

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

Minutes of the Extraordinary General Meeting of Sentoria Group Berhad conducted virtually at the Broadcast Venue at BO1-A-09, Menara 2, KL Eco City, 3, Jalan Bangsar, 59200 Kuala Lumpur, on Thursday, 25 April 2024 at 4:00 p.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
Dr. Lim Zhao Qi
Mr. Lim Poh Seong
Shareholders and proxies as per attendance list

IN ATTENDANCE

Datuk Tan Leh Kiah (Company Secretary)

BY INVITATION

Dato' Loh Yuen Tuck (Group Chief Executive Officer)
Ms. Chin Lee Chyen (Company Secretary)
Mr. Izat Nazrin Abd Rashid (Mercury Securities Sdn. Bhd.)
Mr. Lai Weng Chong (AD-Consult Sdn. Bhd.)

NOTICE

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

There being a quorum, she declared the Meeting duly convened at 4:00 p.m.

The Chairperson informed the Meeting that this Extraordinary General Meeting ["**EGM**"] 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, Principal Adviser 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

Special and 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 EGM 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 EGM might be deemed confidential and only for the knowledge of the relevant parties, any visual or audio recording whilst the EGM 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 EGM 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.

1. 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”)

The Chairperson informed that Agenda 1 was to consider and, if though fit, to pass the Special Resolution in relation to the proposed consolidation of every 4 existing Ordinary Shares in Sentoria into 1 Sentoria Share.

2. 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”)

The Chairperson informed that the Ordinary Resolution was to approve the proposed issuance of Redeemable Convertible 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.

The Chairperson announced the commencement of the Q&A session whereby shareholders and proxies were invited to post their questions via real time submission of typed texts in the communication chat box.

Dato’ Loh Yuen Tuck informed the Meeting there was no question raised by the shareholders in communication chat box during the Meeting.

The Chairperson then announced the commencement of the voting session.

She then adjourned the Meeting at 4:25 p.m. for polling on the resolutions for the day. Shareholders were informed to remain online during the polling process.

The Meeting resumed at 4:35 p.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>Special Resolution</u> Proposed consolidation of every 4 existing Ordinary Shares in Sentoria (“Sentoria Shares” or “Shares”) into 1 Sentoria Share (“Consolidated Share(s)”) (“Proposed Share Consolidation”)	16	331,383,339	99.9987%	3	4,202	0.0013%
<u>Ordinary Resolution</u> 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”)	16	331,384,039	99.9989%	3	3,502	0.0011%

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

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 at 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”)**
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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:

- 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
- 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.

There being no other business to be taken, the Meeting closed at 4.40 p.m. with a vote of thanks to the Chair.

CHAIRPERSON

Date: 25 April 2024