

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

Minutes of the Twenty-Fourth 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 Friday, 29 March 2024 at 10:30 a.m.

PRESENT

Datuk Dr. Ras Adiba Binti Mohd Radzi (Chairperson)
Dato' Hj. Abdul Rahman Bin Hj. Iman Arshad
Dato' Chan Kong San
Dato' Gan Kim Leong
Datin Sri Lim Mooi Lang
Dr. Lim Zhao Qi
Mr. Lim Poh Seong
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

Dato' Loh Yuen Tuck (Group Chief Executive Officer)
Ms. Chin Lee Chyen (Company Secretary)
Ms Ng KeHui (GTM)
Mr. Hirmazali Abdul Samad
Mr Gan Hock Soon
Ms. Lim Liu Ting (AD-Consult Sdn. Bhd.)

NOTICE

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

She continued and said that before she proceeded with the Meeting, she 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. She added that in view that it is mandatory, she as the Chairperson of Meeting hereby demands for a poll pursuant to Article 82 of the Company's Constitution in respect of all resolutions.

She 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 Chairperson informed that the Company has appointed V-Cube Malaysia Sdn. Bhd. as the Poll Administrator to conduct the electronic polling process and Sharepolls Sdn. Bhd. as the Independent Scrutineer to verify the results of the poll voting. She 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.

She 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 Chairperson informed the Meeting that the voting session shall only be conducted after the meeting has deliberated all items on the agenda.

The Chairperson informed that the Minority Shareholder Watch Group ["MSWG"] had vide its letter dated 8 March 2024 addressed to the Board of Directors ["Board"] raised several questions on Operational and Financial matters in relation to the Company's Annual Report 2023.

Questions from and the corresponding reply to MSWG were read out by Dato' Gan Kim Leong, details as follows:

Operational and Financial Matters

Question 1

The increased revenue for Leisure Hospitality Division ("LHD") in FY2023, amounting to RM2.3 million, was a consequence of the Group has resumed its water park operation at Bukit Gambang during the financial period. This resumption was facilitated through outsourcing to a third-party operator, a strategy implemented nu the Group during FY2023 (Page 8 of AR).

- a) Why did the Group outsource the operation of its water park operation at Bukit Gambang to a third-party?

Reply:

Outsourcing serves as an interim measure following the Covid-19 pandemic, providing flexibility and cost-effectiveness during uncertain times. The Group will assess the feasibility of resuming in-house management as financial stability strengthens. The management believes that the outsourcing providing us the following benefits and advantages:

- i. Immediate Cost Savings: Outsourcing allows the theme park to offload the financial burden of maintaining internal operations. This eliminates the need for upfront investments for re-opening and preserves precious working capital instead of investing in staffing, equipment and infrastructure.*
- ii. Reduced Overhead Costs: By outsourcing operations, the theme park can avoid the ongoing overhead costs associated with hiring and managing employees, maintaining facilities, and procuring equipment. This helps conserve working capital that would otherwise be tied up in day-to-day operational expenses.*

- b) What is the expected yearly income to be paid by the third-party operator?

Reply:

Barring unforeseen circumstances, the estimated yearly income is ranging approximately from RM800,000 to RM1.2 million for FY2024.

- c) What is the contract period with the third-party that operates the water park in Bukit Gambang?

Reply:

The contract duration spans 3.25 years with an option for renewal for an additional year, subject to a 6-month termination notice by either party.

Question 2

The Company announced that it is proposing to undertake an issuance of redeemable convertible bonds ("Bonds") with an aggregate principal amount of up to RM0150.0 million (Page 62 of AR).

- a) What is the duration and interest rate of the redeemable convertible bonds?

Reply:

The tenure of the Bonds is for 3 years or 36 months from the date the first sub-tranche of the Bonds is subscribed for and issued. The Bonds carry an interest rate of 1.0% per annum calculated based on the aggregate nominal value of the Bonds issued and held.

- b) When is the redeemable convertible bonds expected to be fully subscribed?

Reply:

The Bonds is expected to be fully subscribed before the Bonds' maturity date, i.e. within 3 years from the date the first sub-tranche of the Bonds is subscribed, tentatively by 2027.

Question 3

The Group's inventory of completed properties held for sale was RM11.1 million in FY2023 as compared to RM7.2 million in FY2022, an increase of RM3.9 million or 54.2% (Page 91 of AR).

- a) Please explain the reasons for the high inventory of completed properties for sale in FY2023 as the Group's revenue has decreased in FY2023 as compared to FY2022.

Reply:

During the FY2023, there were cancellation of sales for completed properties.

- b) Please provide the ageing profile of the completed properties for sale in the age bands of less than 1 year, 1 to 2 years and exceeding more than 2 years in terms of property type, number of units and values, respectively.

Reply:

<i>Property type</i>	<i>No of units</i>	<i>Values (RM'M)</i>
<u><i>More than 2 years</i></u>		
<i>Residential</i>	<i>17</i>	<i>6.0</i>
<i>Commercial</i>	<i>17</i>	<i>5.1</i>
<i>TOTAL</i>	<i>34</i>	<i>11.1</i>

- c) Please explain how the Group will try to clear the inventory of completed properties for sale in FY2024.

