

**SENI JAYA CORPORATION BERHAD**  
**[Registration No. 199301025122 (279860-X)]**  
**(Incorporated in Malaysia)**

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF SENI JAYA CORPORATION BERHAD (“SJC” OR THE “COMPANY”) CONDUCTED THROUGH ONLINE MEETING PLATFORM AT [www.swsb.com.my](http://www.swsb.com.my) ON MONDAY, 13 DECEMBER 2021 AT 10.00 A.M.**

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Directors present:

1. Tengku Amir Nasser Ibni Tengku Ibrahim, the Independent Non-Executive Chairman
2. Dato’ Sri Anne Teo, the Non-Independent Non-Executive Director;
3. Datin Lee Nai Yee, the Non-Independent Non-Executive Director;
4. Mr Julian Koh Lu Ern, the Independent Non-Executive Director; and
5. Mr Lee Chin Cheh, the Independent Non-Executive Director.

In Attendance: Mr Tan Tong Lang (Company Secretary)

Shareholders/ Proxies (by remote participation)  
As per the Attendance List

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#### **1.0 CHAIRMAN**

Tengku Amir Nasser Ibni Tengku Ibrahim (“**Chairman**”) chaired the Meeting and welcomed all present to the EGM of the Company. The Chairman then welcomed the shareholders and proxies who have joined the EGM of the Company via remote participation and introduced the Board of Directors and the Company Secretary who joined the Meeting.

#### **2.0 QUORUM**

The requisite quorum being present, the Chairman declared the Meeting duly convened at 10.02 a.m.

#### **3.0 NOTICE**

The Notice of the Meeting having been circulated within the prescribed period, was taken as read.

#### **4.0 PROCEEDINGS OF EGM**

The Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution at the general meeting would be voted by poll.

The Chairman then informed that the EGM would proceed according to the sequence in the agenda, which was to be followed by a question and answer (“**Q&A**”) session. Shareholders were given the opportunity to ask question on the agenda, which would be responded during the Q&A session. The responses to questions not addressed during the Q&A session due to time constraint would be made available on the Company’s website within 7 days after the meeting.

The Chairman further informed the Meeting that the Company had appointed ShareWorks Sdn Bhd (“ShareWorks”) as Poll Administrator and SharePolls Sdn Bhd as the Independent Scrutineer to verify the poll results.

A video presentation from ShareWorks was played to brief the participants on the electronic/remote poll voting process.

**5.0 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")**

The Chairman informed that Ordinary Resolution 1 of the agenda is to seek shareholders’ approval on the Proposed Private Placement of up to 14,560,000 new Ordinary Shares in Seni Jaya Corporation Berhad, 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.

**6.0 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")**

The Chairman informed that Ordinary Resolution 2 of the agenda is to seek shareholders’ approval on the Proposed Bonus Issue of up to 262,079,985 new ordinary 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.

**7.0 QUESTION AND ANSWER SESSION**

Mr Jeff Cheah, the Chief Executive Officer of the Company informed that no questions were received from the shareholders and the Chairman advised the shareholders to proceed to submit their vote via the remote participation and voting facilities and the polling process would conclude after 5 minutes; followed by a short break for the verification of the poll votes by the Scrutineers.

The Chairman then adjourned the Meeting for the verification of the poll votes by the Scrutineers.

**8.0 DECLARATION OF RESULTS**

The Meeting resumed after the conclusion of the verification of the poll votes.

The Chairman called the Meeting to order for the declaration of the poll results. The Chairman then announced the result of the poll voting and declared that all the following Ordinary Resolutions set out in the Notice of EGM dated 26 November 2021 were carried, as attached hereto as Annexure I:-

**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.”

## **9.0 CLOSURE**

There being no other business, the EGM was closed at 10.32 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of  
the proceedings held thereat**

- SIGNED -

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**TENGGU AMIR NASSER IBNI TENGGU IBRAHIM**  
Chairman

SENI JAYA CORPORATION BERHAD (199301025122(279860-X))

EXTRAORDINARY GENERAL MEETING TO BE HELD ON 13-Dec-2021 AT 10:00 AM

AFTER TABULATION OF RESULTS

THE CHAIRMAN : THE POLL RESULT(S) ARE / IS BASED ON THOSE WHO ARE PRESENT AND HAVE VOTED.

THE RESULTS ARE :-

**ORDINARY RESOLUTION 1**

DESCRIPTION	PROPOSED PRIVATE PLACEMENT	
	FOR	AGAINST
VOTED		
NO. OF HOLDERS	11	0
NO. OF SHARES/UNITS	35,512,843	0
% OF VOTED SHARES/UNITS	100.000000	0.000000
NO. OF ABSTAIN	0	
RESULT	ACCEPTED / REJECTED	




( SCRUTINEERS )

**ORDINARY RESOLUTION 2**

DESCRIPTION	PROPOSED BONUS ISSUE OF SHARES	
	FOR	AGAINST
VOTED		
NO. OF HOLDERS	11	0
NO. OF SHARES/UNITS	35,512,843	0
% OF VOTED SHARES/UNITS	100.000000	0.000000
NO. OF ABSTAIN	0	
RESULT	ACCEPTED / REJECTED	




( SCRUTINEERS )