

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth ("28th") Annual General Meeting ("AGM") of Seni Jaya Corporation Berhad ("Company") will be held on a fully virtual basis at the broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Monday, 28 June 2021 at 3:00 p.m. for the following purposes: -

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and the Auditors thereon. | [Please refer to Explanatory Note (1)] |
| 2. To approve the payment of Directors' fees amounting to RM145,258/- for the financial year ended 31 December 2020. | (Ordinary Resolution 1) |
| 3. To approve the payment of Directors' fees amounting to RM28,500/- for the period from 1 October 2020 to 31 December 2020. | (Ordinary Resolution 2) |
| 4. To approve the payment of Directors' fees amounting to RM257,000/- for the financial year ending 31 December 2021. | (Ordinary Resolution 3) |
| 5. To re-elect Mr. Julian Koh Lu Ern who is due to retire pursuant to Clause 116 of the Company's Constitution and being eligible, has offered himself for re-election. | (Ordinary Resolution 4) |
| 6. To re-elect Datin Lee Nai Yee who is due to retire pursuant to Clause 117 of the Company's Constitution and being eligible, has offered herself for re-election. | (Ordinary Resolution 5) |
| 7. To re-appoint Messrs. Mazars PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 6) |

AS SPECIAL BUSINESS:

To consider and, if thought fit, with or without modifications, to pass the following ordinary resolution:-

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| 8. ORDINARY RESOLUTION AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 | (Ordinary Resolution 7) |
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"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of 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 always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter, the authority shall be reinstated from twenty percent (20%) to ten percent (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Bursa Malaysia Securities Main Market Listing Requirements (hereinafter referred to as the "General Mandate");

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so be issued pursuant to the General Mandate on Bursa Malaysia Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

9. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
YAU JYE YEE (SSM PC NO. 20200800733) (MAICSA 7059233)
Company Secretaries

Kuala Lumpur
28 May 2021

Explanatory Notes:-

- (1) Item (1) of the Agenda - To receive the Audited Financial Statements for the financial year ended 31 December 2020
- This Agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Act, the audited financial statements do not require a formal approval of the shareholders. Hence, this Agenda item will not put forward for voting.
- The Annual Report 2020 which includes the Audited Financial Statements, Directors' Report and Independent Auditors' Report will be presented to the meeting. The shareholders can access a copy of the Annual Report 2020 at Seni Jaya Corporation Berhad's website, www.senijayacorp.com.
- The Chairman will give the shareholders an opportunity to ask question about, and make comments on the financial statements and reports and Seni Jaya Corporation Berhad's performance.
- The shareholders will also be given an opportunity to ask the representative(s) of the Company's Auditors, Messrs. Mazars PLT, questions relevant to audit matters, including the Auditors' Report.
- (2) **Ordinary Resolution 1 – Directors' Fees**
- Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.
- The proposed Resolution 1, if approved, will authorise the payment of Directors' fees for the financial year ended 31 December 2020 of RM145,258/- (2019: RM228,000/-).
- (3) **Ordinary Resolution 2 – Directors' Fees**
- The proposed Resolution 2, if approved, will authorise the payment of additional Directors' fees which has been under accrued for the period 1 October 2020 to 31 December 2020.
- (4) **Ordinary Resolution 3 – Directors' Fees**
- The proposed Resolution 3, if approved, will authorise the payment of Directors' fees for the financial year ending 31 December 2021 of RM257,000/- (2020: RM145,258/-).
- (5) **Ordinary Resolution 4 – Re-election of Director**
- Pursuant to Clause 116 of the Company's Constitution, any Director appointed during the year shall hold office until the conclusion of the next AGM and shall be eligible for re-election at such meeting. A Director retiring pursuant to this Clause shall not be taken into account in determining the Directors or the number of Directors to retire by rotation.
- Mr. Julian Koh Lu Ern who was appointed as an Independent Non-Executive Director on 6 May 2021 is required to submit himself for re-election at the 28th AGM pursuant to Clause 116 of the Company's Constitution. His recent appointment was based on the Board's consideration based on his character, experience, integrity, competence and time commitment expected from him to effectively discharge his responsibilities and functions as an Independent Non-Executive Director, in line with the standards as set out in Paragraph 2.20A of the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities").
- Mr. Julian Koh Lu Ern who is due to retire pursuant to Clause 116 of the Company's Constitution and being eligible, has offered himself for re-election at the 28th AGM of the Company.
- (6) **Ordinary Resolution 7 – Authority to Issue Shares pursuant to the Act**
- The Company did not obtain the general mandate from its shareholders at the 27th AGM of the Company held on 29 July 2020 for issuance of shares by the Company pursuant to the Act. Hence, the Company did not issue any shares under the general mandate and hence, no proceeds were raised therefrom.
- The proposed Resolution 7, if passed, will give authority to the Directors of the Company, from the date of the 28th AGM of the Company, to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being pursuant to the Act (hereinafter referred to as the "20% General Mandate").
- As part of the initiative from Bursa Malaysia Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Malaysia Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Conditional Movement Control Order imposed by the Government, Bursa Malaysia Securities had vide Bursa Malaysia Berhad's letter dated 16 April 2020 allow a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Main LR of Bursa Malaysia Securities of not more than 20% of the total number of issued shares for the general issue of new securities.

The said 20% General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s).

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the 20% General Mandate is in the best interests of the Company and its shareholders.

The 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 and thereafter, the ten per centum (10%) general mandate will be reinstated. Should there be a decision to issue and allot ordinary shares after the said authority has been given, the Company will make the appropriate announcement on the purpose and/or utilisation of proceeds arising from such issuance and allotment.

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 June 2021 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
 - A member entitled to participate, and vote at this meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend and vote at the meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
 - The Broadcast Venue, which is the main venue of the 28th AGM, is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 95 of the Company's Constitution, which require the Chairman to be present at the main venue of the 28th AGM. Members, proxies and/or corporate representatives will not be allowed to be physically present at the Broadcast Venue on the day of the 28th AGM.
- With the RPV facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the 28th AGM.
- As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 28th AGM via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the 28th AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to eservices@sshsb.com.my during the 28th AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded via broadcast by the Chairman, Board of Directors and/or Management during the Meeting.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
 - The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
 - Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
 - The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/login.aspx> not later than forty-eight (48) hours before the time set for holding the 28th AGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the 28th AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/login.aspx> not later than twenty-four (24) hours before the time stipulated for holding the 28th AGM or any adjournment thereof, and you register for RPV as guided in the Administrative Guide. Please contact the poll administrator, SS E Solutions Sdn. Bhd., at +603-2084 9000 for further assistance.