9999%	1	3	0.0001%

Resolutions	Voted For			Voted Against		
	No. of Shareholders	No. of shares	% of Voted Shares	No. of Shareholders	No. of shares	% of Voted Shares
<u>Ordinary Resolution 13</u> To approve the renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Companies in which Dato' Gan Kim Leong and persons connected to him have interests.	38	71,459,285	44.9076%	2	87,666,027	55.0924%

The Chairman informed that based on the poll voting results, he then declared that the following resolutions were **CARRIED** and **RESOLVED**:-

ORDINARY RESOLUTION 1

- **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**

THAT 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 be hereby approved.

ORDINARY RESOLUTION 2

- **To approve the 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 on the basis as set out in the Notice of this Annual General Meeting**

THAT 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 be hereby approved:

- 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
- 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 3

- **To re-elect Dato' Gan Kim Leong as Director**

THAT the re-election of Dato' Gan Kim Leong as a Director of the Company who retire pursuant to Article 142 of the Company's Constitution be hereby approved.

ORDINARY RESOLUTION 4

- **To re-elect Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad as Director**
-

THAT the re-election of Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad as a Director of the Company who retire pursuant to Article 142 of the Company's Constitution be hereby approved.

ORDINARY RESOLUTION 9

- **To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company**
-

THAT Grant Thornton Malaysia PLT be hereby re-appointed as Auditors of the Company for the financial year ending 31 March 2023 at such remuneration to be determined by the Directors.

ORDINARY RESOLUTION 10

- **To approve the continuation in office of Mr Wong Yoke Nyen 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 11

- **To authorise the Directors to issue shares 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 12

- **To approve the renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Directors and/or Major Shareholders of Sentoria Group Berhad and/or Persons Connected to them**
-

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 Directors and/or Major Shareholders of Sentoria Group Berhad and/or Persons Connected to them 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.

The Chairman further informed that based on the poll voting results, he then declared that the following resolutions were **NOT CARRIED** and **RESOLVED**:-

ORDINARY RESOLUTION 5

- **To re-elect Ms Tan Lee Chin as Director**
-

THAT the re-election of Ms Tan Lee Chin as a Director of the Company who retire pursuant to Article 103 of the Company’s Constitution be hereby rejected.

ORDINARY RESOLUTION 6

- **To re-elect Mr Chua Eng Chin as Director**
-

THAT the re-election of Mr Chua Eng Chin as a Director of the Company who retire pursuant to Article 103 of the Company’s Constitution be hereby rejected.

ORDINARY RESOLUTION 7

- **To re-elect Mr Lee Swee Meng as Director**
-

THAT the re-election of Mr Lee Swee Meng as a Director of the Company who retire pursuant to Article 103 of the Company’s Constitution be hereby rejected.

ORDINARY RESOLUTION 8

- **To re-elect Mr S Nagaraju A/L Sinniah as Director**
-

THAT the re-election of Mr S Nagaraju A/L Sinniah as a Director of the Company who retire pursuant to Article 103 of the Company's Constitution be hereby rejected.

ORDINARY RESOLUTION 13

- **To approve the renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Companies in which Dato' Gan Kim Leong and persons connected to him have interests**
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THAT the Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Companies in which Dato' Gan Kim Leong and persons connected to him have interests be hereby rejected.

There being no other business to be taken, the Meeting closed at 11.54 a.m. with a vote of thanks to the Chair.

CHAIRMAN

Date: 28 September 2022