



# Seni Jaya

Connecting brands, connecting people

**SENI JAYA CORPORATION BERHAD**

Reg. No.:199301025122 (279860-X)



## Annual Report 2021

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**YANG AMAT MULIA TENGKU PANGLIMA RAJA LT. KOL. TENGKU AMIR NASSER IBRAHIM SHAH IBNI AL SULTAN ABDULLAH RI'AYATUDDIN AL-MUSTAFA BILLAH SHAH**  
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

## AUDIT COMMITTEE

**JULIAN KOH LU ERN**  
Independent Non-Executive Director  
Chairman

**DATO' SRI ANNE TEO**  
Non-Independent Non-Executive Director  
Member

**LEE CHIN CHEH**  
Independent Non-Executive Director  
Member

## REMUNERATION COMMITTEE

**LEE CHIN CHEH**  
Independent Non-Executive Director  
Chairman

**DATO' SRI ANNE TEO**  
Non-Independent Non-Executive Director  
Member

**JULIAN KOH LU ERN**  
Independent Non-Executive Director  
Member

## NOMINATION COMMITTEE

**LEE CHIN CHEH**  
Independent Non-Executive Director  
Chairman

**DATO' SRI ANNE TEO**  
Non-Independent Non-Executive Director  
Member

**JULIAN KOH LU ERN**  
Independent Non-Executive Director  
Member

## COMPANY SECRETARY

**TAN TONG LANG**  
(MAICSA 7045482/ SSM PC No. 202208000250)

## REGISTERED OFFICE

Level 5, Block B, Dataran PHB  
Saujana Resort, Section U2  
40150 Shah Alam  
Selangor  
Tel No. : +603-7890 0638  
Fax No. : +603-7890 1032

## PRINCIPAL PLACE OF BUSINESS

A-01-01, Block Allamanda  
10 Boulevard, Lebuhraya Sprint  
Jalan PJU 6A  
47400 Petaling Jaya  
Selangor  
Tel No. : +603-7729 1795

## AUDITORS

**MAZARS PLT (AF001954)**  
Chartered Accountants

## PRINCIPAL BANKERS

**RHB Bank Berhad**

## SHARE REGISTRAR

**Shareworks Sdn Bhd**  
No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan  
Tel No. : +603-6201 1120  
Fax No. : +603-6201 3121

## STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad  
Stock name : SJC  
Stock code : 9431

## CORPORATE WEBSITE

[www.senijayacorp.com](http://www.senijayacorp.com)

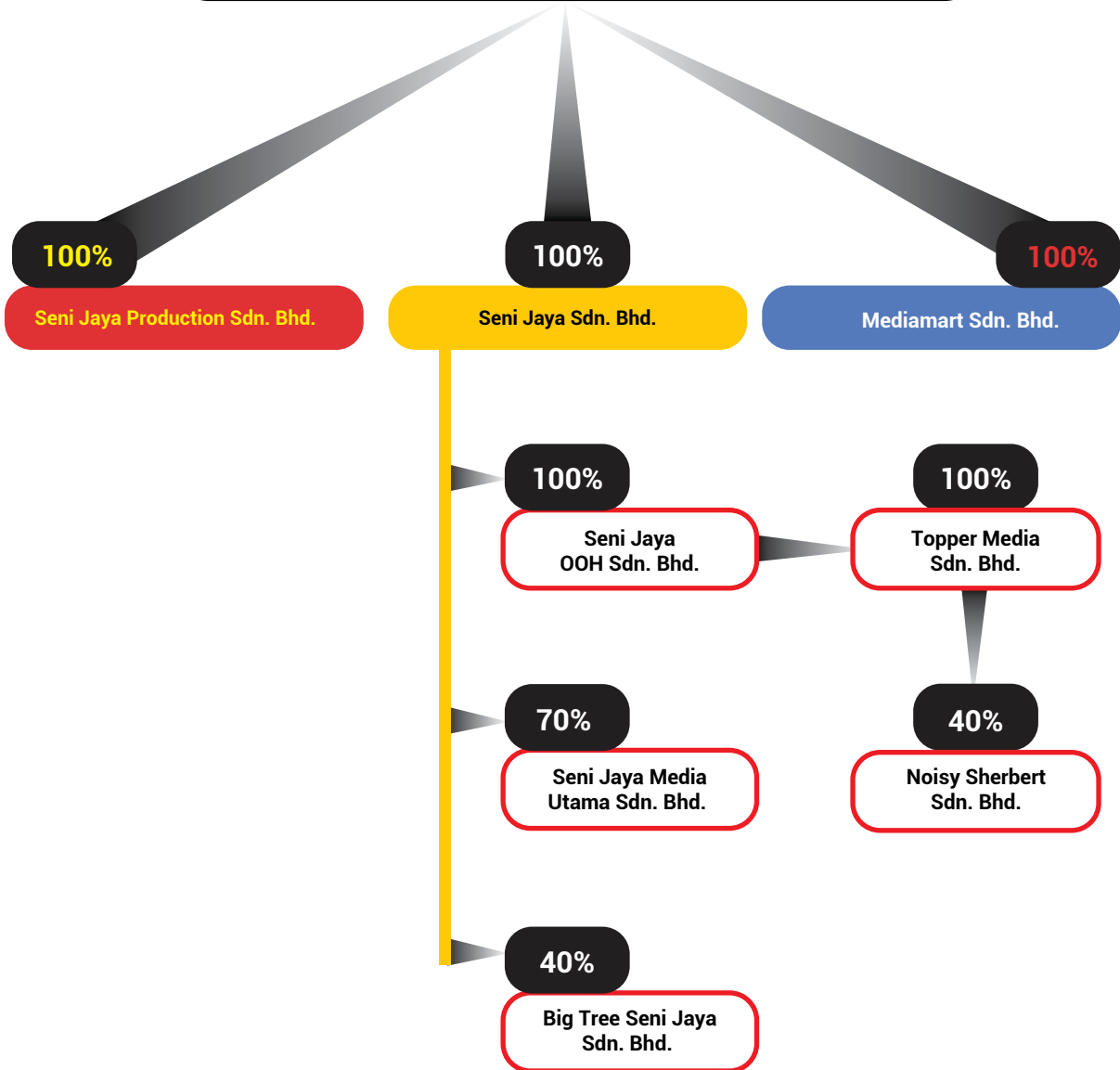
## INVESTOR RELATIONS

Capital Front Investor Relations  
Email : [hongee@capitalfront.biz](mailto:hongee@capitalfront.biz)  
Tel no : +6014-266 1470

# CORPORATE STRUCTURE



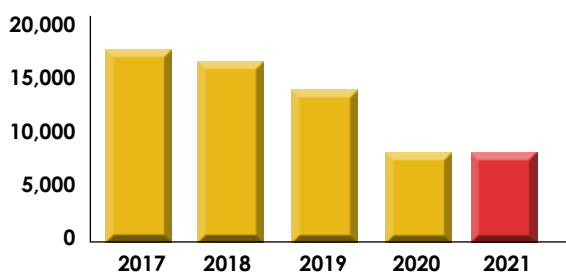
## SENI JAYA CORPORATION BERHAD



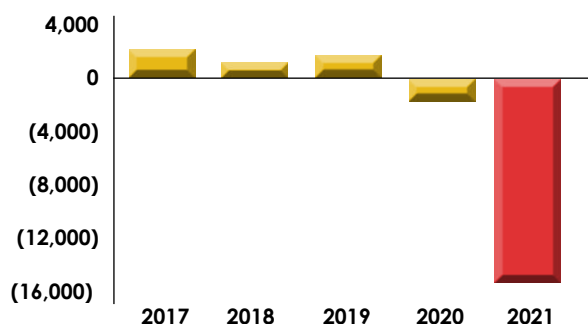
# FINANCIAL HIGHLIGHTS

	2017 RM'000	2018 Restated RM'000	2019 RM'000	2020 RM'000	2021 RM'000
Revenue	18,081	17,572	14,561	8,824	8,747
Earnings Before Interest, Tax, Depreciation and Amortisation ("EBITDA")	2,482	1,618	2,546	(1,512)	(15,078)
Earnings/ (Loss) Before Interest and Tax ("EBIT")	26	(281)	583	(3,859)	(16,758)
Profit Before Tax ("PBT")	187	(281)	(98)	(5,212)	(16,969)
Net Loss Attributable to Owners of The Company ("LATMI")	(77)	(748)	(482)	(5,250)	(17,203)
Net Assets	54,120	53,178	52,696	47,446	46,410
Shareholders' Equity	54,120	53,178	52,696	47,446	46,116
Net Assets per share (In RM)	1.34	1.31	1.30	1.17	0.95
Basic Loss per share ("LPS") (In Sen)	(0.19)	(1.85)	(1.19)	(12.95)	(39.72)
Diluted Loss per share (In Sen)	-	-	-	-	(25.46)

