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If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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SENI JAYA CORPORATION BERHAD

Registration No. 199301025122 (279860-X)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- (I) **PROPOSED PRIVATE PLACEMENT OF UP TO 14,560,000 NEW ORDINARY SHARES IN SENI JAYA CORPORATION BERHAD ("SJC") ("SJC SHARES" OR "SHARES") ("PLACEMENT SHARES"), REPRESENTING APPROXIMATELY 20% OF THE ENLARGED NUMBER OF ISSUED SJC SHARES ASSUMING THE FULL EXERCISE OF THE OUTSTANDING WARRANTS 2021/2026, AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT"); AND**
- (II) **PROPOSED BONUS ISSUE OF SHARES UP TO 262,079,985 NEW ORDINARY SHARES IN SJC ("BONUS SHARES"), ON THE BASIS OF 3 BONUS SHARES FOR EVERY 1 EXISTING SJC SHARE HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF SHARES")**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser and Placement Agent



M&A SECURITIES SDN BHD

Registration No. 197301001503 (15017-H)
(A Wholly-Owned Subsidiary of Insas Berhad)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") will be conducted fully virtual through online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd on Monday, 13 December 2021 at 10.00 a.m. The Notice of EGM together with the Form of Proxy are enclosed in this Circular.

A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his behalf. The Form of Proxy should be lodged at our registered office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor on or before the time and date indicated below or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.

Date and time of EGM	:	Monday, 13 December 2021 at 10.00 a.m. or any adjournment thereof
Last date and time for lodging the Proxy Form	:	Saturday, 11 December 2021 at 10.00 a.m.

This Circular is dated 26 November 2021

DEFINITIONS

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

Act	: The Companies Act, 2016, as may be amended, supplemented or modified from time to time
Additional Warrants	: Up to 72,799,995 additional Warrants to be issued pursuant to the adjustment in accordance with the provisions of the Deed Poll arising from the Proposed Bonus Issue of Shares
ADEX	: Advertising expenditure
Base Scenario	: Assuming none of the Warrants are exercised prior to the implementation of the Proposals
Board	: Board of Directors of SJC
Bonus Issue of Warrants	: Bonus issue of 24,266,665 Warrants, which was completed on 21 October 2021
Bonus Share(s)	: Up to 262,079,985 new SJC Shares to be issued pursuant to the Proposed Bonus Issue of Shares
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Circular	: This circular to our shareholders dated 26 November 2021
CMSA	: Capital Markets and Services Act 2007
COVID-19	: Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019
Deed Poll	: Deed poll dated 28 September 2021 governing the Warrants
EGM	: Extraordinary general meeting
Entitled Shareholders	: Shareholders of SJC whose names appear in SJC's Record of Depositors on the Entitlement Date
Entitlement Date	: A date to be determined and announced later by our Board, at the close of business on which our shareholders must be registered in the Record of Depositors of our Company in order to be entitled to participate in the Proposed Bonus Issue of Shares
E&E	: Electrical and electronics
First Private Placement	: SJC had on 26 August 2021 completed a private placement of 8,000,000 SJC Shares at the issue price of RM1.984 per placement share
FPE	: Financial period ended
FYE	: Financial year ended
GP	: Gross profit

DEFINITIONS (CONT'D)

Indicative Issue Price	:	RM2.1835 per Placement Share, being the indicative issue price for the Placement Shares used for illustrative purposes throughout this Circular
LAT	:	Loss after tax
LBT	:	Loss before tax
LED	:	Light emitting diodes
LPD	:	17 November 2021, being the latest practicable date prior to the date of printing of this Circular
LPS	:	Losses per Share
LTD	:	26 October 2021, being the last trading day immediately prior to the announcement dated 27 October 2021 pursuant to the Proposals
Maximum Scenario	:	Assuming all of the Warrants are fully exercised prior to the implementation of the Proposals
MCO	:	Movement control order (including all versions and phases) issued by the Government of Malaysia under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
MMLR	:	Main Market Listing Requirements of Bursa Securities
MRT	:	Mass rapid transit
M&A Securities	:	M&A Securities Sdn Bhd (Registration No. 197301001503 (15017-H))
NA	:	Net assets
NSSB	:	Noisy Sherbert Sdn Bhd (Registration No. 201301002669 (1032507-H))
OOH	:	Out-of-home
pDOOH	:	Programmatic digital OOH
Placement Share(s)	:	Up to 14,560,000 new SJC Shares to be issued pursuant to the Proposed Private Placement
Proposals	:	Collectively, the Proposed Bonus Issue of Shares and Proposed Private Placement
Proposed Bonus Issue of Shares	:	Proposed bonus issue of shares of up to 262,079,985 new SJC Shares on the basis of 3 Bonus Shares for every 1 existing SJC Share held by the Entitled Shareholders on the Entitlement Date
Proposed Private Placement	:	Proposed private placement of up to 14,560,000 Placement Shares, representing approximately 20% of the enlarged number of issued SJC Shares assuming the full exercise of the Warrants, at an issue price to be determined later
Record of Depositors	:	A record of securities holders established and maintained by Bursa Malaysia Depository Sdn Bhd
RM and sen	:	Ringgit Malaysia and sen, respectively

DEFINITIONS (CONT'D)

SJC or Company	: Seni Jaya Corporation Berhad (Registration No. 199301025122 (279860-X))
SJC Group or Group	: SJC and its subsidiaries, collectively
SJC Share(s) or Share(s)	: Ordinary share(s) in SJC
SJOOH	: Seni Jaya OOH Sdn Bhd (Registration No. 201501015601 (1140934-H))
TEBP	: Theoretical ex-bonus share price
TMSB	: Topper Media Sdn Bhd (Registration No. 202101008436 (1408735-M))
VWAP	: Volume weighted average market price
Warrants	: 24,266,665 outstanding warrants 2021/2026
5D-VWAMP	: 5-day volume weighted average market price

For the purpose of this Circular, all references to a time of day shall be a reference to Malaysian time unless otherwise stated. In this Circular, words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. References to persons shall, where applicable, include corporations.

Certain figures included in this Circular have been subject to rounding adjustments. All references to "Our Company" in this Circular are to SJC, references to "Our Group" are to our Company and our subsidiaries, collectively, and references to "we", "us", "our" and "ourselves" are to our Company, and where the context requires, shall include our subsidiaries.

Any reference in this Circular to the provisions of any statute, rules, regulation or rules of stock exchange shall (where the context admits) be construed as a reference to the provisions of such statute, rules, regulation or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments to the statute, rules, regulation or rules of stock exchange for the time being in force.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Company's plans and objectives will be achieved.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSALS. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE ENTIRE CONTENTS OF THIS CIRCULAR WITHOUT RELYING SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSALS AT THE FORTHCOMING EGM OF OUR COMPANY.

Key information	Summary	Reference to Circular
Summary of the Proposals	<p>: <u>Proposed Private Placement</u></p> <p>Issuance size - Up to 14,560,000 Placement Shares, representing approximately 20% of the enlarged number of issued SJC Shares assuming the full exercise of the Warrants.</p> <p>Issue to - Independent investors who qualify under Schedules 6 and 7 of the CMSA to be identified later.</p> <p>Issue price - Not more than 10% discount to the 5D-VWAMP of SJC Shares up to and including the last trading day immediately preceding the price fixing date. The mechanism to determine the issue price of each tranche (if applicable) of the Placement Shares shall be determined in accordance with market-based principles.</p>	Sections 1 and 2
	<p><u>Proposed Bonus Issue of Shares</u></p> <p>Up to 262,079,985 Bonus Shares on the basis of 3 Bonus Shares for every 1 existing SJC Share held by our entitled shareholders on an entitlement date to be determined and announced later by our Board.</p> <p>For avoidance of doubt, we intend to implement the Proposed Private Placement before the implementation of the Proposed Bonus Issue of Shares. Nevertheless, in the event that our Board is unable to identify placees to subscribe for the Placement Shares, the Proposed Private Placement may be implemented after the implementation of the Proposed Bonus Issue of Shares.</p>	
Rationale for the Proposals	<p>: <u>Proposed Private Placement</u></p> <p>Proposed Private Placement is an extension of SJC's equity fund raising initiatives following the First Private Placement, which the proceeds raised from the Proposed Private Placement will be utilised mainly for the advertising projects/concessions. The advertising projects/concessions is part of our three year business transformation plan in expanding our advertising business, specifically in digital and technological advertising media.</p>	Section 3

