

THIS CIRCULAR 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, banker, solicitor, accountant or other professional adviser immediately.

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

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

The resolutions in respect of the above proposal will be tabled at the 23rd Annual General Meeting (“**AGM**”) of Sentoria Group Berhad to 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.** or at any adjournment thereof. The Notice of AGM, Form of Proxy, Administrative Guide, Annual Report 2022 and this Circular, are published at the Company’s website at www.sentoria.com.my. Please refer to the Administrative Guide for 23rd AGM in order to register, participate and vote remotely.

A shareholder who appoints proxy may deposit the duly executed Form of Proxy in hard copy form or by electronic means before **10.30 a.m. on Monday, 26 September 2022**. In the case of an appointment made in hard copy form, the Form of Proxy must be deposited to Poll Administrator of Sentoria Group Berhad at 54B, Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia, and 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>.

The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the 23rd AGM should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Monday, 26 September 2022 at 10:30 a.m.
Day, date and time for the AGM : Wednesday, 28 September 2022 at 10:30 a.m.

This Circular is dated 29 July 2022

DEFINITIONS

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

Act	:	Companies Act 2016 of Malaysia, as amended from time to time including any re-enactment thereof
AGM	:	Annual General Meeting
Audit and Risk Management Committee	:	Audit and Risk Management Committee of Sentoria
Board	:	Board of Directors of Sentoria
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (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 Renewal of 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, a director or a chief executive of Sentoria or its related companies
EPS	:	Earnings Per Share
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities as amended from time to time
LPD	:	13 July 2022, being the latest practicable date prior to the date of this Circular
Major Shareholder(s)	:	Persons who have an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company For the purpose of this definition, "interest" shall have the meaning of "interests in shares" given in Section 8 of the Act For the purpose of the Proposed Renewal of Shareholders' Mandate, it 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 the Company or its related companies
NA	:	Net assets

Person(s) Connected	: In relation to any Director or Major Shareholder (referred to as “ said Person ”) means such person who falls under any one of the following categories: <ul style="list-style-type: none"> (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
Proposed Renewal of Shareholders’ Mandate	: Proposed renewal of shareholders’ mandate for recurrent related party transaction pursuant to Paragraph 10.09 of the Listing Requirements and as described in Section 2 of this Circular
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 or Recurrent Related Party Transaction(s)	: 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 [Registration No. 199801007217 (463344-K)]
Sentoria Group or Group	: Sentoria and its subsidiary companies, collectively
Sentoria Share(s)	: Ordinary share(s) in Sentoria
Substantial Shareholder(s)	: Persons who have an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares in the Company. A person who has a substantial shareholding in the Company is a substantial shareholder of the Company.
Warrants-B	: The outstanding warrants 2017/2024 of the Company issued pursuant to the deed poll dated 15 November 2017

In this Circular, 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 Circular are to the shareholders of the Company.

Any reference in this Circular 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 Circular 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 Circular shall be a reference to Malaysian time, unless otherwise stated.

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

Registered Office

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

29 July 2022

Board of Directors

Dato' Hj. Abdul Rahman bin Hj. Imam Arshad (*Independent Chairman*)
Dato' Chan Kong San (*Joint Managing Director*)
Dato' Gan Kim Leong (*Joint Managing Director*)
Tan Lee Chin (*Executive Director*)
Wong Yoke Nyen (*Senior Independent Director*)
Datin Sri Lim Mooi Lang (*Independent Director*)
Chua Eng Chin (*Independent Director*)
Lee Swee Meng (*Independent Director*)
S Nagaraju A/L Sinniah (*Independent 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 22nd AGM held on 8 September 2021, the Company obtained your mandate for the Company and its subsidiary companies to enter into recurrent related party transactions 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 23rd AGM unless it is renewed at the said AGM.

The Company had on 6 July 2022, announced that it intends to seek your approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming 23rd AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate. The Company will be seeking your approval for the ordinary resolutions pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 23rd AGM. The notice of AGM and the Form of Proxy are set out in the 2022 Annual Report of the Company.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AT THE FORTHCOMING 23RD AGM

2. DETAILS OF THE PROPOSED RENEWAL OF 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 threshold 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 principal activity of Sentoria is investment holding and the details and principal activities of its subsidiary companies as at LPD are as follows:

<u>Subsidiary companies of Sentoria</u>	<u>Effective equity interest %</u>	<u>Principal activities</u>
Sentoria Property Services 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	100	Nature park operator
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	100	Hotel, water park, safari park operator and investment holding
Sentoria Morib Bay Sdn Bhd	100	Yet to commence active operations
Sentoria Borneo Land Sdn Bhd	100	Property development
Sentoria Borneo Samariang Sdn Bhd	100	Hotel and theme parks operator
Sentoria Land Sdn Bhd	100	Investment holding company
Ataria Asia Sdn Bhd	100	Hospitality operator
Sentoria IBS Sdn Bhd	100	General contractor
Sentoria Langkawi Sdn Bhd	75	Theme park operator and property development
Sentoria Utara Sdn Bhd	75	Property development

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 Renewal of 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 Renewal of Shareholders' Mandate, if approved at the forthcoming 23rd AGM on 28 September 2022, shall take effect and continue to be in force until:

- (i) the conclusion of the next AGM following the forthcoming 23rd AGM, at which the Proposed Renewal of Shareholders' Mandate is passed, at which time it shall lapse, unless by a resolution passed at such AGM, the authority is renewed;
- (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.

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 Renewal of 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 Renewal of 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

The following are the existing RRPT of which approvals are being sought for the Proposed Renewal of Shareholders' Mandate at the forthcoming 23rd AGM

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

Sale of land and/or land-based properties to related parties:

Mandated Related Party	Nature of RRPT	Previous estimated aggregate value as disclosed in the Circular to Shareholders dated 30 July 2021 ("Estimated Value") RM'000	Actual value transacted from last AGM on 8 September 2021 to LPD ("Actual Value") RM'000	New estimated aggregate value from this AGM on 28 September 2022 to the next AGM in 2023 ("New Estimated Value") RM'000
Directors and/or Major Shareholders of Sentoria and/or Persons Connected to them	Sale of land and/or land-based properties, the transaction value o which will not exceed 10% of any of the percentage ratios in Paragraph 10.02(g) of the Listing Requirements	*	-	*

** The estimated value and new estimated value cannot be ascertained as the various types of properties sold by the Group 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.*

(ii) Transactions between Sentoria Group and companies in which Dato' Gan Kim Leong and persons connected to him have interests

Provision of services by related companies:

Mandated Related Party	Interested Directors/Major Shareholders/ Persons Connected	Nature of RRPT	Transaction Party	Previous estimated aggregate value as disclosed in the Circular to Shareholders dated 30 July 2021 ("Estimated Value") RM'000	Actual value transacted from last AGM on 8 September 2021 to LPD ("Actual Value") RM'000	New estimated aggregate value from this AGM on 28 September 2022 to the next AGM in 2023 RM'000
BDO Consulting Sdn Bhd	Dato' Gan Ah Tee is the Director and Major Shareholder of BDO Consulting Sdn Bhd. Dato' Gan Ah Tee being a family member of Dato' Gan Kim Leong who is the Director and Major Shareholder of Sentoria	Provision of financial advisory service to the Group for restructuring exercise	Sentoria Group Berhad and its subsidiaries	2,500	500	2,500
		Provision of project management services to the Group for asset divestment program under the restructuring exercise	Sentoria Group Berhad and its subsidiaries	#	-	#
BDO Tax Services Sdn Bhd	Dato' Gan Ah Tee is the Director and Major Shareholder of BDO Consulting Sdn Bhd. Dato' Gan Ah Tee being a family member of Dato' Gan Kim Leong who is the Director and Major Shareholder of Sentoria	Provision of tax consulting services by BDO Tax Services Sdn Bhd	Sentoria Group Berhad and its subsidiaries	200	66	280
Virlinks System Sdn Bhd*	Gan Hock Soon is the Director and Major Shareholder of Virlinks System Sdn Bhd. Gan Hock Soon being a family member of Dato' Gan Kim Leong who is the Director and Major Shareholder of Sentoria	Provision of business support and project management services by Virlinks System Sdn Bhd	Sentoria Group Berhad and its subsidiaries	480	287	580

#Professional fee for project management services is charged on time cost basis and is subject to a percentage of the actual sales value entered into for assets identified under the divestment program.

*Virlinks System Sdn Bhd's principal activities including project management, strategy and business support advisory services and provision of fintech enabled solution.