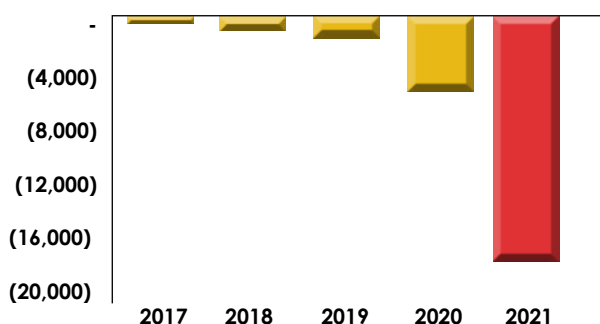
Revenue



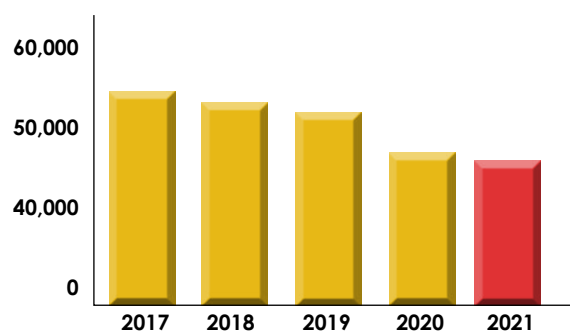
EBITDA



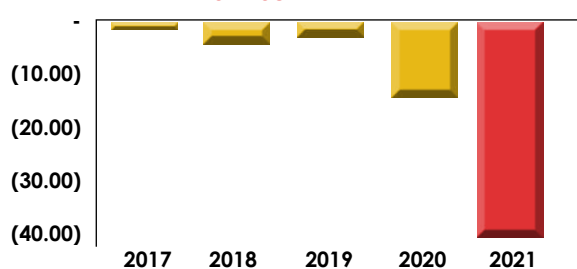
LATMI



Shareholders' Equity



LPS in Sen





# 2021 AT A GLANCE

## ENOMAD

### JUNE

#### 16 June

- Seni Jaya acquire Topper Media Sdn Bhd with 40% direct investment in Noisy Sherbert Sdn Bhd. Our journey to Programmatic Digital OOH ("pDOOH") with ENOMAD officially took off.



### AUGUST

#### 1 August

- Collaboration with 3 out-of-home media owners. New management team formed.

#### 2 August

- Appointment of Lee Chin Cheh as independent non-executive director. Strengthen corporate governance by forming new composition of audit, remuneration and nomination committee.

#### 26 August

- First private placement fund in years amounting to RM15.87 million raised.



### OCTOBER

#### 1 – 15 October

- Pre-launch of ENOMAD in Klang Valley with Cuckoo and Astro campaign.

#### 21 October

- Brand new Seni Jaya's website go live.
- Bonus issue of warrants on the basis of 1 Warrant for Every 2 Ordinary shares listed on Main Market

#### 27 October

- Proposed 2nd Private Placement and Bonus issue of shares on the basis of 3 for 1.

### DECEMBER

#### 17 December

- Launched the first series of digital Flagpole in Jalan Terbau@ Johor Bahru.



### MAY

#### 6 May

- Appointment of new CEO, Jeff Cheah.
- Appointment of Julian Koh as independent non-executive director.

### JULY

#### 1 July

- Appointment of independent non-executive director, Yang Amat Mulia Tengku Panglima Raja Lt. Kol. Tengku Amir Nasser Ibrahim Shah Ibni Al Sultan Abdullah Ri'ayatuddin Al-Mustafa Billah Shah ("Tengku Amir").

#### 19 July

- Redesignation of Tengku Amir as Independent non-executive Chairman.

### SEPTEMBER

#### 1 September

- Launched of Seni Jaya's Comprehensive OOH Media Solution.



#### 7 September

- New substantial shareholder, Kenanga Growth Fund onboard.

#### 30 September

- Corporate identity transformation with New Seni Jaya logo introduced.



### NOVEMBER

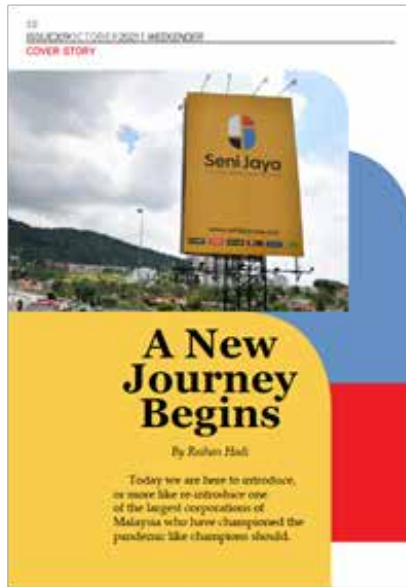
#### 1 November

- Launched the rebranding "new Seni Jaya" campaign at over 30 major sites across Malaysia.



# 2021 AT A GLANCE

# MARKETING MAGAZINE COVER



**COVER STORY**

**Senji Jaya**

**Senji Jaya**

**Senji Jaya**

**The New Colors of Senji Jaya**

They have been around for over 3 decades, incorporated in 1983 and it has more than 30 years of track record and experience in out-of-home (OOH) media.

The group has been managing one of the busiest urban highway concessions - LEP Highway, since its inception in 2005.

In 2016, through their joint venture with Big Tree, they also secured the outdoor advertising concession from MRT Corp for SERI LINA.

And in mid 2021, the group embarked on a transformation plan to reposition the company to become one of the clear and prominent leaders in OOH industry through acquisition and strategic collaborations.

The entity I am talking about is none other than Senji Jaya Sdn Bhd (SJ), a subsidiary of Senji Jaya Corporation Berhad (SJC), and they are very proud to announce their latest journey of transformation starting this year through to 2024.

Besides repositioning themselves as the leading OOH solutions provider, Senji Jaya's key objectives for the next 3 years is to form an enlarged and enhanced portfolio with a much wider geographical reach, along with which they will be diversifying their assets vigorously.

In addition, Senji Jaya aims to continuously adapt to the ever-changing preferences of their consumers with more tech-driven and digital-centric products.

This year Senji Jaya has started laying the foundation to begin Phase 1 of its transformation. This includes their major M&A, which begins with the purchase of 40% shares at Nanyang Sierbert Sdn. Bhd., a company that owns the proprietary software called ENOMAD, and it has a partnership agreement with a prominent e-hailing company in the region.

But that's not all, the all new Senji Jaya has completed some major collaborations, which strengthened their value propositions as a leading OOH solutions provider.

**COVER STORY**

**Drive Advertising Platform**

These strategic partnerships have not only added tremendous value to SJ's services, but also set new higher standards at which OOH solutions providers operate today.

First in line in operational collaborations are with United Outdoor Group and Vision OOH. These strategic collaborations add tremendous synergies to SJ with immediate access to a much wider product portfolio and programmatic offerings, which naturally positions their standing in the industry.

Shortly afterwards, SJ further strengthened their position with the collaboration with AdNetwork Media. And with that, they have successfully become the second largest OOH media advertising network provider in the country.

media solution diversification. These are just a small peek at the first phase of SJ's transformation.

The group also aims to gain its connections with the most of the latest tech trends, CEO of the newly acquired Senji Jaya, to clarify a few things for you.

**Tell us a bit about how SJ has made such a huge journey of transformation look so easy?**

Well, we started from a strong foundation. With 3 decades plus of experience in the industry, the company has the network and know-how to scale and evolve the business. Another key factor is the addition of new blood who brought along fresh ideas and contacts that enabled the entrepreneur and administration.