<u>Key information</u>	<u>Summary</u>	<u>Reference to Circular</u>
	<p>Our Board after reassessing the estimated total cost for the advertising projects/concessions based on visits to installation sites to determine installation costs and the preliminary negotiation on the terms and pricing with the potential vendors for quotation of equipment prices, has anticipated that we would require additional funding for our venture in the advertising projects/concessions.</p> <p>Our management envisages that with the initiatives in advertising projections/concessions would improve our financial performance and expand our revenue contribution from the advertising business by leveraging on the growing demand for outdoor digital media by advertisers in Malaysia. The proceeds raised from the Proposed Private Placement will also help ease our cash flow requirements in undertaking the advertising projects/concessions.</p> <p>The Proposed Private Placement would enable our Group to raise additional funds expeditiously without having to incur interest costs or service principal repayments as compared to bank borrowings, thereby allowing our Group to preserve our cash flows.</p> <p>The Proposed Private Placement would be able to raise funds more expeditiously and cost effectively via a private placement as opposed to a pro-rata issuance of securities such as a rights issue which is likely to take a longer time to complete as compared to a private placement.</p>	
	<p><u>Proposed Bonus Issue of Shares</u></p> <p>The Proposed Bonus Issue of Shares serves to reward our shareholders for their loyalty and continued support to our Group. Additionally, the Proposed Bonus Issue of Shares would enable us to achieve the following:</p> <ol style="list-style-type: none">i. enable our existing shareholders to have greater participation in our equity in terms of the number of SJC Shares held, whilst maintaining their percentage of equity interest;ii. encourage trading liquidity and marketability of SJC Shares on Main Market of Bursa Securities via a larger share base which will promote diversity in investors' profiles to participate in our equity; andiii. maintain our Company's reserves and our total NA as the Proposed Bonus Issue of Shares will be implemented via the adoption of the enhanced bonus issue framework without capitalisation of our Company's reserves. <p>The Proposed Bonus Issue of Shares will result in our Shares being more affordable without affecting the market capitalisation of our Company, which may encourage greater</p>	

EXECUTIVE SUMMARY

Key information	Summary	Reference to Circular
	participation by a wider group of public shareholders and investors. The Proposed Bonus Issue of Shares together with the Bonus Issue of Warrants represents a total reward package for our shareholders which to be implemented on a staggered basis.	
Approvals required and conditionality	<p>: The Proposals are subject to the following approvals:</p> <p>(a) Bursa Securities which was obtained vide its letter dated 16 November 2021, for the listing of and quotation of the following:</p> <ul style="list-style-type: none">i. up to 14,560,000 Placement Shares to be issued pursuant to the Proposed Private Placement;ii. up to 262,079,985 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares;iii. up to 72,799,995 Additional Warrants to be issued pursuant to the adjustment in accordance with the provisions of the Deed Poll arising from the Proposed Bonus Issue of Shares;iv. up to 72,799,995 new Shares to be issued pursuant to the exercise of the Additional Warrants. <p>(b) our shareholders at the forthcoming EGM for the Proposals; and</p> <p>(c) any other relevant regulatory authority, if required</p>	Section 5
Interest of directors, major shareholders, chief executive and/or persons connected with them	: None of our Directors, major shareholders and chief executive and/or persons connected with them have any interest, direct and/or indirect, in the Proposals, other than their respective entitlements as our shareholders under the Proposed Bonus Issue of Shares, the rights of which are also available to all our other existing shareholders as at the Entitlement Date.	Section 8
Board recommendation	: After having considered all aspects of the Proposals, our Board is of the opinion that the Proposals are in our best interest, and accordingly recommends that our shareholders to vote in favour of the resolution pertaining to the Proposals to be tabled at our forthcoming EGM.	Section 9



SENI JAYA CORPORATION BERHAD

(Registration No. 199301025122 (279860-X))

(Incorporated in Malaysia)

Registered Office:

Level 5, Block B
Dataran PHB
Saujana Resort
Section U2
40150 Shah Alam
Selangor, Malaysia

26 November 2021

Board of Directors:

YAM Tengku Amir Nasser Ibni Tengku Ibrahim (*Independent Non-Executive Chairman*)

Dato' Sri Anne Teo (*Non-Independent Non-Executive Director*)

Datin Lee Nai Yee (*Non-Independent Non-Executive Director*)

Julian Koh Lu Ern (*Independent Non-Executive Director*)

Lee Chin Cheh (*Independent Non-Executive Director*)

To: Our shareholders

Dear Sir/Madam,

(I) PROPOSED PRIVATE PLACEMENT; AND

(II) PROPOSED BONUS ISSUE OF SHARES

1. INTRODUCTION

On 27 October 2021, M&A Securities had, on behalf of our Board, announced that we proposed to undertake the Proposals.

Subsequently, M&A Securities announced that Bursa Securities had vide its letter dated 16 November 2021, approved in-principle for the following:

- (i) Listing and quotation for up to 14,560,000 Placement Shares to be issued pursuant to the Proposed Private Placement;
- (ii) Listing and quotation for up to 262,079,985 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares;
- (iii) Listing and quotation for up to 72,799,995 Additional Warrants to be issued pursuant to the adjustment in accordance with the provisions of the Deed Poll arising from the Proposed Bonus Issue of Shares; and
- (iv) Listing and quotation for up to 72,799,995 new Shares to be issued pursuant to the exercise of the Additional Warrants.

Bursa Securities' approval-in-principle is subject to the following conditions:

No.	Conditions	Status of Compliance
1.	SJC and M&A Securities must fully comply with the relevant provisions under the MMLR pertaining to the implementation of the Proposed Private Placement and Proposed Bonus Issue of Shares;	To be complied
2.	SJC and M&A Securities to inform Bursa Securities upon the completion of the Proposed Private Placement and Proposed Bonus Issue of Shares respectively;	To be complied
3.	SJC/M&A Securities to furnish Bursa Securities with a certified true copy of the resolutions passed by shareholders at the forthcoming general meeting for the Proposed Private Placement and Proposed Bonus Issue of Shares	To be complied
4.	SJC and M&A Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Private Placement and Proposed Bonus Issue of Shares are completed respectively;	To be complied
5.	M&A Securities to furnish Bursa Securities with details of the placees as per Paragraph 6.15 of the MMLR for Bursa Securities' review, prior to the issuance/allotment of the Placement Shares; and	To be complied
6.	SJC/M&A are required to make the relevant announcements pursuant to Paragraphs 6.35(2)(a)&(b) and 6.35(4) of the MMLR pertaining to the Proposed Bonus Issue of Shares.	To be complied

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSALS, TO SET OUT OUR BOARD'S OPINION AND RECOMMENDATION IN RELATION TO THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSALS AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

As at the LPD, we have:

- (i) the issued share capital of RM56,405,330 comprising 48,533,330 SJC Shares; and
- (ii) 24,266,665 Warrants which are exercisable into 24,266,665 new Shares at an exercise price of RM2.00 each.

For the avoidance of doubt, we intend to implement the Proposed Private Placement before the implementation of the Proposed Bonus Issue of Shares. Nevertheless, in the event that our Board is unable to identify placees to subscribe for the Placement Shares, the Proposed

Private Placement may be implemented after the implementation of the Proposed Bonus Issue of Shares.

For illustrative purpose throughout this Circular, the effects of the Proposals shall be based on the following scenarios:

Base Scenario : Assuming none of the Warrants are exercised prior to the implementation of the Proposals

Number of Placement Shares to be issued:
9,706,600 Placement Shares

Number of Bonus Shares to be issued:
174,719,790 Bonus Shares

Maximum Scenario : Assuming all of the Warrants are fully exercised prior to the implementation of the Proposals

Number of Placement Shares to be issued:
14,560,000 Placement Shares

Number of Bonus Shares to be issued:
262,079,985 Bonus Shares

2.1 Proposed Private Placement

2.1.1 Placement Size

The Proposed Private Placement will entail the issuance of up to 14,560,000 Placement Shares, representing approximately 20% of the enlarged number of issued SJC Shares assuming the full exercise of the Warrants, at an issue price to be determined later.

The actual number of Placement Shares to be issued pursuant to the Proposed Private Placement will depend on the total number of our issued Shares on a date to be determined and announced later by our Board, after receipt of all relevant approvals for the Proposed Private Placement.

In the event that the Proposed Private Placement is implemented after the Proposed Bonus Issue of Shares, any increase in the number of issued Shares arising from the Proposed Bonus Issue of Shares will not affect the number of Placement Shares to be issued under the Proposed Private Placement.

2.1.2 Basis of arriving at the issue price of the Placement Shares

The issue price of each tranche of the Placement Shares, where applicable, shall be determined separately and fixed by our Board at a later date after obtaining the relevant approvals for the Proposed Private Placement.

The Placement Shares will be issued based on a discount of not more than 10% to the 5D-VWAMP of SJC Shares up to and including the last trading day immediately preceding the price-fixing date, to be determined and fixed by our Board after taking into consideration amongst others, the prevailing market conditions, our funding requirements and the requirements under Paragraph 6.04 of the MMLR for the Proposed Private Placement.

As the Proposed Private Placement may be implemented in several tranches, there could potentially be several price fixing dates and issue prices. The implementation of the Proposed Private Placement in multiple tranches would provide flexibility to us to procure interested investors to subscribe for the Placement Shares within the period as approved by Bursa Securities. However, in the event that the Proposed Private Placement is implemented in tranches, the number of Placement Shares shall not exceed 20% of our issued Shares at any point of time.

For illustration purpose, the Indicative Issue Price of the Placement Shares is assumed to be RM2.1835 each. The Indicative Issue Price represents a discount of approximately 10% to the 5D-VWAMP of SJC Shares up to and including the LPD of RM2.4261 per SJC Share.

The mechanism to determine the issue price of each tranche of the Placement Shares shall be determined separately in accordance with market-based principles.

2.1.3 Placement arrangement

The Placement Shares will be placed to placees where the placees shall also be person(s) or party(ies) who/which qualify under Schedule 6 and Schedule 7 of the CMSA, who/which shall be identified later.