2.4 Amount due and owing by Related Parties

As at 31 March 2022, 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 to 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/services, or if the product/service is a proprietary item), the Audit and Risk Management 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 Renewal of Shareholders' Mandate.
- (ii) The Audit and Risk Management Committee will review RRPT and recommend to the Board for approval. In their review and approval process, the Audit and Risk Management 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 and Risk Management 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 and Risk Management Committee and approved by the Board.
- (iv) The RRPT shall be reviewed by Internal Auditor engaged by the Company as per their Scope of Audit.
- (v) Periodic review of the existing procedures and processes shall be carried out by the Audit and Risk Management Committee to ensure that they have complied with in accordance with the Proposed Renewal of 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 and Risk Management Committee Statement

The Audit and Risk Management 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 and Risk Management Committee has reviewed the terms of the Proposed Renewal of 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 and Risk Management Committee are interested in the RRPT pursuant to the Proposed Renewal of Shareholders' Mandate, the Audit and Risk Management 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 Renewal of Shareholders' Mandate be decided upon by the non-interested shareholders at the forthcoming 23rd AGM.

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

The RRPT pursuant to the Proposed Renewal of 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 Renewal of 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 Renewal of 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 RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any effect on the share capital of the Company and the shareholdings of the Directors and Substantial Shareholders in the Company. It will also be expected not to have any material effect on the EPS and NA of the Group for the financial year ending 31 March 2022.

5. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is conditional upon your approval at the forthcoming 23rd AGM.

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

As at LPD, the direct and indirect interests of the interested Directors, Major Shareholders and/or Persons Connected with them in Sentoria Shares and Warrants-B are as follows:

Interests of the Directors

Directors	Direct		Indirect	
	No. of Sentoria Shares	%	No. of Sentoria Shares	%
Dato' Chan Kong San	-	-	219,560,428^	39.370
Dato' Gan Kim Leong	-	-	219,627,268^^	39.382
Tan Lee Chin	-	-	17,050,000@	3.057
Datin Sri Lim Mooi Lang	2,000,000	0.359	3,000,000*	0.538
Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad	-	-	-	-
Wong Yoke Nyen	-	-	-	-
Chua Eng Chin	-	-	-	-
Lee Swee Meng	-	-	-	-
S Nagaraju A/L Sinniah	-	-	-	-

Directors	Direct		Indirect	
	No. of Warrants B	%	No. of Warrants B	%
Dato' Chan Kong San	-	-	180,887,134^	87.866#
Dato' Gan Kim Leong	-	-	181,739,094^^	88.280#
Tan Lee Chin	-	-	-	-
Datin Sri Lim Mooi Lang	-	-	-	-
Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad	-	-	-	-
Wong Yoke Nyen	-	-	-	-
Chua Eng Chin	-	-	-	-
Lee Swee Meng	-	-	-	-
S Nagaraju A/L Sinniah	-	-	-	-

Interests of the Major Shareholders

Major Shareholders	Direct		Indirect	
	No. of Sentoria Shares	%	No. of Sentoria Shares	%
Sentoria Capital Sdn Bhd	219,560,428	39.370	-	-
Dato' Chan Kong San	-	-	219,560,428^	39.370
Dato' Gan Kim Leong	-	-	219,627,268^^	39.382
State Secretary, Pahang	87,666,024	15.720	-	-

Major Shareholders	Direct		Indirect	
	No. of Warrants B	%	No. of Warrants B	%
Sentoria Capital Sdn Bhd	180,887,134	87.866#	-	-
Dato' Chan Kong San	-	-	180,887,134^	87.866#
Dato' Gan Kim Leong	-	-	181,739,094^^	88.280#
State Secretary, Pahang	-	-	-	-

Interests of the Persons Connected

Persons Connected with Directors/ Major Shareholder	Direct		Indirect	
	No. of Sentoria Shares	%	No. of Sentoria Shares	%
Hou Kok Chung **	2,700,000	0.484	-	-
Hou Ruijia ***	300,000	0.054	-	-
Base Rock Sdn. Bhd.	66,840	0.012	-	-
TWL Holdings Berhad	17,050,000	3.057	-	-

Persons Connected with Directors/ Major Shareholder	Direct		Indirect	
	No. of Warrants B	%	No. of Warrants B	%
Hou Kok Chung **	-	-	-	-
Hou Ruijia ***	-	-	-	-
Base Rock Sdn. Bhd.	851,960	0.414	-	-
TWL Holdings Berhad	-	-	-	-