**COVER STORY**

**Jell Cheah, Chief Executive Officer, Senji Jaya Sdn Bhd**

**What are the major value propositions of the rebranding and collaborations happening throughout Project Genesis?**

Since May 2021, the new management has started introducing digital-centric products like ENOMAD, the pioneering programmatic digital out-of-home (pDOOH) technology, as well as enhancing product diversity through strategic collaborations. Hence, we decided to undertake an image rebranding exercise to present a rejuvenated SJ group, which better reflects our revamped media solutions.

In September, we successfully positioned ourselves as the second-largest OOH advertising services provider in the country with an enlarged and more diversified portfolio. Particularly, the inclusion of digital-driven products will ensure the Group's relevance in light of the changing landscape of the OOH industry.



multiple tiers of audiences in a programmatic and personalized manner.

For example, a restaurateur in Bangsar who wishes to promote a lunch package can set parameters such as the time of day to somewhere between 11.00am to 2.00pm and the location to a specific radius from the restaurant.

When participating e-hailing cars enter the specified location during the set timeframe, it will trigger the car-top LED screens to display the restaurant's ads.

Because of the customizability of ENOMAD, our ad space can be affordable. Even small businesses with limited ad budgets could advertise with us.

**Is there a way for clients to track when exactly their ads are airing?**

Yes, our clients can check the historical performance

report online. We include data such as the quantity of ad plays delivered, maps showing where each of the ad plays was delivered, time of ad plays, and other relevant info.

It goes without saying that not just programmatic enthusiasts, but anyone involved with OOH in Malaysia will be eagerly looking forward to experiencing this transformation journey that Senji Jaya has started.

To know more about their transformations as well as their work just click [here](#) or scan the QR Code.



**COVER STORY**

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more than 20,000 street furniture panels in the Klang Valley. Additionally, we also command 200 mobile LED screens that are being installed at the moment and various media formats at Gateway@KLIA2. Our products range from the smallest of street bunnings to the largest of spectacular gantries.

**How superior is this pDOOH tech that SJ has acquired?**

pDOOH is essentially an automated buying, selling, and delivery process for DOOH ads. The difference between pDOOH and location-based DOOH is that the former is data and technology-driven ad targeting. While OOH is static, pDOOH allows ad buyers to, in real-

time, set specific parameters or triggers on when the ads are to be displayed. Such parameters include weather, time of day, and in case like ours, geofencing, as e-hailing cars are constantly on the move. This media is ideal to deliver advertisers' messages to areas that are unreachable by location-based billboard, ensuring the highest impact and value possible.

**Tell us a bit about the special features, customizability and affordability of this amazing service.**

ENOMAD is the next generation of mobile, networked, and intelligent media advertising with an elegant appearance. They help media buyers reach



# SENI JAYA IN THE NEWS

**KUALA LUMPUR (May 6):** Outdoor advertising services provider Seni Jaya Corp Bhd has announced the appointment of Cheah See Heong, also known as Jeff Cheah, as its new CEO with immediate effect.

In a statement today, the group also announced the appointment of Julian Koh as Ern, a chartered accountant, as its new independent non-executive director.

The announcement comes on the heels of the resignation of three Seni Jaya independent and non-executive directors, who lamed two days ago that the proposed appointments are not in line with standard operating procedures, as they did not go through the group's nomination and remuneration committees.

The three former directors — Datuk Seri Dr Liew Lee Leong, Lim Chee Khang and Datuk Shamsul Falak Abdul Kadir — also expressed concern of a possible takeover exercise without their knowledge. This allowed an increase in the group's share price and a significant disposal of shares by

## Seni Jaya confirms appointment of new CEO and director amid controversy

BY WONG EE LIN  
theedgemarkets.com

tin Lee Nai Yee and Datuk Seri Anne Teo. In its statement, Seni Jaya said Cheah, 44, is a well-recognised professional in the advertising industry with over two decades of experience in the out-of-home media segment, which comprises outdoor billboard, retail malls, rail transit, as well as airport media.

"He had previously spent 17 years in

Tree Outdoor Sdn Bhd, a wholly-owned subsidiary of Media Prima Bhd, where he rose through the ranks to become the CEO from 2011 to 2017.

"During his tenure at Big Tree, he has introduced various successful initiatives that reinforced the company's leadership positioning such as pioneering digital out-of-home media, LRT station naming rights, as well as developing new billboard structure with aesthetic designs," the group said.

Seni Jaya said Koh, 59, has vast experience in the advertising industry, having previously served as the group finance director of People 'n Rich Holdings Sdn Bhd

Koh also has more than 35 years of experience across various competencies such as strategic planning, accounting, corporate finance, risk management and taxation, amongst others.

Seni Jaya's shares closed one sen or 0.61% higher at RM1.65 today, valuing the group at RM66.88 million. Over the past year, the counter had risen by 293%

REWARDING LOYAL SHAREHOLDERS

## SENI JAYA PROPOSES BONUS WARRANTS

It may raise gross proceeds of up to RM56m under the maximum scenario

ZANEE SHAHILA AMAN  
KUALA LUMPUR  
e@seni.com.my

**S**eni Jaya Corp Bhd has proposed the issuance of bonus warrants on the basis of one bonus warrant for every two existing shares.

Chief executive officer Cheah See Heong said this served to express the company's appreciation to its loyal shareholders.

Seni Jaya could issue up to 4.32 million warrants under the maximum scenario, which assumes the completion of its recently-announced proposed private placement prior to the commencement date of the warrants.

The exercise price of the warrants will be determined at a later date after taking into consideration the historical share price movement, the five-day volume-weighted average market price of Seni Jaya shares and the prevailing market conditions.

It may raise gross proceeds of up to RM56 million (under the maximum scenario) based on an indicative exercise price of RM2.025 and assuming full exercise of the warrants.

"The proceeds will be utilised for capital expenditure of its outdoor advertising business and reserved funds for future business expansion," he added.

Cheah said through the re-

proposed bonus warrants, shareholders would be able to increase their equity participation in Seni Jaya at a predetermined price by exercising the warrants anytime within a five-year tenure.

"Besides that, they could also benefit from the potential capital appreciation of the warrants, which will be tradable on the Main Market of Bursa Malaysia," he said in a statement yesterday.

Cheah said these were exciting times for Seni Jaya as it was undergoing a transformation towards digitalisation and market repositioning to boost its industry standing in today's digital-centric world.

He said the potential proceeds to be raised upon the exercise of the warrants would provide additional funds for

digital advertisement and future



Seni Jaya Corp Bhd chief executive officer Cheah See Heong says shareholders will be able to increase their equity participation in the company at a predetermined price. FILE PIC

business expansion.

"Hence this will accelerate our efforts to expand product portfolios to provide comprehensive outdoor media solutions especially on digital and technological segments," he added.

The proposed bonus warrants

are subject to regulatory approvals as well as shareholders' approval at an extraordinary general meeting to be convened.

Barring any unforeseen circumstances, the exercise is expected to be completed by September.



财经新闻

### 盛艺机构建议2股送1凭单

吉隆坡23日讯 | 盛艺机构 (SJC - 9431, 主板电信与媒体股) 建议, 每1股2股普通股, 派送1张免费凭单, 除权日待定, 以奖励股东。

[公司周五向交易所报备, 由于近期将进行配股, 因此此次最少会派送0.26万6665张凭单, 最多可达2431万9998张, 估计可在第三季内完成。

[时, 凭单转换价尚未确定, 若以每股2.30令吉作为参考价, 在全面转换1股下, 可获赠5600万令吉, 主要用作资本开支, 如户外广告业务开拓及提供制作采买业务拓展资金。

[公司总执行长谢峰说: "通过此次建议, 我们的股东将有机会提高持股比例。此外, 股东还可从凭单价格增值上获益, 并在马交所交易后获利。"

"对于公司而言, 当前是令人兴奋的时期, 因为我们正采取转型, 以实现数字化和市场重新定位, 来提升公司在当今以数字为中心的世界中的行业地位。"

156 - 投资资讯详细群组和机构投资者群。

## Seni Jaya to offer programmatic digital out-of-home advertising

**KUALA LUMPUR:** Outdoor advertising services provider Seni Jaya Corp Bhd has identified programmatic digital out-of-home (DOOH) advertising as one of its key strategies to adapt to the rapidly changing advertising landscape.