Pursuant to the Paragraph 6.04(c) of the MMLR, the Placement Shares will not be placed to the following parties:-

- (i) an interested director, interested major shareholder or interested chief executive of SJC or a holding company of SJC (if applicable), or interested person(s) connected with such interested director, interested major shareholder or interested chief executive; and
- (ii) nominee corporations, unless the names of the ultimate beneficiaries are disclosed.

2.1.4 Ranking of the Placement Shares

The Placement Shares shall, upon issuance and allotment, rank equally in all respects with the then existing issued SJC Shares, save and except that the holders of the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to our shareholders, for which the relevant entitlement date precedes the date of allotment of the Placement Shares.

2.1.5 Listing of and quotation for the Placement Shares

Bursa Securities has via its letter dated 16 November 2021 approved the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities.

2.1.6 Utilisation of proceeds

Based on the Indicative Issue Price, the Proposed Private Placement is expected to raise gross proceeds of up to RM21.2 million under the Base Scenario and RM31.79 million under the Maximum Scenario. For illustrative purposes, the intended utilisation of proceeds to be raised from the Proposed Private Placement are set out as follows:-

Details	Notes	Base Scenario RM'000	Maximum Scenario RM'000	Estimated time frame for utilisation of proceeds (from listing date)
Advertising projects/concessions	(i)	16,000	24,000	Within 36 months
New business category expansion in LED advertising media	(ii)	4,000	6,000	Within 18 months
Working capital	(iii)	594	982	Within 12 months
Estimated expenses for the Proposals	(iv)	600	810	Immediately
Total estimated proceeds		21,194	31,792	

Notes:

- (i) Our Group intends to utilise approximately up to RM24.00 million of the total proceeds from the Proposed Private Placement under the Maximum Scenario for the advertising projects/concessions which is expected to further enhance our existing advertising services. These advertising projects/concessions are to secure long term OOH advertising concessions from private sectors. Upon securing this OOH advertising concessions, our Group has the right to manage the agreed sites by constructing/acquiring new digital/static billboards/structure and build the structures at the agreed sites. In addition, our Group also can offer services such as product planning and development for new potential clients, sales and marketing as well as the maintenances for the OOH media products under the advertising projects/concessions agreement. The scope of these potential projects/concessions include construction, marketing and maintenance of static, digital and ambient advertising media formats within the project areas during the contract period. The key advantage of these projects/concessions based business is that it allows immediate access to a large pool of strategic locations to build and market the OOH advertising media within the project areas, which in turn provides an immediate avenue to generate substantial revenue.

For the avoidance of doubt, the proceeds raised from the First Private Placement are to be used for the upgrading of existing advertising structures and setting-up of new advertising structures which belong to our Group. Whereas, the allocation of proceeds of the Proposed Private Placement is for the construction of the new advertising structures under the advertising projects/concessions are based on the owner granting us the rights to manage the agreed sites on behalf of the owner and to offer advertising services to potential clients for a specific period under the agreement. The proceeds from the Proposed Private Placement will accord us with funding certainty as and when the new advertising projects/concessions are secured and completed.

Our Group anticipates that this advertising projects/concessions offers the opportunity to increase our revenue and improve our overall financial performance due to our economies of scale, as well as enhancing our position as a comprehensive OOH media solution provider. In anticipation of positive growth in the outdoor ADEX, our Group envisions that the new advertising projects/concessions will enable us to embrace a wider audience diversity and eventually increase our market share and further strengthening our leadership positioning in the advertising industry.

In respect of this, the estimated breakdown for the advertising projects/concessions is set out as follows:-

Details	Estimated allocation from the proceeds (RM'000)	
	Base Scenario	Maximum Scenario
Construction and acquisition of new digital/static billboards/structure, which comprises the third-party subcontractor costs and the procurement cost	13,300	20,000
Working capital for the advertising projects/concessions ⁽¹⁾	2,700	4,000
Total	16,000	24,000

Note:

- (1) To support the advertising projects/concessions, our Group intends to allocate RM4.00 million for financial collateral commitment fees as required by potential business partners.

Our Board is evaluating a few business proposals of the advertising projects/concessions proposals at this juncture. Our Group shall make the requisite announcements and/or shall seek shareholders' approval in accordance with the MMLR (if required) as and when advertising projects/concessions are identified and finalised. As such, the advertising projects/concessions may require higher cash flow for project deployments. Hence, the proceeds to be raised from the Proposed Private Placement will provide the Group sufficient funds to execute the advertising/concessions. In the event our Group is unable to identify the advertising projects/ concessions within the permitted timeframe, the proceeds earmarked the advertising projects/concessions may be partially reallocated towards new business category expansion and vice versa should suitable and viable advertising projects/concessions arise.

- (ii) Our Group intends to utilise approximately RM6.00 million of the total proceeds under the Maximum Scenario to expand to a new business category which is to deploy the LED advertising media. The deployment of the LED advertising media estimated to cover across a network of over 200 commercial buildings in Peninsular Malaysia. Our Group estimated that each building would deploy, on average, 2 to 3 units LED advertising media. The total number of LED advertising media to be purchased will be done in several batches depending on the actual rollout date of the agreements.
- (iii) Our Group intends to utilise up to RM0.98 million of the proceeds under the Maximum Scenario for the working capital requirements for our day-to-day operations. The indicative breakdown of which is as follows:-

Details	Base Scenario (RM'000)	Maximum Scenario (RM'000)
Rental payments of billboard sites	466	770
Defrayment of other operational expenses (e.g. expenses on utilities, upkeep of office, etc)	128	212
Total	594	982

- (iv) The estimated expenses consist of fees payable to the relevant authorities, advisory and placement fees as well as other miscellaneous expenses to be incurred to the Proposals.

The actual gross proceeds to be raised from the Proposed Private Placement are dependent on the issue price and the number of Placement Shares to be issued. Any variance in the actual gross proceeds raised and the intended gross proceeds to be raised will be adjusted proportionately against each category.

Pending the utilisation of proceeds from the Proposed Private Placement for the above purposes, the proceeds would be placed as deposits with licensed financial institutions or short-term money market instruments, as our Board may deem fit. Any interest income earned from such deposits or instruments will be used as our working capital.

2.2 Proposed Bonus Issue of Shares

2.2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue of Shares will entail the issuance of up to 262,079,985 Bonus Shares on the basis of 3 Bonus Shares for every 1 existing Share held by the Entitled Shareholders on the Entitlement Date.

The actual number of Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares will depend on total number of our issued shares on the Entitlement Date.

For the avoidance of doubt, we intend to implement the Proposed Bonus Issue of Shares after the implementation of the Proposed Private Placement.

In determining entitlements under the Proposed Bonus Issue of Shares, fractional entitlements, if any, will be dealt with in such manner as our Board in its sole and absolute discretion deems fit and expedient, and in our best interest.

The Entitlement Date will be determined and announced at a later date by our Board upon receipt of all relevant approvals. The Proposed Bonus Issue of Shares will not be implemented on a staggered basis over a period of time.

There will be an adjustment to the market price of SJC Shares listed and quoted on the Main Market of Bursa Securities pursuant to the Proposed Bonus Issue of Shares. Pursuant to Paragraph 6.30(1A) of the MMLR, our share price adjusted for the Proposed Bonus Issue of Shares shall not be less than RM0.50 per Share based on the daily VWAMP of SJC Shares during the 3-month period prior to the application date.

For illustrative purpose only, based on the 5D-VWAMP of SJC Shares up to and including the LPD as well as the lowest daily VWAMP of SJC Shares during the 3-month period up to 27 October 2021 (being the date up to the submission of the application to Bursa Securities), the TEBP of SJC Shares are as follows:-

	Before the Proposed Bonus Issue of Shares	After the Proposed Bonus Issue of Shares
	Market Price RM	TEBP RM
5D-VWAMP up to the LPD	2.4261	0.6065
Lowest 3-month daily VWAMP up to 27 October 2021	2.0360	0.5090

Based on the above, the Proposed Bonus Issue of Shares is and will be in compliance with Paragraph 6.30(1A) of the MMLR.

2.2.2 Capitalisation of reserves

The Bonus Shares in respect of the Proposed Bonus Issue of Shares will be issued as fully paid at nil consideration and without capitalisation of our Company's reserves.

For the avoidance of doubt, the Proposed Bonus Issue of Shares will increase the number of SJC Shares but will not increase the value of issued share capital of SJC.

2.2.3 Ranking of the Bonus Shares

The Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing SJC Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, before the Entitlement Date of which is prior to the date of allotment and issuance of the Bonus Shares.

2.2.4 Listing of and quotation for the Bonus Shares

Bursa Securities has via its letter dated 16 November 2021 approved the listing of and quotation for the Bonus Shares, Additional Warrants and new Shares to be issued pursuant to the exercise of the Additional Warrants on the Main Market of Bursa Securities.

The Bonus Shares and Additional Warrants shall be listed and quoted on the Main Market of Bursa Securities on the next market day following the Entitlement Date.

3. RATIONALE FOR THE PROPOSALS

3.1 Proposed Private Placement

The Proposed Private Placement is an extension of our equity fund raising initiatives following the First Private Placement, which the proceeds raised from the Proposed Private Placement will be utilised mainly for the advertising projects/concessions. The advertising projects/concessions is part of our three year business transformation plan in expanding our advertising business, especially in the digital and technological advertising media. Our Board after reassessing the estimated total cost for the advertising projects/concessions based on visits to installation sites to determine installation costs and the preliminary negotiation on the terms and pricing with the potential vendors for quotation of equipment prices, has anticipated that we would require additional funding for our venture in the advertising projects/concessions as such project/concession acquisitions may require heavy cash flow at the early stages of project deployments. Therefore, our management anticipates that our Group will require additional funding to undertake this new venture.