Reply:

The Group will endeavour to clear the inventory of completed properties by:

- i. *Implement marketing strategies: Develop and implement marketing strategies to promote the completed properties to potential buyers or renters. This may include online listings, advertisements, or outreach to real estate agents.*
- ii. *Offer incentives: Consider offering incentives such as discounts, promotions, or special financing options to attract buyers or renters and expedite the clearance of inventory.*

Question 4

The Group's 75% owned subsidiary, Sentoria Langkawi Sdn Bhd ("SLSB"), with its core business in operating a theme park and property development suffered a much higher loss of RM33.6 million in FY2023 as compared to RM5.8 million loss in FY2022 (Page 97 of AR).

- a) How much of SLSB's loss was contributed by the theme park and property development respectively in FYs 2023 and 2022?

Reply:

	<i>FY2023 (RM'M)</i>	<i>FY2022 (RM'M)</i>
<i>Leisure (Theme park)</i>	2.9	2.2
<i>Property development</i>	<u>30.7</u>	<u>3.6</u>
<i>TOTAL</i>	<u>33.6</u>	<u>5.8</u>

- b) Please explain how the Board will turnaround SLSB in the coming year.

Reply:

The Group will endeavour to streamline operations to improve efficiency and productivity.

Question 5

The Group continued to record loss on remeasurement and write down of inventories of RM19.5 million in FY2023 as compared to RM14.6 million in FY2022 (Page 108 of AR).

Please provide a breakdown of the type and value of inventories that were written down in both FYs 2022 and 2023.

Reply:

<i>Type of properties</i>	<i>FY2023 (RM'M)</i>	<i>FY2022 (RM'M)</i>
<i>Residential projects</i>	19.3	5.8
<i>Commercial projects</i>	<u>0.2</u>	<u>8.8</u>
<i>TOTAL</i>	<u>19.5</u>	<u>14.6</u>

1. Audited Financial Statements for the financial period ended 30 September 2023 together with the Directors' and Auditors' Reports thereon

The Chairperson 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 period ended 31 September 2023 together with the Directors' and Auditors' Reports thereon.

She 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.

She 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 RM7,000 per month to the Non-Executive Chairman and RM6,000 per month to each of the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting

The Chairperson informed that Ordinary Resolution 1 was to approve the payment of Directors’ Fees of RM7,000 per month to the Non-Executive Chairman and RM6,000 per month to each of the Non-Executive Directors from the conclusion of the 24th AGM until the conclusion of the 25th AGM.

3. Ordinary Resolution 2 – To approve the payment the following attendance allowances to the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting:

- (i) RM1,000 per Board/shareholders meeting for the Non-Executive Chairman of the Board and RM500 per Board/shareholders meeting for each of other Non-Executive Board Members; and**
- (ii) RM750 per Board committee meeting for the Non-Executive Board Members who are chairs of the Board committees and RM500 per Board committee meeting for Non-Executive Board Members who are members of the Board committees.**

The Chairperson informed that Ordinary Resolution 2 was to approve the payment of the attendance allowances to the Non-Executive Directors from the conclusion of the 24th AGM until the conclusion of the 25th AGM on the basis as set out in the Notice of this AGM.

4. Ordinary Resolution 3 – To re-elect Dato’ Chan Kong San as Director pursuant to Article 142 of the Company’s Constitution

The Chairperson informed that Ordinary Resolution 3 was to re-elect Dato’ Chan Kong San 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 Datin Sri Lim Mooi Lang as Director pursuant to Article 142 of the Company’s Constitution

The Chairperson informed that Ordinary Resolution 4 was to re-elect Datin Sri Lim Mooi Lang who retired pursuant to Article 142 of the Company’s Constitution and who has offered herself for re-election.

6. Ordinary Resolution 5 – To re-elect Datuk Dr. Ras Adiba Binti Mohd Radzi as Director pursuant to Article 103 of the Company’s Constitution

The Chairperson informed the Meeting that as this agenda involved her re-election as Director and in order to avoid any potential conflict of interest, she would hand over the Chair of the Meeting for this agenda to Mr. Lim Poh Seong.

Mr. Lim Poh Seong informed that Ordinary Resolution 5 was to re-elect Datuk Dr. Ras Adiba Binti Mohd Radzi 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 Dr. Lim Zhao Qi as Director pursuant to Article 103 of the Company's Constitution

The Chairperson informed that Ordinary Resolution 6 was to re-elect Dr. Lim Zhao Qi 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. Lim Poh Seong as Director pursuant to Article 103 of the Company's Constitution

The Chairperson informed that Ordinary Resolution 7 was to re-elect Mr. Lim Poh Seong 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-appoint Grant Thornton Malaysia PLT as Auditors of the Company

The Chairperson informed that Ordinary Resolution 8 was to re-appoint Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 30 September 2024 at such remuneration to be determined by the Directors.