The company would be utilising a home-grown system called ENOMAD, which will be the country's first DOOH network system, to provide digital car-top DOOH advertising via partnership with a prominent regional e-hailing firm.

Seni Jaya chief executive officer Jeff Cheah said DOOH advertising would be one of its key focus going forward, given its vast potential.

ENOMAD is a mobile DOOH media system that enables outreach to multiple geo-fenced locations at any point of time, and this technology would complement the company's

existing product portfolio to give maximum reach and exposure for advertisers.

Cheah noted that Seni Jaya would be partnering with a prominent regional e-hailing firm to provide digital car-top advertising displays.

"This enables us to offer tailor-made, dynamic and flexible advertising that reaches its targeted audience much more effectively. It opens up a wide spectrum of possibilities for advertisers and Seni Jaya will be marketing ENOMAD to our clients," he said.

Balazs Lakota, whose firm Nyco Sherbert Side Ltd (NSSD) developed ENOMAD, said: "The proprietary ENOMAD system allows us to perform geotargeting, complete with customised timetables, which is ideal for e-hailing cars that are always on the move."

"For instance, if a restaurant owner in Gombak wants to promote his or her business

between 11am to 2pm in Gombak catchment area and Bangsar area, the advertisement can be programmed to appear on the car-top digital screens when the e-hailing vehicles are present in the geo-targeted zones at the designated timeframe.

"This enables businesses and merchants to accurately engage with its target market at accessible rates. "The advertisements that appear could be different on every single e-hailing car depending on the programme. This is in stark contrast to the location-based advertisement in the market currently."

Cheah added: "Car-top DOOH advertising has been very successful in many major cities such as New York and London. Hence, we see synergies in joining forces with the prominent regional e-hailing firm."

"The group is confident with the prospects

of this venture and is looking forward to the commercial rollout very soon. The plan is to roll out the first 200 cars in Klang Valley by August, before gradually moving to other key cities such as Johor Bahru and George Town."

The DOOH advertising capability by Seni Jaya is made possible following the share sale agreement entered into by the company to acquire the entire equity interest in Topper Media Sdn Bhd (TMSE). TMSE, in turn, holds a 40% stake in NSSE.

NSSE has the digital rollout partnership agreement with the prominent regional e-hailing company to install the digital LED screens on the rooftop of driver car fleets and run the advertising media contents using ENOMAD.

NSSE is the developer and intellectual property owner of ENOMAD, as well as the provider of the software and hardware.

### 500萬購Topper Media 盛藝進軍廣告媒體業

[吉隆坡16日讯] 盛艺机构 (SJC, 9431, 主板电信媒体股) 以总值500万令吉收购从事广告媒体销售和行销的Topper Media私人有限公司, 进军广告媒体业。

该收购在公告指出, 旗下子公司Seni Jaya私人有限公司今日与Topper Media唯一股东董事签署买卖协议, 以500万令吉现金收购后者股权100%股份。

该公司表示, 该收购是该公司和子公司的扩张计划的一部分。这种收购将为公司提供机会, 将业务扩展到数字化和科技广告媒体。

排除任何不可预见的情况, 该公司预期这项收购将于30天内完成。



# SENI JAYA IN THE NEWS

**THE EDGE MARKETS**  
MAKE BETTER DECISIONS

**Seni Jaya confirms appointment of new CEO and director amid controversy**

KUALA LUMPUR: (My 13) Outdoor advertising services provider Seni Jaya Corp Bhd has announced the appointment of Cheah See Hong, also known as Jeff Cheah, as its new CEO and director effective today.

In a statement today, the group also announced the appointment of Julian Koh as its new chairman effective today.

The announcement comes on the heels of the resignation of Seni Jaya's independent and non-executive director, who stated his resignation after the proposed appointments are set to line with standard operating procedures, as they did not go through the group's nomination and remuneration committees.

**TheStar**

**Seni Jaya to offer programmatic digital out-of-home advertising**

KUALA LUMPUR: Outdoor advertising services provider Seni Jaya Corp Bhd has identified programmatic digital out-of-home (pDOOH) advertising as one of its key strategies to adapt to the rapidly changing advertising landscape.

The company would be offering a programmatic system called ONOMO, which will be the country's first pDOOH network system, to provide digital out-of-home pDOOH advertising in partnership with a prominent regional e-trading firm.

Seni Jaya chief executive officer Jeff Cheah said pDOOH advertising would be one of its key focuses going forward, given its vast potential.

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Cheah noted that Seni Jaya would be partnering with a prominent regional e-trading firm to provide digital out-of-home advertising solutions.

This enables us to offer better media, dynamic and flexible advertising that reaches its targeted audience much more effectively. It opens up a wide spectrum of

**TheStar**

**Seni Jaya proposes 3-for-1 bonus issue**

KUALA LUMPUR: Seni Jaya Corp Bhd has proposed a private placement exercise involving the issuance of up to 14.58 million new ordinary shares, subject to the issuance of the placement shares not exceeding 20% of the group's total number of issued shares.

The outdoor advertising services provider has also proposed to undertake a bonus issue of up to 282.08 million new ordinary shares in Seni Jaya on the basis of three bonus shares for every one Seni Jaya share held.

Seni Jaya said the settlement date for the bonus issue would be determined and announced later.

In a filing with Bursa Malaysia, Seni Jaya said based on the indicative issue price of RM2.3336, the proposed private placement is expected to raise gross proceeds of up to RM33.9 million under the maximum scenario.

**【独家】拟3年转型计划 盛艺机构冀下财年转盈**

2021年11月28日

财经新闻

（吉隆坡27日讯）户外广告供应商盛艺机构（SJC，9431，主板电信与媒体股）表示，已拟定为期3年的转型计划望扭转劣势，放眼能在2022财年转亏为盈。

盛艺机构总执行长谢诗峰接受《南洋商报》专访时指出，这是自今年5月开始的3年计划，其中包括通过增加新的收入来源，即推出程序数字化户外广告（pDOOH）产品，以及与其他策略性伙伴携手合作，以提供更多的产品范围和服务。

他指出，该集团的转型计划主要是扩大和增强旗下产品，包括以加强科技或数字化为中心。

谢诗峰指出，pDOOH与传统户外广告的区别是，前者以数据科技驱动广告定位，而后者则属静态。

此外，他提及与不同策略性伙伴合作将能够为客户创建互补的全方位解决方案，并可受益于效率改善、成本协同效应，以及更大的定价能力等益处。

**TheStar**

**Seni Jaya plans to raise RM18mil**

KUALA LUMPUR: Outdoor advertising services provider Seni Jaya Corp Bhd is proposing a private placement exercise involving the issuance of up to 8.1 million new ordinary shares, representing up to 20% of its total number of issued shares.

At an indicative price of RM2.234 per placement share and assuming full subscription of the shares, Seni Jaya said it is expected to raise gross proceeds of RM18.1mil from the corporate exercise.

In a statement yesterday, the company said the proceeds raised would be utilised for investment opportunities, capital expenditure and working capital needs.

**盛艺机构宣布 私下配售最多1456万股新股**

（吉隆坡27日讯）盛艺机构（SJC，9431，主板电讯媒体股）宣布，私下配售最多1456万股新股，占已发出股本的20%，同时以1送3比例分派2亿6208万股红股。

假设新股配售价为每股2.3336令吉，该公司能从私下配售活动中集资3398万令吉，其中2400万令吉作为广告项目或特许经营资金，另外720万令吉则用作发光二极管灯（LED）广告媒体业务拓展，188万令吉充当营运资本，剩餘的90万令吉拿来支付是次企业活动费用。

此外，盛艺机构也以1送3比例派2亿6208万股红股，以截至10月20日的5天交易最加权平均价（VWAP）2.5929令吉来计算，红股除权之后的股价将下调至0.82仙。

该公司指出，派发红股旨在提高股东参与度与提高市场流通量。

截至中午休市，盛艺机构报2.40令吉，跌8仙或3.23%。

# BOARD OF DIRECTORS

## YANG AMAT MULIA TENGKU PANGLIMA RAJA LT. KOL. TENGKU AMIR NASSER IBRAHIM SHAH IBNI AL SULTAN ABDULLAH RI'AYATUDDIN AL-MUSTAFA BILLAH SHAH

**35 years of age, Malaysian, Male  
Independent Non-Executive Chairman**

Yang Amat Mulia Tengku Panglima Raja Lt. Kol. Tengku Amir Nasser Ibrahim Shah Ibni Al Sultan Abdullah Ri'ayatuddin Al-Mustafa Billah Shah ("**Tengku**") was appointed as an Independent Non-Executive Director of the Company on 1 July 2021 and subsequently re-designated as the Independent Non-Executive Chairman of the Company on 19 July 2021.