Note:-

- ^ Deemed interest by virtue of his interests in Sentoria Capital Sdn Bhd pursuant to Section 8 of the Act
- ^^ Deemed interest by virtue of his interests in Sentoria Capital Sdn Bhd and Base Rock Sdn Bhd Pursuant to Section 8 of the Act
- @ Deemed interested by virtue of her interest in TWL Holdings Berhad pursuant to Section 8 of the Act.
- * Deemed Interest by virtue of her interests in shares of spouse and child pursuant to Section 59(11)(c) of the Act
- ** Spouse of Datin Sri Lim Mooi Lang
- *** Child of Datin Sri Lim Mooi Lang
- # Based on 205,867,236 outstanding Warrants-B as at LPD

All of the Directors and/or Major Shareholders and/or Persons Connected with them are deemed interested in respect of the Proposed Renewal of Shareholders' Mandate under Section 2.3(i) of this Circular. Accordingly, all the Directors have abstained and will continue to abstain from Board deliberations and voting on the Proposed Renewal of Shareholders' Mandate under Section 2.3(i) of this Circular, in respect of their direct and/or indirect shareholdings in the Company at the forthcoming 23rd AGM to be convened. In addition, the interested Major Shareholders namely, Sentoria Capital Sdn Bhd, Dato' Chan Kong San, Dato' Gan Kim Leong and State Secretary, Pahang will abstained from voting on the Proposed Renewal of Shareholders' Mandate under Section 2.3(i) of this Circular, in respect of their direct and/or indirect shareholdings in the Company at the forthcoming 23rd AGM to be convened.

The interested Director namely, Dato' Gan Kim Leong is deemed interested in the respect of the Proposed Renewal of Shareholders' Mandate under Section 2.3(ii) of this Circular. Accordingly, he has abstained and will continue to abstain from Board deliberations and voting on the Proposed Renewal of Shareholders' Mandate under Section 2.3(ii) of this Circular, in respect of his indirect shareholdings in the Company at the forthcoming 23rd AGM to be convened.

The above-named Persons Connected with the interested Directors and/or Major Shareholders, will abstain from voting on the Proposed Renewal of Shareholders' Mandate under Section 2.3 (i) and (ii) of this Circular, in respect of their direct shareholdings in the Company at the forthcoming 23rd AGM. In addition, the interested Directors and/or Major Shareholders will ensure that the Persons Connected with them will abstain from voting, deliberating and approving the Proposed Renewal of Shareholders' Mandate in respect of their direct and/or indirect shareholdings in the Company at the forthcoming 23rd AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders and/or Persons Connected with them have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

7. DIRECTORS' RECOMMENDATION

All the Directors have refrained from forming an opinion and making any recommendation in respect of the Proposed Renewal of Shareholders' Mandate under Section 2.3(i) of this Circular.

The Board (save and except for Dato' Gan Kim Leong who has interests in the Proposed Renewal of Shareholders' Mandate in respect of RRPT under Section 2.3(ii) of this Circular), having considered the rationale and all relevant aspects of the Proposed Renewal of Shareholders' Mandate (except for the RRPT under Section 2.3(i) of this Circular), are of the opinion that the Proposed Renewal of Shareholders' Mandate is fair and reasonable and is in the best interest of the Company and its shareholders, and accordingly recommend that you vote in favour of the resolutions pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 23rd AGM.

8. RESOLUTIONS ON THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND AGM

The ordinary resolutions on the Proposed Renewal of Shareholders' Mandate will be tabled at the forthcoming 23rd AGM of the Company to 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. or at any adjournment thereof. The said resolutions are set out in the Notice of AGM which is included in the Company's Annual Report for the financial year ended 31 March 2022.

The Form of Proxy for the forthcoming 23rd AGM is enclosed together with the 2022 Annual Report.

If you are unable to attend the AGM, please complete the Form of Proxy which 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 Poll Administrator of Sentoria Group Berhad, 54B, Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia, and 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> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the 23rd AGM should you subsequently wish 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

Dato' Hj. Abdul Rahman bin Hj. Imam Arshad
Chairman

APPENDIX I - FURTHER INFORMATION

1. DIRECTORS' 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 (including contracts not reduced into writing), 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 and/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. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

4.1 Material Commitments

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by the Group, which may have a material impact on the results or financial positions of the Group.

4.2 Contingent Liabilities

As at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by the Group, which upon becoming enforceable may have a material impact on the financial results or position of the Group.

5. 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 document up to and including the date of the 23rd AGM:

- (a) Constitution of the Company; and
- (b) Audited financial statements of Sentoria Group for the financial year ended 31 March 2021 and financial year ended 31 March 2022.

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