Our management envisages that with the initiatives mentioned above, our Group is in a good position to improve our financial performance which was in loss making position since FYE 31 December 2017 and to expand our revenue contribution from the advertising business by leveraging on the growing demand for outdoor digital media by advertisers in Malaysia. The proceeds raised from the Proposed Private Placement will also help ease our cash flow requirements in undertaking the advertising projects/concessions.

(Source: AIM Research Information Sharing Report dated 22 October 2020, Advertising Inspection Management Research Sdn Bhd)

For information purposes, we had issued 8,000,000 placement shares at the issue price of RM1.984 per placement share and raised total proceeds amounting to approximately RM15.87 million from the First Private Placement. As at the LPD, we have unutilised balance proceeds of approximately RM10.34 million from the First Private Placement to be used to embark on the business/investment opportunities in the acquisitions/investments in digital

and technological advertising media/billboard companies and for the capital expenditure of the advertising business.

For the avoidance of doubt, the proceeds raised from the First Private Placement were mainly for the business/investment opportunities in the acquisitions/investments in digital and technological advertising media/billboard companies, whereas the proceeds raise from the Proposed Private Placement are mainly for our advertising project/concession acquisitions.

After due consideration of the various methods of fund raising, our Board is of the opinion that the Proposed Private Placement is the most appropriate avenue of fund raising at this juncture as it would enable our Group to raise additional funds expeditiously without having to incur interest costs or service principal repayments as compared to bank borrowings, thereby allowing our Group to preserve our cash flows. In addition, our Group does not intend to raise funds via borrowings at this juncture in order to minimise any potential cash outflow in respect of interest servicing as we intend to preserve our cashflow for any future project deployments.

Our Board is of the opinion that our Group would be able to raise funds more expeditiously and cost effectively via a private placement as opposed to a pro-rata issuance of securities such as a rights issue. A rights issue will also require our Company to identify certain shareholders to provide irrevocable undertakings to subscribe for a minimum number of rights shares or alternatively, procure underwriting arrangements (which will incur additional cost) in order to achieve a minimum subscription level to raise the requisite funds. In addition, a rights issue is likely to take a longer time to complete as compared to a private placement. Upon completion of the Proposed Private Placement, the enlarged capital base is also expected to further strengthen the financial position of our Company.

3.2 Proposed Bonus Issue of Shares

The Proposed Bonus Issue of Shares serves to reward our shareholders for their loyalty and continued support to our Group.

After due consideration of the various options available, our Board is of the view that the Proposed Bonus Issue of Shares is an appropriate avenue for us to reward our shareholders while at the same time, increase our share base as the Proposed Bonus Issue of Shares will:

- (i) enable our existing shareholders to have greater participation in our equity in terms of the number of SJC Shares held, whilst maintaining their percentage of equity interest;
- (ii) encourage trading liquidity and marketability of SJC Shares on Main Market of Bursa Securities via a larger share base which will promote diversity in investors' profiles to participate our equity; and
- (iii) maintain our reserves and total NA as the Proposed Bonus Issue of Shares will be implemented via the adoption of the enhanced bonus issue framework without capitalisation of our reserves.

The Proposed Bonus Issue of Shares will result in our Shares being more affordable without affecting the market capitalisation of our Company, which may encourage greater participation by a wider group of public shareholders and investors. The Proposed Bonus Issue of Shares together with the Bonus Issue of Warrants represents a total reward package for our shareholders which to be implemented on a staggered basis.

3.3 Details of equity fund-raising exercises undertaken in the past 12 months

We had completed the following fund-raising exercise in the past 12 months:

First Private Placement

As at the LPD, the current utilisation status is as follows:-

Utilisation of proceeds	Actual proceeds raised RM'000	Actual utilisation up to the LPD RM'000	Balance for utilisation RM'000	Timeframe for utilisation from receipt of proceeds from the listing date
Business/ investment opportunities	10,000	5,478	4,522	Within 18 months
Capital expenditure of advertising business	5,813	-	5,813	Within 12 months
Working capital	-	-	-	Within 12 months
Estimated expenses	59	59	-	Upon completion of First Private Placement
Total	15,872	5,537	10,335	

As announced in the First Private Placement, the utilisation of proceeds for the business/investment opportunities was mainly used for the acquisitions/investments in digital and technological advertising media/billboard companies.

Following the First Private Placement, our management has been actively seeking for new business venture especially in securing advertising projects/concessions. However, the initiatives was hindered as our management was unable to conduct any advertising projects/concessions site visits due to the prolonged lockdown in Klang Valley. Nevertheless, as Klang Valley has shifted from Phase 2 and Phase 3 under the national recovery plan on 1 October 2021 with more relaxation of the standard operating procedures, our management has commenced few site visits and preliminary negotiation with the potential vendors. Our Board after reassessing the estimated total cost for the advertising projects/concessions, has anticipated that we would require additional funding for our venture in the advertising projects/concessions.

Bonus Issue of Warrants

On 21 October 2021, we had completed the Bonus Issue of Warrants, which involved the listing of 24,266,665 Warrants on Main Market of Bursa Securities. The gross proceeds to be raised is approximately RM48.53 million upon full exercise of the Warrants at an exercise price of RM2.00 per warrant. As at the LPD, none of the Warrants are exercised into new Shares by the warrant holders.

3.4 Other information

3.4.1 Financial information of our Group

A summary of the consolidated financial information of our Group for FYE 31 December 2018 to FYE 31 December 2020 and 6-month FPE 30 June 2021 are set out below:-

	Audited			Unaudited
	FYE 31 December 2018	FYE 31 December 2019	FYE 31 December 2020	6-month FPE 30 June 2021
	RM'000	RM'000	RM'000	RM'000
Revenue	17,572	14,561	8,824	2,801
GP	6,839	5,942	2,215	1,464
LBT	(281)	(98)	(5,212)	(3,465)
LAT	(748)	(482)	(5,250)	(3,465)
GP margin (%)	38.92	40.81	25.10	52.27
LAT margin (%)	4.26	3.31	59.50	123.71
Weighted average no. of Shares outstanding (‘000)	40,533	40,533	40,533	40,533
LPS (sen)	(1.85)	(1.19)	(12.95)	(8.55)
Current assets	37,184	22,680	21,643	20,191
Current liabilities	7,899	10,563	9,103	11,668
Current ratio	4.71	2.15	2.38	1.73
Total equity	53,178	52,696	47,446	44,281
Total borrowings	-	-	-	-
Gearing ratio	-	-	-	-

FYE 31 December 2018

For the FYE 31 December 2018, our Group recorded revenue of RM17.57 million which represents a decrease of RM0.51 million or 2.82% as compared to the preceding financial year of RM18.08 million. The decrease in revenue was mainly due to lower demand for advertising by corporations which led to lower advertising expenditure and media expenditure by corporations during the FYE 31 December 2018 as compared to the FYE 31 December 2017.

Our Group recorded LBT of RM0.28 million for the FYE 31 December 2018 as compared to PBT of RM0.19 million for the preceding financial year. The LBT recorded was mainly due to the increase in cost of sales of RM0.69 million from RM10.13 million in the FYE 31 December 2017 to RM10.82 million in the FYE 31 December 2018. During the FYE 31 December 2018, our Group incurred higher rental of advertising site as a result of increased site rental costs and higher license fees imposed by local authorities.

FYE 31 December 2019

For the FYE 31 December 2019, our Group recorded revenue of RM14.56 million which represents a decrease of RM3.01 million or 17.13% as compared to the preceding financial year of RM17.57 million. The decrease in revenue was mainly attributable to the following:-

- (i) decrease in demand for our Group's media services for traditional or static outdoor advertising due to shifting demand by advertisers from traditional outdoor media to digital outdoor media; and
- (ii) removal of several of our Group's strategic billboard structures as a result of infrastructure projects by government, i.e. Light Rail Transit 3 and Duke Highway 3.

Our Group recorded LBT of RM0.10 million for the FYE 31 December 2019 which represents a decrease of RM0.18 million or 64.29% as compared to LBT of RM0.28 million for the preceding financial year. The decrease in LBT was mainly attributable to the decrease in other operating expenses of RM0.58 million from RM6.03 million in the FYE 31 December 2018 to RM5.45 million in the FYE 31 December 2019. During the FYE 31 December 2019, lower other operating expenses arose from the reversal of provision for license fees payable to authorities.

FYE 31 December 2020

For the FYE 31 December 2020, our Group recorded revenue of RM8.82 million which represents a decrease of RM5.74 million or 39.42% as compared to the revenue of RM14.56 million for the FYE 31 December 2019. The decrease in revenue was mainly attributable to the COVID-19 pandemic and the subsequent implementation of the various movement control orders by the Malaysian government from 18 March 2020 onwards, which led to a substantial reduction in overall road traffic and a reduction in demand for outdoor advertising due to the loss of audience exposure. In addition, general business uncertainty arising from the COVID-19 pandemic had caused corporations to be more cautious in their advertising expenditures and media expenditure leading to reduced demand for advertising in 2020.