Tengku graduated from the Oxford Brookes University with a Bachelor of Arts in Business & Marketing Management in 2008.

Tengku started his career as a Project Manager in Property Development with KotaSAS back in 2012. After being exposed to all the departments, he quickly climbed the ladder to lead the organisation and has successfully built thousands of homes which to date, the township of 2,200 acres is still being developed. From his success in KotaSAS, he was pulled at group level for Tanah Makmur Berhad where he was part of the main team to list the company in 2014. The core of the company is palm oil plantation and quickly became more diverse and expanded into agrobusiness such as Durian and Pineapple plantation with a total estate land bank of 60,000 acres.

Currently he is the Vice President of The Islamic Religion & Malay Customs Council of Pahang which is an extended government body tasked to govern all matters related to Islamic Administration under the patronage of the Sultan. Several government departments such as Jabatan Mufti Negeri Pahang, Jabatan Agama Islam Negeri Pahang, Jabatan Kehakiman Syariah Negeri Pahang and Jabatan Pendakwaan Syariah Negeri Pahang fall under the purview of this administration.

Within the business world, he continues his position as Executive Director of Tanah Makmur Berhad Group of Companies, Chairman of MUIP Holdings Group of Companies and an active Director of Gading Sari Holdings Group of Companies which equates to 45 companies in total. Constantly driving the overall strategy and execution of various portfolio of businesses namely Plantation, Property Development, Mining, Power Plant, Engineering, Hospitality, Education, Healthcare and Trading.



Outside of the corporate world, Tengku also sits in the Royal Institute Committee, Jumaah Pangkuan DiRaja Pahang who are responsible for all royal ceremonies, to protect the integrity of Islam and duty bound to serve the rakyat through social welfare engagements. To contribute to the nation, he has been serving the Territorial Army since 2011 and is now the acting Commander of the 505 Regiment, leading 1,435 service men and women.

Lastly within the activities of Corporate Social Responsibility, he sits on the Board of trustees for Yayasan Al-Sultan Abdullah, which has 4 centres offering Dialysis Treatments and Akademi Menara Gading which is a program specifically catered for orphans that need mentoring in order to secure their tertiary education wishes. Additionally within the Education Environment, he sits as Pro Chancellor of University College Yayasan Pahang and College University Islam Sultan Ahmad Shah.

Currently he is an Executive Director of Tanah Makmur Berhad. He has no relationship with any director and/or major shareholder of the Company and no conflict of interest with the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2021.

## BOARD OF DIRECTORS



### DATO' SRI ANNE TEO

**63 years of age, Malaysian, Female  
Non-Independent Non-Executive  
Director**

**Member of Audit Committee,  
Remuneration Committee and  
Nomination Committee**

Dato' Sri Anne Teo was appointed as an Executive Director on 18 August 1994 and has been the Managing Director of the Company since 25 March 2005. Dato' Sri Anne Teo was appointed as the Executive Chairman on 15 June 2018 and subsequently re-designated as the Non-Independent Non-Executive Director on 19 July 2021.

Dato' Sri Anne Teo graduated with a Bachelor of Commerce degree in 1981 and a Master of Commerce, Hons (Accounting) in 1982 from the University of Canterbury, New Zealand. She is also a member of the Association of Chartered Accountants (New Zealand), Australian Society of CPAS and the Malaysian Institute of Accountants (MIA).

Dato' Sri Anne Teo started her career with Arthur Young & Co (Australia) in 1981 as a Professional Accountant. In 1983, she joined the Australian Audit Office as an Auditor. In 1984, she was the Assistant Manager of Audit and Investigation in the Health Insurance Commission Australia until 1986 before joining the Seni Jaya Corporation Berhad Group. She was responsible for the financial management and investments of the Group.

Dato' Sri Anne Teo is the sister-in-law to Datin Lee Nai Yee, the Non-Independent Non-Executive Director of the Company. She does not hold any directorship in other public companies and listed issuers and has no conflict of interest with the Company.

She has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2021.



## BOARD OF DIRECTORS

### DATIN LEE NAI YEE

**64 years of age, Malaysian, Female  
Non-Independent Non-Executive  
Director**

Datin Lee Nai Yee ("**Datin Lee**") was appointed as a Non-Independent Non-Executive Director on 28 August 2017.

Datin Lee graduated with a Bachelor of Arts Degree from Universiti Sains Malaysia. Datin Lee started her career in the hotel industry as Public Relations Manager at the Holiday Inn Penang. In 1981, Datin ventured into the Advertising field as Account Executive with Hexxon Graphic, a local Advertising Agency. In 1983, Datin joined Artscript Sdn. Bhd., another homegrown advertising firm. Her last position was as Client Service Director until she resigned in 1989 to assume responsibility for the management and retail operations of Watchshoppe, a watch retail business at the Subang International Airport.

Watchshoppe was a subsidiary company of RP Group Sdn. Bhd., which was founded together with her husband, the late Dato' Blace Teo @ Teo Swee Cheng. Datin Lee is currently the Executive Director of RP Group, a position Datin has held since 1989.

Datin Lee is a major shareholder of the Company and she is the sister-in-law to Dato' Sri Anne Teo. Datin Lee does not hold any directorship in other public companies and listed issuers.

She has no conflict of interest with the Company. She has not been convicted for any offences within the past five (5) years other than traffic offences, if any and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2021.



## BOARD OF DIRECTORS



### JULIAN KOH LU ERN

**60 years of age, Malaysian, Male**

**Independent Non-Executive Director  
Chairman of Audit Committee**

**Member of Nomination Committee and  
Remuneration Committee**

Mr. Julian Koh Lu Ern ("**Mr Julian Koh**") was appointed as an Independent Non-Executive Director of the Company on 6 May 2021. He is a Chartered Accountant of Malaysia (C.A. (M)). He is also a member of the Chartered Institute of Management Accountants ("CIMA") and the Chartered Global Management Accountants ("CGMA").

Mr. Julian Koh has more than thirty-five (35) years of experience in the fields of strategic planning, human resources, financial management, corporate finance, risk management, information systems, taxation and funding in diversified industries including advertising, property development, stockbroking and fund management.

Mr. Julian Koh also sits on the Board of OCR Group Berhad.

He has no relationship with any director and/or major shareholder of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies during the financial year ended 31 December 2021.

## BOARD OF DIRECTORS

### LEE CHIN CHEH

**50 years of age, Malaysian, Male**  
**Independent Non-Executive Director**  
**Chairman of Nomination Committee**  
**and Remuneration Committee**  
**Member of Audit Committee**

Mr. Lee Chin Cheh ("**Mr Lee**") was appointed as an Independent Non-Executive Director of the Company on 2 August 2021. He graduated with Bachelor of Laws (Honours) from the University of Wolverhampton, United Kingdom in July 1994 and subsequently obtained his Certificate of Legal Practice from Malaysia Legal Profession Qualifying Board in December 1995. In the same year, he commenced his pupillage with Messrs. Vincent Lim & Teoh before his admission to the High Court of Malaya as an advocate and solicitor in November 1996.

He then joined Messrs. Nordin Hamid & Co. as a legal associate in 1996 where his main area of practice was in conveyancing and commercial transactions. In 1997, he left Messrs. Nordin Hamid & Co. and establish his own law firm, Messrs. Lee Ong & Partners and took on the position as Managing Partner of the firm, a position which he holds until to-date. He has over 25 years of working experience in the legal industry encompassing conveyancing and various areas of corporate and commercial law, advising individuals and corporate entities in Malaysia and Singapore.