10. Ordinary Resolution 9 - To authorise the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of Pre-Emptive Rights pursuant to the Companies Act 2016

The Chairperson informed that Ordinary Resolution 9 was to consider and, if thought fit, to pass the Ordinary Resolution 9 in regards to the Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of Pre-Emptive Rights pursuant to the Companies Act 2016 as set out in the Notice of this AGM.

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

The Chairperson informed the Meeting that the Company had received a question from the shareholder via real time submission of typed texts in the communication chat box during the Meeting. Question from the shareholder was read out and answered by Dato' Gan Kim Leong, details as follows:

Question and Answer ("Q&A")

1. Mr. Tan Hooi Im requested the Company to consider giving e-Wallet credits or tickets for shareholders attending this AGM.

Reply:

The Company would provide 30% ticket discount to the shareholders who attended this virtual meeting.

The Chairperson then announced the commencement of the voting session.

She then adjourned the Meeting at 11:00 a.m. for polling on the resolutions for the day. Shareholders were informed to remain online during the polling process.

The Meeting resumed at 11:20 a.m. and the Chairperson announced the results of the poll which have been verified by the Independent Scrutineer, Sharepolls 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 RM7,000 per month to the Non-Executive Chairman and RM6,000 per month to each of the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting.	25	247,781,408	99.9979%	4	5,242	0.0021%
<u>Ordinary Resolution 2</u> To approve the payment of attendance allowances to the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting on the basis as set out in the Notice of this Annual General Meeting.	26	335,447,432	99.9984%	4	5,242	0.0016%
<u>Ordinary Resolution 3</u> To re-elect Dato' Chan Kong San as Director.	33	340,152,674	100.0000 %	0	0	0.0000%

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 4</u> To re-elect Datin Sri Lim Mooi Lang as Director.	33	335,452,674	100.0000 %	0	0	0.0000%
<u>Ordinary Resolution 5</u> To re-elect Datuk Dr. Ras Adiba Binti Mohd Radzi as Director.	33	340,152,674	100.0000 %	0	0	0.0000%
<u>Ordinary Resolution 6</u> To re-elect Dr. Lim Zhao Qi as Director.	33	340,152,674	100.0000 %	0	0	0.0000%
<u>Ordinary Resolution 7</u> To re-elect Mr. Lim Poh Seong as Director.	33	340,152,674	100.0000 %	0	0	0.0000%
<u>Ordinary Resolution 8</u> To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company.	33	340,152,674	100.0000 %	0	0	0.0000%
<u>Ordinary Resolution 9</u> To authorise the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of Pre-Emptive Rights pursuant to the Companies Act 2016.	33	340,152,674	100.0000 %	0	0	0.0000%

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

ORDINARY RESOLUTION 1

- **To approve the payment of Directors fees of RM7,000 per month to the Non-Executive Chairman and RM6,000 per month to each of the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting**
-

THAT the payment of Directors' Fees of RM7,000 per month to the Non-Executive Chairman and RM6,000 per month to each of the Non-Executive Directors from the conclusion of the 24th Annual General Meeting until the conclusion of the 25th 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 24th Annual General Meeting until the conclusion of the 25th 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 24th Annual General Meeting until the conclusion of the 25th Annual General Meeting be hereby approved:

- (i) RM1,000 per Board/shareholders meeting for the Non-Executive Chairman of the Board and RM500 per Board/shareholders meeting for each of other Non-Executive Board Members; and
- (ii) RM750 per Board committee meeting for the Non-Executive Board Members who are chairs of the Board committees and RM500 per Board committee meeting for Non-Executive Board Members who are members of the Board committees.

ORDINARY RESOLUTION 3

- **To re-elect Dato' Chan Kong San as Director**
-

THAT the re-election of Dato' Chan Kong San 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 Datin Sri Lim Mooi Lang as Director**
-

THAT the re-election of Datin Sri Lim Mooi Lang as a Director of the Company who retire pursuant to Article 142 of the Company's Constitution be hereby approved.

ORDINARY RESOLUTION 5

- **To re-elect Datuk Dr. Ras Adiba Binti Mohd Radzi as Director**
-

THAT the re-election of Datuk Dr. Ras Adiba Binti Mohd Radzi as a Director of the Company who retire pursuant to Article 103 of the Company's Constitution be hereby approved.

ORDINARY RESOLUTION 6

- **To re-elect Dr. Lim Zhao Qi as Director**
-

THAT the re-election of Dr. Lim Zhao Qi as a Director of the Company who retire pursuant to Article 103 of the Company's Constitution be hereby approved.

ORDINARY RESOLUTION 7

- **To re-elect Mr. Lim Poh Seong as Director**
-

THAT the re-election of Mr. Lim Poh Seong as a Director of the Company who retire pursuant to Article 103 of the Company's Constitution be hereby approved.

ORDINARY RESOLUTION 8

- **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 30 September 2024 at such remuneration to be determined by the Directors.

ORDINARY RESOLUTION 9

- **To authorise the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of Pre-Emptive Rights pursuant to the Companies Act 2016**
-

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Companies Act 2016 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 Companies Act 2016.

There being no other business to be taken, the Meeting closed at 11.27 a.m. with a vote of thanks to the Chair.

CHAIRPERSON

Date: 29 March 2024