Our Group recorded LBT of RM5.21 million for the FYE 31 December 2020 which represents an increase of RM5.11 million or more than 100% as compared to LBT of RM0.10 million for the FYE 31 December 2019. The increase in LBT was mainly attributable to the decrease in gross profit of RM3.72 million from RM5.94 million in the FYE 31 December 2019 to RM2.22 million in the FYE 31 December 2020, which was in tandem with the lower revenue for the financial year under review.

6-month FPE 30 June 2021

For the FPE 30 June 2021, our Group recorded revenue of RM2.80 million which represents a decrease of 46.67% as compared to FPE 30 June 2020 of RM5.25 million. The decrease in revenue was mainly attributed to the movement control order being re-imposed by the government since March 2021 which led to a substantial reduction in overall road traffic and demand for outdoor advertising due to the loss of audience exposure.

Our Group recorded LBT of RM3.47 million for the FPE 30 June 2021 as compared to LBT of RM0.95 million for the FPE 30 June 2020, mainly due to decline in revenue while overheads remained.

3.4.2 Impact of the Proposals to our Group and our shareholders

The effect of the Proposed Private Placement on our Group's issued share capital, NA, gearing level, losses and LPS as well as substantial shareholding structure are disclosed in Section 5 of this Circular.

The Proposed Private Placement which is expected to be completed by the first quarter of 2022, is not expected to have any material effect on the losses and LPS of our Group for the FYE 31 December 2022. However, there will be a dilution in the LPS of our Group for the FYE 31 December 2022 due to the increase in the number of SJC Shares in issue arising from the Proposed Private Placement, as and when implemented.

While the Proposed Private Placement will have dilutive effect on our existing shareholders' shareholdings, the Proposed Private Placement will enlarge our share capital and our Board envisages that the initiatives in expanding our advertising business via securing the advertising projects/concessions will improve our financial performance moving forward as mentioned in the Section 3.1 of this Circular, thus enhance our shareholders' value.

3.4.3 Value creation to our Company and our shareholders

As set out in Section 2.1.6 of this Circular, the Proposed Private Placement will facilitate our Group to raise funding for the following utilisation purposes:

- (i) advertising projects/concessions which includes the construction and acquisition of new digital/static billboards/structure, third-party subcontractor costs, procurement cost and working capital for the advertising projects/concessions;
- (ii) new business category expansion for the LED advertising media deployment; and
- (iii) to finance working capital requirements for our day-to-day operations in rental payments of billboard sites and defrayment of other operational expenses.

The Proposed Private Placement would enable our Group to raise additional funds expeditiously without having to incur interest costs or service principal repayments as compared to bank borrowings, thereby allowing our Group to preserve our cash flows.

In addition, our Board also consider that the Proposed Private Placement to be more expedient and cost effective as opposed to a pro-rate issuance of securities such as rights issue, given that the placement funds will be paid within 5 market days from the price-fixing date of the Placement Share, hence our Group will be able to raise necessary funds for the intended purposes on an expedient basis.

3.4.4 Adequacy of the Proposals in addressing our Group's financial requirements and steps taken to improve our financial condition

Followed by the recent acquisition of TMSB as well as the collaborations with other media operators as set out in sections (iii) and (v) below, we have been repositioned to offer a comprehensive OOH media solution to our clients to align with our three year business transformation plan. Our Board envisages that the business venture in the advertising projects/concessions will further enhance our position as a comprehensive OOH media solution provider in the media advertising market and improve our financial performance as mentioned in Section 3.4.1 of this Circular.

Accordingly, to address our financial concern, our management has undertaken and/or plans to undertake the following:-

- (i) the Proposed Private Placement to raise proceeds for the advertising projects/concessions which includes the construction and acquisition of new digital/static billboards/structure, third-party subcontractor costs, procurement cost and working capital for the advertising projects/concessions. In addition, the proceeds to be raised from the Proposed Private Placement will be used for the new business category expansion for the LED advertising media deployment as well as to finance working capital requirements for our day-to-day operations in rental payments of billboard sites and defrayment of other operational expenses;

- (ii) the First Private Placement in which approximately 35% of the proceeds was used for the acquisitions/investments in digital and technological advertising media/billboard companies. The balance of the proceeds will be used to complete other business acquisitions that are in negotiation stage at this juncture and also for the capital expenditures to set up new digital advertising structures and upgrade existing structures as mentioned in Section 3.3 of this Circular;
- (iii) SJOOH, a wholly-owned subsidiary of Seni Jaya Sdn Bhd, which in turn is our wholly-owned subsidiary, had completed the acquisition of 100% equity interest in TMSB for a total cash consideration of RM5,000,000 on 7 September 2021. TMSB is now a wholly-owned subsidiary of SJOOH and in turn is our indirect wholly-owned subsidiary. TMSB, which is principally involved in investment holding, holds approximately 40% equity interest in NSSB, which in turn is principally involved in providing pDOOH media solutions.

At present, NSSB has a digital rooftop partnership agreement (“**Partnership**”) with a regional e-hailing company to install digital LED screens on the rooftops of its driver car fleet and run advertising media content (“**Advertising Space**”) using NSSB’s software. Under the Partnership, NSSB shall also sell the Advertising Space and in this respect, NSSB has appointed TMSB as its partner for sales and marketing for the Advertising Space through conventional channels such as media agencies and direct advertisers. The Partnership is targeted to commence in August 2021 with a tenure of 2 years, which is renewable for 1 additional year. The overall shipment of devices and installation was delayed due to the COVID-19 pandemic and imposition of MCO which has caused the overall operation of the Partnership to delay to November 2021.

The acquisition of TMSB is in line with our intention to expand our advertising business, specifically in digital and technological advertising media;

- (iv) upgrading/replacement of our advertising billboards to improve margins. We had removed certain unprofitable advertising billboards due to oversupply of billboards and low demand of outdoor media at particular sites. In addition, we intends to upgrade some of our existing traditional (or static) advertising billboards at prime locations to LED display billboards to improve our margins. For clarification, LED display billboards generally yield higher margins as compared to traditional advertising billboards as LED display billboards are more eye-catching and changing of advertising content is quicker and cheaper; and
- (v) our Group is seeking for joint ventures with other media owners due to the limited number of prime advertising sites available, especially in Klang Valley. Our Group currently has an incorporated joint venture with Big Tree Outdoor Sdn Bhd, namely Big Tree Seni Jaya Sdn Bhd (of which we holds 40% equity interest), which is principally involved in the provision of advertising space including, amongst others, advertising at MRT stations to generate a recurring revenue stream to our Group. We have been collaborating with selected media operators to offer comprehensive OOH media solution in order to enlarge our portfolio and enhance our geographical coverage and diversity.

Barring any unforeseen circumstances, our Board is of the view that the Proposed Private Placement and the abovementioned steps are crucial to support our three year business transformation plan as well as to improve our financial performance. At this juncture, save for the above, our Board is not considering any other corporate exercises to improve our financial performance and condition. Nevertheless, our Board will continue to evaluate our financial performance as well as the ongoing COVID-19 pandemic moving forward, and will consider undertaking future corporate exercises should the need/opportunity arise. Should our Board

identify any suitable and viable corporate exercises, our Board shall make the requisite announcements and/or seek shareholders' approval in accordance with the MMLR.

4. INDUSTRY OUTLOOK AND OVERVIEW AND FUTURE PROSPECTS OF OUR GROUP

4.1 Overview and outlook of the Malaysian economy

The Malaysian economy expanded by 16.1% in the second quarter of 2021 (1Q 2021: - 0.5%). Growth was supported mainly by the improvement in domestic demand and continued robust exports performance. The strong growth also reflected continued policy support and the low base from the significant decline in activity during the second quarter of 2020. Economic activity picked up at the start of the second quarter but slowed following the reimposition of stricter nationwide containment measures, particularly under Phase 1 of the full MCO. For the second quarter as a whole, all economic sectors registered an improvement, particularly the manufacturing sector. On the expenditure side, growth was driven by higher private sector spending and strong trade activity. On a quarter on-quarter seasonally adjusted basis, the economy registered a decline of 2.0% (1Q 2021: 2.7%), due to the containment measures.

Domestic demand turned around to register a positive growth of 12.3% (1Q 2021: - 1.0%) in the second quarter of 2021, mainly supported by private sector expenditure. On the external front, demand for Malaysia's exports, particularly for E&E products, continued to remain robust.

Private consumption growth increased by 11.6% during the second quarter of 2021 (1Q 2021: -1.5%), following a broad-based expansion across both necessity and discretionary items, particularly at the start of the quarter, prior to the imposition of full MCO. This was due mainly to less stringent containment measures and mobility restrictions in the first half of the quarter. Labour market conditions also showed signs of improvement in the same period, which lent support to household spending. Furthermore, various policy measures, including the EPF i-Sinar withdrawals and Bantuan Prihatin Rakyat, provided additional lift to consumer expenditure. Public consumption expanded by 9.0% (1Q 2021: 5.9%), mainly on account of higher spending on supplies and services.

Private investment registered a growth of 17.4% (1Q 2021: 1.3%). The higher investment activity was underpinned mainly by the continued capital spending in telecommunication related equipment, as firms' automation and digitalisation efforts gain further traction, as well as the continued progress in national digital infrastructure investments. In addition, further expansions of new and ongoing investment projects amid improving external demand, particularly in the export-oriented industries such as E&E and metal, also provided further impetus to growth.