Mr Lee Chin Cheh was involved in governmental and non-governmental organisations where he provides legal and business insights. Since 2018, he has been appointed as a Special Task Officer to the Minister of Housing and Local Government to help formulate housing policies and advise on issues affecting local governments. As a legal practitioner, he regularly advises non-governmental organisations including but not limited to Malaysia-Guangdong Investment Promotion Council, Petaling Trade and Industry Association, Petaling Jaya Coffee Shop and Restaurant Association and Petaling Hawkers Association.

In June 2016, he was appointed as a Non-Independent Non-Executive Director of OCR Group Berhad, a position he held until June 2021 where he did not seek for re-election. In March 2016, he was appointed as a Non-Executive Director of Pan Asia Corporation Limited, Australia, a position he assumes to present date. In August 2020, he was also appointed as a Non-Independent Non-Executive Director of Malaysia Digital Economy Corporation Sdn. Bhd., a position he assumes to present date.



On 8 March 2021, he was appointed as an Independent Non-Executive Director of Magna Prima Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad. He is also a director and shareholder of several private limited companies.

He has no relationship with any director and/or major shareholder of the Company and no conflict of interest with the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2021.



# MANAGEMENT TEAM



Wong Kok Leong

Karen Low

Foo Chuan Wei

Jeff Cheah

# MANAGEMENT TEAM



**Nazir Dalimi**

**Shirley Gan**

**Desmond Choo**

# PROFILE OF THE KEY SENIOR MANAGEMENT

## JEFF, CHEAH SEE HEONG

**45 years of age, Malaysian, Male**  
**Chief Executive Officer**

Mr. Jeff Cheah graduated from the University of South Australia with a Bachelor of Marketing in 1998. Upon his return, he spent a year with the world's largest digital outdoor media printing company, MMT (M) Sdn. Bhd. before joining the country's largest out-of-home media organisation, Big Tree Outdoor Sdn. Bhd. in 2001. He rose through the ranks to become the Chief Executive Officer in 2011 and was the president of the Outdoor Advertising Association of Malaysia from 2014 to 2017. He then joined Vision OOH Sdn Bhd and ventured into the Cambodia market to start a new outdoor advertising legacy in 2017 after leaving Big Tree Outdoor Sdn. Bhd..

Concurrently, he also joined Seni Jaya Group as Managing Consultant and has taken progressive measures to transform the group to be one of the frontiers in technology through partnerships and consolidation. Jeff Cheah is one of the innovators in the out-of-home media industry with over 20 years of experience in outdoor billboard, retail malls, rail transit and airport media. With his 15 years of experience and involvement in Light Rail Transit and Monorail advertising business development, he led his team to successfully secure the Mass Railway Transit system outdoor media concession in 2016. Over the years he has successfully implemented many initiatives to enhance the outdoor media landscape, and played a pivotal role in pioneering DOOH and pDOOH.

Mr. Jeff Cheah does not have any family relationship with any Director and/or major shareholders of the Company. Currently, he holds 100,000 units of share in the Company. He has not been convicted of any offences within the past five years and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2021.

## DR. DESMOND, CHOO BOON CHEONG

**45 years of age, Malaysian, Male**  
**Director, Stakeholder Management & Corporate Planning**

Dr. Choo was appointed as the Director, Stakeholder Management & Corporate Planning on 1 August 2021. Dr. Choo graduated with B.Eng (Hons) Electronic & Electrical Engineering in 1999, and Ph.D in Computer Science from the University of Manchester, UK with full scholarship in 2003. Dr. Choo is a passionate, reliable and ethical business leader with over 15 years of experience leading Management teams, Technical Sales and Project Professionals in the IT, Ground Transportation, Cloud Service and Outdoor Advertising industries. He is an expert in cloud technology with extensive knowledge of how to successfully deliver complex programs and drive business transformation through new market channels and emerging technologies.

He plays a key role in the identification and acquisition of new revenue generating streams in Malaysia out-of-home (OOH) advertising which includes undertaking market research. He also manages concessions relationship, along with generating ideas and initiatives to achieve synergistic growth within the established partnerships.

Dr. Choo does not have any family relationship with any Director and/or major shareholders of the Company. He has no conflict of interest with the Company and has not been convicted of any offences within the past five years and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2021.



# PROFILE OF THE KEY SENIOR MANAGEMENT

## WONG KOK LEONG

**45 years of age, Malaysian, Male**  
**General Manager, Sales**

A strong proponent of empowerment, teamwork and open communications among colleagues, Mr. Wong is the General Manager, responsible for business expansion, assets growth, managing project operations and sales revenue. Armed with a Diploma in Graphic Design from Lim Kok Wing Institute of Creative Technology in 1995 and graduated from NY Institute of Photography with an Associate Degree in Professional Photography in 1999, Mr. Wong brings a unique perspective to the company.

Prior to joining Unilink Outdoor, he was attached with Wow Media Sdn Bhd. With the total assets of 60 sites under his purview, he was responsible on the Business Development and Project Operations aspects of the business. Mr. Wong was also involved in developing one of the largest OOH Digital Screens in Klang Valley.

He began his OOH Media career with Seni Jaya Sdn Bhd in 1996 as Business Development Executive, thereafter moving to Mediahouse Sdn Bhd in 2000 as Operations Executive focusing on the technical aspects of business. In 2008, he was offered an opportunity with Big Tree Outdoor Sdn Bhd as an Account Manager (Sales) and worked his way up to Account Director in 2014 before leaving in 2017. In Big Tree, he was responsible for managing and training a team of Account Managers and to assist them in developing innovative media solutions to client and growing client's spending to meet their targets.

Mr. Wong does not have any family relationship with any Director and/or major shareholders of the Company. He has no conflict of interest with the Company and has not been convicted of any offences within the past five years and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2021.

## KAREN, LOW SOOK TENG

**49 years of age, Malaysian, Female**  
**General Manager, Sales (Airport)**

Ms. Karen Low is the General Manager, Sales (Airport) of Seni Jaya. She is responsible for the sales management and strategy formulation of the airport divisions and specialises in static and digital media formats. Armed with a Diploma in Private Secretaryship at Rima College, Karen carries with her 25 years of experience in effective sales execution, with 10 years of selling the ERP Solution in the IT Industry and 15 years in the OOH industry which has given her a meticulous perspective. She began her OOH Media career with Seni Jaya in 1997 as Account Manager, and thereafter in year 2010 she has moved to Big Tree Outdoor for 11.5 years. She worked her way up to Group Account Director in 2015 before leaving the company in 2021. Karen honed her skills through exposure to various OOH media formats such as roads and expressways, airports, DOOH, transit systems and shopping malls.

Karen's passion for the OOH industry fuels her vision to transforming the cityscape of Malaysia. She stands by the quote "The only way to do great work is to love what you do" by Steve Jobs.

Ms. Karen Low does not have any family relationship with any Director and/or major shareholders of the Company. She has no conflict of interest with the Company and has not been convicted of any offences within the past five years and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2021.

# PROFILE OF THE KEY SENIOR MANAGEMENT

## SHIRLEY, GAN SHIAU LIN

49 years of age, Malaysian, Female

General Manager, Human Resource, Administration & Support Services

Graduated in Bachelor of Art (Hons) in Accounting. Ms. Gan is the General Manager of Support services & Procurement. She oversees the implementation of the company's internal & external process. She is also responsible for monitoring and evaluating suppliers and contractors. She manages and maintains good relationships with concessionaires. She also handles generating of reports and financial data. Prior to joining Seni Jaya, she was attached with Big Tree Outdoor for 20 years, responsible for enhancing and improving the company internal process/standard operating procedures and profitability.

Ms. Shirley Gan does not have any family relationship with any Director and/or major shareholders of the Company. She has no conflict of interest with the Company and has not been convicted of any offences within the past five years and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2021.

