

SENTORIA

Build a Better Tomorrow

SENTORIA GROUP BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Sentoria Group Berhad ("Sentoria" or "Company") will be conducted virtually at the Broadcast Venue at BO1-A-09, Menara 2, KL Eco City, 3, Jalan Bangsar, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Thursday, 25 April 2024 at 4.00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

PROPOSED CONSOLIDATION OF EVERY 4 EXISTING ORDINARY SHARES IN SENTORIA ("SENTORIA SHARES" OR "SHARES") INTO 1 SENTORIA SHARE ("CONSOLIDATED SHARE(S)") ("PROPOSED SHARE CONSOLIDATION")

"THAT subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to give effect to the consolidation of every 4 existing Shares held by the entitled shareholders of the Company whose name appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board of Directors of the Company ("Board") and announced later by the Company ("Entitlement Date") into 1 Consolidated Share.

THAT the Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with one another.

THAT the fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and / or dealt with by the Board in such manner as its absolute discretion as it may deem fit or expedient and in the best interest of the Company.

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Share Consolidation with full power to assent to any conditions, modifications, variations and / or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Consolidation."

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE BONDS ("BONDS") (CONVERTIBLE INTO UP TO 306,690,544 NEW SENTORIA SHARES, BEING THE MAXIMUM PERMITTED NUMBER OF SHARES IN SENTORIA) WITH AN AGGREGATE NOMINAL VALUE OF UP TO RM150.0 MILLION ("PROPOSED RCB")

"THAT, subject to the passing of the Special Resolution and the approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM150.0 million nominal value of Bonds, convertible into Sentoria Shares at a conversion price to be determined in accordance with the terms and conditions of the subscription agreement dated 18 January 2024 entered into between the Company and Triton Capital Fund VCC as a subscriber in relation to the Proposed RCB ("**Subscription Agreement**"); and
- (ii) allot and issue such number of new Sentoria Shares pursuant to the conversion of the Bonds, from time to time during the tenure of the Bonds, credited as fully paid-up in accordance with the terms and conditions of the Subscription Agreement.

THAT such new Sentoria Shares to be issued arising from the conversion of the Bonds, shall, upon allotment and issuance, be listed on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and rank equally in all respects with the then existing Sentoria Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the relevant date of allotment of the Sentoria Shares.

THAT pursuant to Section 85(1) of the Companies Act 2016 ("**Act**") to be read together with Article 68 of the Constitution of the Company, should the resolution on Proposed RCB be passed by the shareholders of the Company, such resolution shall have the effect that the shareholders of the Company having agreed to irrevocably waive their pre-emptive rights to be offered in proportion to their shareholdings in the Company new Sentoria Shares to be allotted and issued by the Company pursuant to conversion of the Bonds.

AND THAT the Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed RCB with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed RCB."

BY ORDER OF THE BOARD SENTORIA GROUP BERHAD

DATUK TAN LEH KIAH
MAICSA No.: 0719692
SSM PC No.: 201908002912
Company Secretary

LIM CHIEN JOO (MS)
MAICSA No.: 7063152
SSM PC No.: 201908004025
Company Secretary

CHIN LEE CHYEN (MS)
MAICSA No.: 7055910
SSM PC No.: 202008001611
Company Secretary

Seri Kembangan, Selangor Darul Ehsan
3 April 2024

Notes:

- (1) The EGM 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 required to register at bit.ly/SentoriaEGM_Shareholder to attend virtually, posting questions to the Board via real time submission of typed texts and vote (collectively, "participate") remotely at the EGM. Shareholders are advised to refer to the Administrative Guide.
- (2) For the purpose of determining who shall be entitled to attend this EGM remotely, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 18 April 2024** (which is not less than 3 clear market days before the date of this EGM). Only a shareholder whose name appears on this Record of Depositors, shall be entitled to attend virtually this EGM or appoint a proxy to attend virtually, post questions via text, and vote on his/her behalf at the EGM.
- (3) A shareholder entitled to attend virtually, post questions via text and vote at this EGM, who is the holder of 2 or more shares is entitled to appoint not more than 2 proxies to attend virtually, post questions via text, and vote at this EGM 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 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 EGM, his/her proxy shall be precluded from the meeting. Such attendance by the shareholder has to be informed by the shareholder at least 48 hours before the convening of the EGM.
- (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 virtually, post questions via text and vote at this virtual EGM, must request his/her proxy(ies) or attorney(s) or authorised representative(s) to register himself/herself at bit.ly/SentoriaEGM_Proxy. 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
No. 6-2, Level 2, Plaza Crystalville II,
No. 6, Jalan 22B/70A, Desa Sri Hartamas,
50480 W.P. Kuala Lumpur, Malaysia.

In the case of electronic appointment, the Form of Proxy must be lodged to the Company, by emailing to investor@sentoria.com.my or e-registered at bit.ly/SentoriaEGM_Proxy.

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 48 hours before the time appointed for holding this EGM 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 **Tuesday, 23 April 2024 at 4:00 p.m.**
- (11) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of this EGM will be put to vote by poll.

Explanatory Notes to Ordinary Resolution

Pursuant to Section 85(f) of the Act read together with Article 68 of the Company's Constitution, the existing shareholders of the Company have a statutory pre-emptive right to be offered any new shares which rank equally to existing shares issued by the Company. By you voting in favour of the proposed Ordinary Resolution, you will be waiving your statutory pre-emptive right and the proposed Ordinary Resolution, if passed, will exclude your statutory pre-emptive right to be offered any new shares to be allotted and issued by the Company pursuant to the Proposed RCB, which will result in a dilution to your shareholding in the Company.