After 12 quarters of contraction, public investment recorded a positive growth of 12.0% (1Q 2021: -18.6%). The performance mainly reflects the higher spending on fixed assets by the General Government amid continued weak capital spending by public corporations.

(Source: Developments in the Malaysian Economy, Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2021, Bank Negara Malaysia)

The Malaysian economy was on track for a broad recovery in 2021 as compared to last year. However, the resurgence of COVID-19 cases has necessitated the re-imposition of nationwide containment measures, which would weigh on growth. Nevertheless, the impact will be partially mitigated by continued allowances for essential economic sectors to operate, higher adaptability to remote work, as well as increased automation and digitalisation. Growth will continue to be supported by policy measures, which will provide cash flow support, particularly for affected households and businesses. Going forward, the economic recovery will be underpinned by higher external demand and gradual improvement in domestic demand. The rapid progress of the nationwide vaccination programme will allow economic sectors to be gradually reopened and provide some lift to household and business sentiments.

Against this backdrop, for 2021, the Malaysian economy is projected to expand within the range of 3.0 – 4.0%, although the pace of recovery will be uneven across sectors. The recovery is expected to accelerate going into 2022, supported by normalisation of economic activities as well as the positive spillovers from continued improvement in external demand.

The balance of risks remains tilted to the downside, arising mainly from pandemic related factors, such as delay in the easing of containment measures or imposition of tighter containment measures, and a weaker-than-expected global growth recovery.

(Source: Macroeconomic Outlook, Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2021, Bank Negara Malaysia)

4.2 Overview and prospects of media advertising market in Malaysia

Despite the current gloomy sentiment, economic and advertising growth – though not on par with 2019 levels – the industry is anticipating a healthy rebound as evidenced from data across markets recovering from the COVID-19 pandemic. We are cautiously optimistic that it will be a similar situation for Malaysia, especially after the mass scale vaccination takes off over the coming months, and as businesses are more prepared to face Phase 1 of the National Recovery Plan according to Fan Chen Yip, who is the chief investment officer of Mediabrands Malaysia.

(Source: Article entitled "Advertising industry set for recovery" dated 28 Jun 2021, thestar.com.my)

Interpublic Group's Magna forecasts a 14% increase in 2021 global media ad revenue, now expected to reach a record United States Dollars 657 billion which according to Magna, represents the strongest ad revenue acceleration in 40 years. In terms of advertising activity in Malaysia, the disruptions in 2020 led to a contraction of -20% but Magna forecasts that 2021 will see an increase by 15.4%.

In terms of linear advertising, revenues are expected to increase by 10.8% and reach 44% of total advertiser budgets. However due to the -39% decline in 2020, this means despite the bounce, linear advertising revenues will only regain 68% of the prior 2019 spending levels. Television spending is forecasted to increase by 8% to RM879 million, representing 86% of the prior 2019 spending level following 2020's -21% decline while other linear advertising formats fared even worse, including radio (65% of prior levels) and out of home advertising (67% of prior levels).

According to Magna, linear advertising revenues have been hit so hard because Malaysia has very significant exposures to industries vulnerable to COVID-19 shutdowns and changes in consumer behaviour as a result of the crisis. Restaurants, retail and travel/ tourism sectors make up 62% of small and medium businesses in Malaysia and many of them have gone out of business or have made huge cuts to their ad spend in order to survive in the short term.

In terms of digital advertising spend in Malaysia, Magna forecasts it will increase by 19.3% to reach RM2.9 billion, representing 56% of total budgets which is an increase from 40% of budgets in 2019. Digital adoption was propelled by the pandemic with the increased use of devices as spending on mobile devices is forecasted to increase by 27%. Meanwhile, in terms of format, search, video and social, in that order, are leading the way. Although Malaysia's economic output is projected to regain all the momentum it lost in 2020, the recent spike in COVID-19 cases and the subsequent national lockdown may impact the forecasted economic activity.

(Source: Article entitled "Magna forecasts global advertising spend to surge this year, Malaysia to see 15.4% increase" dated 16 June 2021, marketingmagazine.com.my)

4.3 Prospects of our Group

OOH advertising is considered as one of the most resilient traditional media against the new digital media. Globally, OOH media registers positive growth every year despite many other traditional medias were being drastically disrupted by on-line digital platforms. However, overall ADEX was severely affected by the outbreak of COVID-19 pandemic, which it has brought the outdoor activities to almost a standstill. Hence, OOH ADEX experienced a drastic contraction since March 2020, and our Group's performance was not spared.

With the post-pandemic recovery in sight, especially with the announcement by the Malaysian government that the country is embracing the COVID-19 as endemic, our Group and the industry are anticipating a strong business recovery especially in the forthcoming year 2022. According to Dentsu Ad spend June 2021 research study, this was widely witnessed in the United States of America and United Kingdom, where their OOH ADEX registered an immediate rebound of more than 10% in year 2021 when the COVID-19 outbreak was brought to control.

(Source: Dentsu's Ad Spend Forecast report June 2021 edition, <https://bit.ly/3FDY0Wh>)

Our Group is currently undergoing a three year business transformation by enlarging portfolio with more technology or digital-centric products to offer comprehensive media solutions that encompasses static and digital billboards, pDOOH, mobile LEDs, ambient and airport media to customers. The enlarged portfolio was achieved through various means including acquiring digital and technological advertising media companies in May 2021, strategic collaborations with other OOH media players, acquiring digital and technological advertising media companies, as well as upgrading existing advertising structures. Besides that, our Group is currently evaluating business opportunities such as the advertising projects/concessions as well as a new business category expansion.

In line with the above, our Group is undertaking the Proposed Private Placement to raise the necessary funds for our Group's transformation plans for our advertising business. Proceeds to be raised from the Proposed Private Placement is intended for purposes as mentioned in Section 2.1.6 of this Circular which is anticipated to expand revenue contribution from the advertising business based on the growing demand for outdoor digital media by advertisers in Malaysia.

(Source: Management of SJC)

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5. EFFECTS OF THE PROPOSALS

5.1 Issued share capital

The pro forma effects of the Proposals on our issued share capital are as follows:

	Base Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Share capital as at LPD	48,533,330	56,405,330	48,533,330	56,405,330
New Shares to be issued assuming full exercise of Warrants	-	-	24,266,665	⁽ⁱ⁾ 48,533,330
	48,533,330	56,405,330	72,799,995	104,938,660
Placement Shares to be issued pursuant to the Proposed Private Placement	9,706,600	⁽ⁱⁱ⁾ 21,194,361	14,560,000	⁽ⁱⁱ⁾ 31,791,760
	58,239,930	77,599,691	87,359,995	136,730,420
Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares	174,719,790	⁽ⁱⁱⁱ⁾ -	262,079,985	⁽ⁱⁱⁱ⁾ -
Enlarged issued share capital	232,959,720	77,599,691	349,439,980	136,730,420

Notes:

- (i) Assuming full exercise of 24,266,665 outstanding Warrants at RM2.00 each into 24,266,665 new SJC Shares.
- (ii) Based on Indicative Issue Price.
- (iii) The Bonus Shares will be issued as fully paid at nil consideration and without capitalisation of our Company's reserves.

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5.2 NA and gearing

Based on our Group's audited consolidated statement of financial position as at 31 December 2020, the pro forma effects of the Proposals on our Group's NA and gearing are as follows:

Base Scenario

	Audited as at 31 December 2020	I (i)After subsequent events up to the LPD	II After I and Proposed Private Placement⁽ⁱⁱ⁾	III After II and Proposed Bonus Issue of Shares
	RM	RM	RM	RM
Share capital	40,533,330	56,405,330	77,599,691	77,599,691
Retained earnings	6,912,742	6,912,742	⁽ⁱⁱⁱ⁾ 6,312,742	6,312,742
Shareholders' funds/NA	47,446,072	63,318,072	83,912,433	83,912,433
No. of Shares	40,533,330	48,533,330	58,239,930	232,959,720
NA per Share (RM)	1.17	1.30	1.44	0.36
Borrowings	-	-	-	-
Gearing (times)	-	-	-	-

Notes:

- (i) After adjusting for the issuance of 8,000,000 new SJC Shares arising from the First Private Placement at the issue price of RM1.984 per placement share.
- (ii) Assuming all 9,706,600 Placement Shares are issued at an Indicative Issue Price.
- (iii) After deducting the estimated expenses of RM600,000 for the Proposals.

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Maximum Scenario

	I	II	III	IV
Audited as at 31 December 2020	(i)After subsequent events up to the LPD	After I and assuming full exercise of Warrants⁽ⁱⁱ⁾	After II and Proposed Private Placement⁽ⁱⁱⁱ⁾	After III and Proposed Bonus Issue of Shares
RM	RM	RM	RM	RM
Share capital	40,533,330	56,405,330	104,938,660	136,730,420
Retained earnings	6,912,742	6,912,742	6,912,742	^(iv) 6,102,742
Shareholders' funds/NA	47,446,072	63,318,072	111,851,402	142,833,162
No. of Shares	40,533,330	48,533,330	72,799,995	87,359,995
NA per Share (RM)	1.17	1.30	1.54	1.63
Borrowings	-	-	-	-
Gearing (times)	-	-	-	-

Notes:

- (i) After adjusting for the issuance of 8,000,000 new SJC Shares arising from the First Private Placement at the issue price of RM1.984 per placement share.
- (ii) Assuming full exercise of 24,266,665 outstanding Warrants at RM2.00 each into 24,266,665 new SJC Shares.
- (iii) Assuming all 14,560,000 Placement Shares are issued at an Indicative Issue Price.
- (iv) After deducting the estimated expenses of RM810,000 for the Proposals.