## MUHAMMAD NAZIR BIN DALIMI

41 years of age, Malaysian, Male

Senior Manager, Development

Mr. Nazir started his journey in outdoor advertising industry in 2007. He worked with one of the pioneer companies in this industry, Ganad Media Sdn Bhd as Site Development Executive. As a fast learner, dedicated and passionate in what he is doing, he had been given the trust from the top management to be part of decision-making process in the company. After he left the company in 2012, he joined a new start-up company, Unlink Outdoor Sdn Bhd as Development Manager. He delivered great results and lead the company to become one of the key players in the industry.

He has more than 14 years of collective experience in outdoor and indoor advertising, specializing in site development, corporate communication, feasibility study, project management, authority liaison and conceptual design for digital displays. Mr. Nazir graduated from the National University Malaysia (UKM), holding a Bachelor degree of Social Science with Honours, majoring in Political Science.

Since he joined Seni Jaya Sdn Bhd in 2020 as Senior Manager, Development, Mr. Nazir has shown his full commitment and dedication as hands-on person on every task given.

Mr. Nazir does not have any family relationship with any Director and/or major shareholders of the Company. He has no conflict of interest with the Company and has not been convicted of any offences within the past five years and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2021.

# PROFILE OF THE KEY SENIOR MANAGEMENT

## FOO CHUAN WEI

34 years of age, Malaysian, Male

Financial Controller

Mr. Foo joined Seni Jaya in April 2021 as Financial Controller. He oversees the Accounts, Finance and Treasury function of the Group.

He started his career as an audit associate in November 2010 with KPMG Malaysia in Johor Bahru assisting statutory audit of SMEs, Public Listed companies and Multinational companies. In 2014, he joined PricewaterhouseCoopers LLP in Singapore. He has extensive exposure across wide spectrum of industries such as trading, manufacturing, real estate, property developer and agriculture in his six years audit career. In March 2017, he left the firm as Assistant Audit Manager and relocated back to Malaysia to embark his career with accounting and finance management. Since then, he joined several multinational companies and held senior position.

He is a member of Malaysian Institute of Accountants ("MIA"), fellow member of Association of Certified Chartered Accountants of United Kingdom ("ACCA") and member of Institute of Singapore Chartered Accountants ("ISCA").

Mr. Foo does not have any family relationship with any Director and/or major shareholders of the Company. He has no conflict of interest with the Company and has not been convicted of any offences within the past five years and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2021.

# CHAIRMAN'S STATEMENT

## Dear Esteemed Shareholders,

On behalf of the Board of Directors ("Board") of Seni Jaya Corporation Berhad ("Seni Jaya" or the "Group"), it is my pleasure to present to you the Annual Report of Seni Jaya for the financial year ended 31 December 2021 ("FY2021").

### ECONOMIC LANDSCAPE

The past year has been strenuous for the Group as the world continued to grapple with challenges and chaos brought about by the COVID-19 pandemic. This resulted in the imposition of lockdowns to curb the spread of the virus, which in turn, caused major disruptions to businesses worldwide and affected the global supply chain. On a brighter note, with rollouts of relief packages by numerous governments worldwide, the world economy managed to achieve commendable growth. The International Monetary Fund ("IMF") has estimated global gross domestic product ("GDP") to surge by 5.9% in 2021 as compared to a contraction of 3.3% in 2020.

On the home front, Malaysia attained healthy recovery momentum in the first half of the year. Unfortunately, this was disrupted by the introduction of the Full Movement Control Order ("FMCO") in the second half of 2021 to address the acute spike in COVID-19 cases. Various restrictions were imposed including international and interstate travel bans, closure of non-essential services, limited operating hours, and workforce constraints. Many businesses in different industries were brought to a halt which ultimately derailed our country's economic recovery progress.

Following that, the Government implemented the National Recovery Plan ("NRP") as an exit strategy from the crisis. The recovery roadmap, along with a very successful National COVID-19 Immunisation Programme, have put Malaysia back on track. As a result, Malaysia's GDP expanded 3.6% in the fourth quarter of 2021, with a full year GDP growth of 3.1% according to Bank Negara Malaysia ("BNM"). This was a far better showing relative to the 5.6% contraction in 2020.

### BUSINESS & FINANCIAL HIGHLIGHTS

FY2021 was a mixed bag for us at Seni Jaya – it was an onerous yet exciting year. We have embarked on a three-year transformation journey to boost our standing in the out-of-home ("OOH") advertising space with the eventual goal of being the market leader in Malaysia. Particularly, we have been concentrating our efforts on expanding the numbers of OOH advertising assets, as well as enhancing our digital OOH ("DOOH") segment. The Group's new management team who came on board in May 2021 has hit the ground running and has remained laser-focused on executing the transformation agenda ever since.





# CHAIRMAN'S STATEMENT

The plan was faced with certain hiccups due to the FMCO, which prevented us from expanding as fast as we would have hoped. Adding to that, our ongoing business also took a hit as there were fewer cars on the road with most of the population staying at home during the lockdown. Nonetheless, the Group stayed resilient and adapted to the challenges to the best of its ability. Against all odds, we still charted important and commendable progress in respect to our transformation blueprint.

As part of the plan, Seni Jaya has completed a rebranding exercise to better reflect our new identity and direction. Some of you may have seen our new logo on our bright yellow billboards across major highways and key locations in Peninsular Malaysia.

In 2021, the Group has also been active on the corporate front. We undertook several corporate exercises to enlarge our portfolio to provide comprehensive solutions to our customers and ultimately create value for our stakeholders. Besides that, we have also distributed a 1-for-2 bonus issue of warrants and proposed a 3-for-1 bonus issue of shares to reward our valued shareholders for their constant support as we forge ahead with our three-year business transformation journey.

For the financial year under review, Seni Jaya posted revenue of RM8.7 million as compared to RM8.8 million a year ago. Meanwhile, the Group reported a loss after tax and non-controlling interest ("net loss") of RM17.2 million, mainly due to an allowance for impairment loss of RM11.4 million on amount owing from associates, whose operations were affected by the pandemic. The allowance was made in accordance with prudent accounting standards.

On the bright side, the Group delivered a revenue of RM4.3 million in the fourth quarter of FY2021 ("4QFY21"), which is close to half of the turnover in the financial year under review. This is largely owing to results from the business transformation plan as well as the easing of movement restrictions.

## PROSPECTS FOR FY2022

Moving forward, the recovery of the Malaysian economy is expected to gain further traction. The Ministry of Finance ("MoF") has forecasted a GDP growth of 5.5% to 6.5% for 2022 supported by expansion in global demand and higher private-sector expenditure. Further, the Government has also announced the full reopening of the country in April 2022 as we progress towards endemicity.

According to MAGNA, the leading global media investment and intelligence company, the global advertising market is projected to grow by 12% to

USD795 billion in 2022. MAGNA also expects Malaysia's advertising market to expand by a similar quantum.

The macroeconomic recovery would boost the OOH advertising industry in Malaysia, which bodes well for Seni Jaya. As we enter year two of our transformation plan, we will remain determined on expanding our OOH footprint to further enhance our comprehensive solutions and provide innovative offerings to our customers.

All in all, we are upbeat about the prospects of Seni Jaya premised upon the abovementioned factors. Barring any unforeseen circumstances, we expect to deliver a much better set of results in FY2022.

## APPRECIATION

On behalf of the Board, I would like to give my heartfelt gratitude to our management and staff at Seni Jaya for their commitment, hard work, and contribution to the Group.

A huge thank you to all our stakeholders, including but not limited to our customers, business partners, bankers, and suppliers for their support in 2021. To our shareholders, my deepest appreciation goes to you for your patience throughout the difficult period, and for your confidence in us as we execute our transformation plan.

Next, I wish to welcome our new Board members who joined us in 2021. The Group is pleased to have Mr. Julian Koh Lu Ern and Mr. Lee Chin Cheh with us as Independent Non-Executive Directors.

At the same time, I would also like to take this opportunity to express my gratefulness to everyone at Seni Jaya for welcoming me as your new Independent Non-Executive Chairman. With that, Dato' Sri Anne Teo has been redesignated as the Non-Independent Non-Executive Director.

Additionally, we are delighted to have appointed Mr. Jeff Cheah See Heong as our Chief Executive Officer. He has been and will continue to play an instrumental role in the transformation of Seni Jaya.

Last but not least, I would like to acknowledge my fellow Board members for their unwavering support and wise counsel throughout the year. With such a formidable team, a bigger and brighter future awaits Seni Jaya.