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5.3 Losses and LPS

The Proposals which are expected to be completed by the first quarter of 2022 and are not expected to have any material effect on our Group's earnings of for the FYE 31 December 2022. Notwithstanding the above, our Group's LPS will be proportionately diluted due to the increase in the number of SJC Shares in issue upon the completion of the Proposals.

For illustration purposes, the pro forma effects of the Proposals on the consolidated earnings and LPS of our Group are as follows:-

	Base Scenario			Maximum Scenario		
	LAT	No. of Shares	LPS (sen)	LAT	No. of Shares	LPS (sen)
Audited FYE 31 December 2020	(5,249,923)	40,533,330	(12.95)	(5,249,923)	40,533,330	(12.95)
(1) After Proposed Private Placement	⁽ⁱⁱ⁾ (5,849,923)	58,239,930	(10.04)	⁽ⁱⁱ⁾ (6,149,923)	⁽ⁱ⁾ 87,359,995	(6.94)
(2) After (1) and Proposed Bonus Issue of Shares	(5,849,923)	232,959,720	(2.51)	(6,149,923)	349,439,980	(1.73)

Notes:

- (i) For the Maximum Scenario, assuming that prior to the implementation of the Proposed Private Placement, all 24,266,665 Warrants will be fully exercised into new Shares.
- (ii) After deducting estimated expenses deducting the Proposals' estimated expenses of RM600,000 under Base Scenario and RM810,000 under Maximum Scenario.

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5.4 Substantial shareholders' shareholdings

The pro forma effects of the Proposals on our substantial shareholders' shareholdings are as follows:

Base Scenario

	As at LPD				(I) After Proposed Private Placement			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(i)%	No. of Shares	%	No. of Shares	(ii)%	No. of Shares	%
Datin Lee Nai Yee	6,398,130	13.18	-	-	6,398,130	10.99	-	-
CIMB Commerce Trustee Berhad - Kenanga Growth Fund Placees (collectively)	3,876,000	7.99	-	-	3,876,000	6.66	-	-
	-	-	-	-	9,706,600	16.67	-	-
	(II) After (I) and Proposed Bonus Issue of Shares							
	Direct		Indirect					
	No. of Shares	(iii)%	No. of Shares	%				
Datin Lee Nai Yee	25,592,520	10.99	-	-				
CIMB Commerce Trustee Berhad - Kenanga Growth Fund Placees (collectively)	15,504,400	6.66	-	-				
	38,826,400	16.67	-	-				

Notes:

- (i) Based on issued Shares of 48,533,330 in SJC.
- (ii) Based on the enlarged issued Shares of 58,239,930 in SJC.
- (iii) Based on the enlarged issued Shares of 232,959,720 in SJC.

Maximum Scenario

	As at LPD				(I) After full exercise of Warrants			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(i)%	No. of Shares	%	No. of Shares	(ii)%	No. of Shares	%
Datin Lee Nai Yee	6,398,130	13.18	-	-	⁽ⁱⁱⁱ⁾ 9,582,130	13.16	-	-
CIMB Commerce Trustee Berhad - Kenanga Growth Fund Placees (collectively)	3,876,000	7.99	-	-	^(iv) 5,814,000	7.99	-	-
	-	-	-	-	-	-	-	-
	(II) After (I) and Proposed Private Placement				(III) After (II) and Proposed Bonus Issue of Shares			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(v)%	No. of Shares	%	No. of Shares	(vi)%	No. of Shares	%
Datin Lee Nai Yee	9,582,130	10.97	-	-	38,328,520	10.97	-	-
CIMB Commerce Trustee Berhad - Kenanga Growth Fund Placees (collectively)	5,814,000	6.66	-	-	23,256,000	6.66	-	-
	14,560,000	16.67	-	-	58,240,000	16.67	-	-

Notes:

- (i) Based on issued Shares of 48,533,330 in SJC.
- (ii) Based on the enlarged issued Shares of 72,799,995 in SJC.
- (iii) Assuming full exercise of 3,184,000 Warrants by Datin Lee Nai Yee.
- (iv) Assuming full exercise of 1,938,000 Warrants by CIMB Commerce Trustee Berhad – Kenanga Growth Fund. Subsequent to the LPD, CIMB Commerce Trustee Berhad – Kenanga Growth Fund has fully disposed of its entire Warrants holdings.
- (v) Based on the enlarged issued Shares of 87,359,995 in SJC.
- (vi) Based on the enlarged issued Shares of 349,439,980 in SJC.

5.5 Convertible securities

Save for the 24,266,665 Warrants, we do not have any convertible securities as at LPD.

In accordance with Condition 3.3(f) of the Second Schedule (Part II) of the Deed Poll, no adjustment to the exercise price and the number of Warrants will be required in respect of an issue of shares by the Company by way of private placement. Pursuant to this, the places under the Proposed Private Placement will not be entitled for any additional warrants.

However, the Proposed Bonus Issue of Shares will give rise to adjustments to the exercise price and number of outstanding Warrants pursuant to the Deed Poll.

Any necessary adjustments to the exercise price and number of outstanding Warrants to be issued arising from the Proposed Bonus Issue of Shares can only be finalised after the Entitlement Date in accordance with the provisions as contained in the Deed Poll. A notice will be despatched to the respective holders of the Warrants in the event of any such adjustments.

For illustrative purposes, assuming all of the 24,266,665 outstanding Warrants are not exercised and all the 9,706,600 Placement Shares are placed out prior to the Entitlement Date, the number of outstanding Warrants will increase to 97,066,660 and the existing exercise price of RM2.00 for each Warrant will be adjusted to RM0.50 per Warrant, based on the following computations extracted from the Deed Poll:-

a) Adjusted exercise price for Warrants

$$\begin{aligned} &= \text{Existing exercise price per Warrant} \quad \times \quad \frac{\text{total number of issued Shares immediately preceding the Proposed Bonus Issue of Shares}}{\text{total number of issued Shares immediately after the Proposed Bonus Issue of Shares}} \\ &= \text{RM2.00} \quad \times \quad \frac{58,239,930^{(1)}}{232,959,720^{(1)}} \\ &= \text{RM0.50}^{(2)} \end{aligned}$$

Notes:

(1) 9,706,600 Placement Shares pursuant to the Proposed Private Placement is included in the total number of issued Shares assuming that the Proposed Private Placement will be completed prior to the Proposed Bonus Issue of Shares.

(2) Rounded up to the nearest one sen.

b) Enlarged number of Warrants

$$\begin{aligned} &= \text{Existing number of Warrants} \quad \times \quad \frac{\text{total number of issued Shares immediately after the Proposed Bonus Issue of Shares}}{\text{total number of issued Shares immediately preceding the Proposed Bonus Issue of Shares}} \\ &= 24,266,665 \quad \times \quad \frac{232,959,720^{(1)}}{58,239,930^{(1)}} \\ &= 97,066,660 \end{aligned}$$

Additional number of Warrants to be issued
= 97,066,660 – 24,266,665
= 72,799,995

Note:

- (1) 9,706,600 Placement Shares pursuant to the Proposed Private Placement is included in the total number of issued Shares assuming that the Proposed Private Placement will be completed prior to the Proposed Bonus Issue of Shares.

6. APPROVALS REQUIRED

The Proposals is subject to the following approvals:

- (a) Bursa Securities which was obtained vide its letter dated 16 November 2021, for the following:
- i. Listing and quotation for up to 14,560,000 Placement Shares to be issued pursuant to the Proposed Private Placement;
 - ii. Listing and quotation for up to 262,079,985 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares;
 - iii. Listing and quotation for up to 72,799,995 Additional Warrants to be issued pursuant to the adjustment in accordance with the provisions of the Deed Poll arising from the Proposed Bonus Issue of Shares; and
 - iv. Listing and quotation for up to 72,799,995 new Shares to be issued pursuant to the exercise of the Additional Warrants.
- on the Main Market of Bursa Securities.
- (b) our shareholders at our forthcoming EGM for the Proposals; and
- (c) any other relevant regulatory authority, if required.

The Proposed Private Placement and the Proposed Bonus Issue of Shares are not conditional upon each other.

The Proposals are not conditional upon any other proposals undertaken or to be undertaken by our Company.

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7. SHARE PRICE PERFORMANCE

The monthly highest and lowest prices of SJC Shares as traded on Bursa Securities for the past 12 months are as follows:

	High (RM)	Low (RM)
2020		
November	1.00	0.79
December	0.94	0.80
2021		
January	0.82	0.75
February	1.90	0.88
March	2.17	1.21
April	2.08	1.51
May	1.90	1.55
June	2.65	1.73
July	2.58	2.15
August	2.26	2.05
September	2.75	2.00
October	3.33	2.33
The last transacted market price of SJC Shares immediately prior to the announcement on 27 October 2021		2.48
Last transacted market price on the LPD		2.43

(Source: Bloomberg)

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND CHIEF EXECUTIVES AND/OR PERSONS CONNECTED WITH THEM

None of our directors, major shareholders and chief executive and/or persons connected with them have any interest, direct and/or indirect, in the Proposals, other than their respective entitlements as our shareholders under the Proposed Bonus Issue of Shares, the rights of which are also available to all our other existing shareholders as at the Entitlement Date.

9. DIRECTORS' RECOMMENDATION

After having considered all aspects of the Proposals, our Board is of the opinion that the Proposals are in our best interest, and accordingly recommends that our shareholders to vote in favour of the resolution pertaining to the Proposals to be tabled at our forthcoming EGM.

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10. ESTIMATED TIMEFRAME FOR COMPLETION

The tentative timetable in relation to the Proposals is as follows:

<u>Date</u>	<u>Events</u>
13 December 2021	EGM to approve the Proposals
Mid of December 2021	Announcement of the Entitlement Date of Proposed Bonus Issue of Shares
By mid of January 2022	Listing and quotation of the Placement Shares and completion of the Proposed Private Placement
By end of January 2022	Listing and quotation of the Bonus Shares and Additional Warrants Completion of the Proposed Bonus Issue of Shares

11. OUTSTANDING PROPOSALS ANNOUNCED BUT PENDING IMPLEMENTATION

Save for the Proposals (being the subject matter of this Circular), there are no other outstanding proposals announced but pending implementation, as at the date of this Circular.

12. EGM

The EGM, the notice of which is enclosed together with this Circular, will be conducted fully virtual through online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd on Monday, 13 December 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions so as to give effect to the Proposals.

13. FURTHER INFORMATION

Please refer to the attached appendix for further information.

Yours faithfully,
for and on behalf of the Board of
SENI JAYA CORPORATION BERHAD

JULIAN KOH LU ERN
Independent Non-Executive Director

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. CONSENT AND DECLARATION

M&A Securities, our adviser and placement agent for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereon in the form and context in which they appear in this Circular.

M&A Securities has given its confirmation that no conflict of interest exists or is likely to exist in relation to its role as our adviser and placement agent in relation to the Proposals.

3. MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and to the best of our Board's knowledge and belief, our Board is not aware of any proceedings, pending or threatened against our Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of our Group.

4. MATERIAL COMMITMENT

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

5. CONTINGENT LIABILITIES

As at the LPD, our Board is not aware of any contingent liabilities, incurred or known to be incurred, which upon becoming enforceable, may have a substantial impact on the ability of our Group to meet its obligations as and when they fall due.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor during normal business hours (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) Constitution of our Company;
- (ii) Audited consolidated financial statements of SJC for the past 2 FYEs 31 December 2019 and 31 December 2020 and the latest unaudited results for the 3-month FPE 30 June 2021; and
- (iii) Letter of consent and declaration of conflict of interest as referred to in Section 2 of this Appendix I.



SENI JAYA CORPORATION BERHAD

Registration No. 199301025122 (279860-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT that the Extraordinary General Meeting (“EGM”) of Seni Jaya Corporation Berhad (“Company”) will be conducted fully virtual through online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd on Monday, 13 December 2021 at 10.00 a.m. for the purpose of considering and if thought fit, passing or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 14,560,000 NEW ORDINARY SHARES IN SENI JAYA CORPORATION BERHAD (“SJC”) (“SJC SHARES” OR “SHARES”) (“PLACEMENT SHARES”), REPRESENTING APPROXIMATELY 20% OF THE ENLARGED NUMBER OF ISSUED SJC SHARES ASSUMING THE FULL EXERCISE OF THE OUTSTANDING WARRANTS 2021/2026, AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)

“**THAT**, subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“Board”) to allot and issue up to 14,560,000 new ordinary shares in the Company (“SJC Shares” or “Shares”) (“Placement Shares”), representing approximately 20% of the enlarged number of issued SJC Shares assuming the full exercise of the outstanding warrants 2021/2026, by way of private placement to independent third-party investor(s) to be identified later in one or more tranches, at an issue price of each tranche to be determined and fixed by the Board at a later date after all the relevant approvals have been obtained. In the event that the Proposed Private Placement is implemented in tranches, the number of Placement Shares shall not exceed 20% of SJC issued Shares at any point of time. The issue price of each tranche of the Placement Shares will be issued based on a discount of not more than 10% to the 5-day volume weighted average market price of SJC Shares up to and including the last trading day immediately preceding the price fixing date(s);

THAT, such Placement Shares shall upon allotment and issuance, rank equally in all respects with the then existing in SJC Shares in issue, save and except that they will not be entitled to any dividend, right, allotment and/or distribution, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

AND THAT, the Board be and are hereby authorised to do all such acts and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Private Placement and to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of our Company and/or as may be required by the relevant authorities and to take all steps and actions as they may deem necessary or expedient in order to implement, finalise and give full effect to and complete the Proposed Private Placement.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 262,079,985 NEW ORDINARY SHARES SJC (“BONUS SHARE(S)”) ON THE BASIS OF 3 BONUS SHARES FOR EVERY 1 EXISTING SJC SHARE HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF SHARES”)

“**THAT**, subject to the approvals of all relevant authorities or parties (where required) being obtained, approval be and hereby given to the Board of Directors of the Company (“Board”) to issue up to 262,079,985 Bonus Shares in the share capital of the Company credited to the shareholders whose

names appear on the Record of Depositors of the Company at the close of business at 5.00 p.m. on a day to be determined and announced by the Board ("**Entitled Shareholders**") on the basis of 3 Bonus Shares for every 1 existing SJC Share held by the Entitled Shareholders;

THAT fractional entitlements of Bonus Shares arising from the Proposed Bonus Issue of Shares, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing Shares. However, the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the Bonus Shares;

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

BY ORDER OF THE BOARD

TAN TONG LANG (SSM PC NO. 201908002253) (MAICSA 7045482)

Company Secretary

Selangor

26 November 2021

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 December 2021 ("**General Meeting Record of Depositors**") shall be eligible to attend, speak and vote at the Meeting.
2. A member entitled to participate, and vote at this meeting shall be entitled to appoint not more than two (2) proxies 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.
3. With the Remote Participation and Voting ("**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 EGM.

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 via real time submission of typed texts through the RPV Q&A platform at www.swsb.com.my provided by ShareWorks Sdn Bhd during the live streaming of the EGM 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 ir@shareworks.com.my or technical support at 03-62011120 during the EGM. 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.

4. 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.
5. 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.
6. 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.
7. 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 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not later than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the EGM 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 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than twenty-four (24) hours before the time stipulated for holding the EGM or any adjournment thereof. Please follow the pre-register procedures as set out in the Administrative Guide of EGM. Please contact the poll administrator, ShareWorks Sdn Bhd, at 03-6201 1120 for further assistance.



SENI JAYA CORPORATION BERHAD

Registration No. 199301025122 (279860-X)
(Incorporated in Malaysia)

FORM OF PROXY

No. of shares held	CDS Account no.
Telephone no.	Email address

*I/We _____ NRIC/Passport no./Registration no. _____
of _____
being a *member/members of SENI JAYA CORPORATION BERHAD ("**Company**"), hereby appoint:

(1) Name of proxy : _____ NRIC/Passport no. : _____
Address : _____

Email address : _____ Telephone no. : _____

(2) Name of proxy : _____ NRIC/Passport no. : _____
Address : _____

Email address : _____ Telephone no. : _____

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company which will be conducted fully virtual through online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd on Monday, 13 December 2021 at 10.00 a.m. or at any adjournment thereof in respect of my/our shareholding in the manner indicated below:

Please indicate with a "x" in the spaces provided whether you wish your votes to be cast for or against the resolution. In the absence of specific instructions, your proxy will vote or abstain as he/she thinks fit.

No.	Ordinary Resolutions	For	Against
1.	Proposed Private Placement		
2.	Proposed Bonus Issue of Shares		

Dated this _____ day of _____ 2021

Signature/Common Seal of Shareholder

** Strike out whichever is not applicable*

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:		
	No. of shares	Percentage (%)
Proxy 1		
Proxy 2		
Total		100

Notes:-

1. In respect of deposited securities, only members whose names appear in the record of securities holders established and maintained by Bursa Malaysia Depository Sdn Bhd ("**Record of Depositors**") on 6 December 2021 ("**General Meeting Record of Depositors**") shall be eligible to attend, speak and vote at the Meeting.
2. A member entitled to participate, and vote at this meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her 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/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
3. With the Remote Participation and Voting ("**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 EGM.

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 via real time submission of typed texts through the RPV Q&A platform at www.swsb.com.my provided by ShareWorks Sdn Bhd during the live streaming of the EGM 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 ir@shareworks.com.my or technical support at 03-62011120 during the EGM. 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.

4. 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.
5. 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.
6. 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.
7. 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 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not later than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the EGM 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 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than twenty-four (24) hours before the time stipulated for holding the EGM or any adjournment thereof. Please follow the pre-register procedures as set out in the Administrative Guide of EGM. Please contact the poll administrator, ShareWorks Sdn Bhd, at 03-6201 1120 for further assistance.

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Stamp

The Company Secretary of
SENI JAYA CORPORATION BERHAD
(Registration No. 199301025122 (279860-X))
(Incorporated in Malaysia)

c/o Boardroom.com Sdn. Bhd.
Level 5, Block B, Dataran PHB
Saujana Resort, Section U2
40150 Shah Alam, Selangor

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