**Yang Amat Mulia Tengku Panglima Raja Lt. Kol. Tengku Amir Nasser Ibrahim Shah Ibni Al Sultan Abdullah Ri'ayatuddin Al-Mustafa Billah Shah**  
Independent Non-Executive Chairman

# MANAGEMENT DISCUSSION AND ANALYSIS

## Dear Valued Shareholders,

Since the global COVID-19 pandemic in 2020, the world has never been the same again. Despite these unprecedented shifts, humanity remained resilient as always and adapted to the challenges. Depiction of such fighting spirit was perfectly reflected in the development of effective vaccines in such record time, managing to even stifle impacts of the highly infectious variants like Delta and Omicron. We could draw a parallel in the story of Seni Jaya Corporation Berhad (“Seni Jaya” or the “Group”) in 2021. After enduring some difficult years, we have successfully revamped our business model to adjust to the changing landscape of the out-of-home (“OOH”) media industry. Early signs of positivity were apparent as the team delivered encouraging top-line growth in the fourth quarter (“4QFY21”) results of the financial year ended 31 December 2021 (“FY2021”). But more importantly, FY21 has set us up nicely for an exciting FY22, where we expect to make further progress and push the Group to higher levels.

## BUSINESS AND OPERATIONAL REVIEW

### New Management & Three-Year Business Transformation Plan

In May 2021, I (Jeff Cheah) was appointed as the new Chief Executive Officer (“CEO”) of Seni Jaya to lead the Group in this new phase of restructuring and growth. Thereafter, we have strengthened the management team by bringing in some of the industry’s top talents to support the expansion ambition. With a rejuvenated line-up, we kick-started our three-year business transformation plan with the overarching goal of positioning Seni Jaya as a leading OOH advertising services provider in Malaysia. This ongoing three-year journey entails the enhancement of the quantity, quality, and variety of our OOH advertising portfolio.

### Strategic Collaborations



One of the avenues used to increase our asset count and quality was through strategic collaborations with other established OOH advertising companies. We conducted meticulous studies on various sites and have identified billboards that are deemed synergistic to our existing portfolio. We then roped in

these asset owners to join forces with us and formed a comprehensive and enlarged combined portfolio. Through the alliance, we became one of the largest OOH advertising players in the country with billboards spanning across Peninsular Malaysia. In light of the collaboration, we have also undergone a rebranding exercise and unveiled a new company logo to better reflect the fresh direction and strategy of Seni Jaya going forward.

### Programmatic Digital Out-of-Home Advertising

In September 2021, we expanded our product and service catalogue to include programmatic digital out-of-home (“pDOOH”) advertising. This was made possible through the acquisition of an effective 40% interest in Noisy Sherbert Sdn Bhd (“NSSB”), which is the owner of the proprietary pDOOH advertising software called ENOMAD.

ENOMAD is essentially a platform that enables automated buying and selling of advertisement space. In addition to that, it also has a wide array of customizable features that are not available on regular OOH media. Through the integration of artificial intelligence and geofencing technology, advertisers could choose parameters such as the location, time of day, and even weather as triggers for when and where they want their advertisements to be displayed on the digital billboard screen. Ultimately, this allows them to reach their intended demographics in the most efficient manner.

# MANAGEMENT DISCUSSION AND ANALYSIS

The medium used by ENOMAD to project advertisements is through cartopper LED screens installed on our partnering e-hailing cars. The combination of mobility (car) and pDOOH advertising is believed to be the first-of-its-kind in the country, thus making Seni Jaya the sole provider of such a service at this juncture. The addition of ENOMAD has not only enhanced our portfolio on the digital side of things but also expanded our geographical reach significantly through the use of cars as an advertisement medium, which could get to places that we previously could not with static billboards.

ENOMAD was officially introduced to the market on 15 January 2022 through a launch event in collaboration with one of our key pDOOH customers, Carsome. A convoy of 50 cars equipped with the cartopper LED screens displaying advertisements of Carsome cruised around notable locations in the Klang Valley.



*New LED Billboard at Jalan Tun Razak, Kuala Lumpur*



*ENOMAD Launch Event [from left] Jeff Cheah (CEO of Seni Jaya), Alan Cheah (Country General Manager of Carsome), Brahma Sakthi (Founder & Managing Director of ENOMAD)*



*LED Flagpoles along Jalan Tebrau, Johor Bahru*

## **Organic Growth through Digitalisation**

Apart from growing inorganically via strategic collaborations as well as mergers and acquisitions ("M&A"), we have also been expediting efforts in upgrading our existing assets as well as building new ones, particularly focusing on increasing our digital billboards or digital OOH ("DOOH") advertising assets. As competition in the industry intensifies, we want to take a more proactive stance to stay ahead of the race. Given the growth in popularity of digital billboards amongst advertisers over the years, we found the need and went ahead to strengthen our DOOH advertising segment. During the year, we have managed to build a total of 3 LED billboards, and through the strategic collaborations, have brought together a total of 15 LED billboards into our combined portfolio.

## **CORPORATE EXERCISES**

It was also a relatively busy year for us on the corporate front. The Group concluded a private placement exercise in August 2021, successfully raising RM15.9 million. The funds were mainly allocated for business and investment opportunities via M&A. A portion of which has since been used for the acquisition of NSSB mentioned earlier, through which we have successfully gained exposure to the mobile pDOOH advertising segment. Moreover, we also earmarked some proceeds for capital expenditure such as upgrade works and digitalisation of existing billboards.

# MANAGEMENT DISCUSSION AND ANALYSIS

In early October 2021, we completed the issuance of 24.3 million warrants on the basis of 1 bonus warrant for every 2 existing Seni Jaya shares. This was a token of appreciation to our shareholders for their unwavering support, particularly during the pandemic. With the warrants, shareholders now have the option to further increase their equity participation in Seni Jaya at a pre-determined price over a 5-year tenure. For the Group, we also stand to benefit from additional funds for working capital, as and when these warrants are exercised.

In late October 2021, we proposed another round of private placement exercise involving the issuance of up to 14.6 million new ordinary shares with the target of raising up to RM34.0 million under the maximum scenario ("Proposed Private Placement"). The proceeds to be raised will be used for OOH project or concession-based business acquisition, new business category expansion relating to DOOH advertising media, as well as working capital needs. All these utilisations will help us in advancing the three-year transformation agenda.

Along with the Proposed Private Placement announcement, the Group has also proposed to undertake a bonus issue of up to 262.1 million new ordinary shares on the basis of 3 bonus shares for every 1 share held on an entitlement date to be determined later ("Proposed Bonus Issue of Shares"). The exercise is expected to improve the marketability and trading liquidity of our shares which would, in turn, reduce share price volatility. This, coupled with a lower absolute stock price, could also potentially attract participation from a wider range of shareholders. The Proposed Bonus Issue of Share will take place after the completion of the Proposed Private Placement.

## FINANCIAL REVIEW

### Revenue

Revenue came in at RM8.7 million for FY2021, marginally lower than RM8.8 million reported last year. Due to higher daily cases of COVID-19 in 2021, many companies were still adopting a work-from-home or hybrid arrangement. On top of that, the country was also faced with two lockdowns – Movement Control Order ("MCO") 2.0 in early-2021 and Full MCO in mid-2021. For these reasons, we saw an overall decrease in foot and car traffic nationwide, causing outdoor advertising expenditure ("ADEX") to drop as advertisers held back spending.

On a positive note, we began to see the relaxation of restrictions towards the tail-end of 2021. Timely enough, our strategic collaborations also started to reap benefits, generating higher sales for the Group. The dual factors led to revenue of RM4.3 million in 4QFY21, which accounted for almost half of the full year's turnover.

### Bottom Line

Seni Jaya reported a loss after tax and non-controlling interest ("net loss") of RM17.2 million in FY2021 against a net loss of RM5.3 million in FY2020. This was chiefly attributed to the RM11.4 million allowance for impairment loss on amount owing by associates. The associates' operations were affected by the pandemic and as such, the allowance for impairment was made in upholding prudent accounting standards. Notwithstanding this, the Group will continue its efforts to collect the outstanding amount.

### Capital Structure

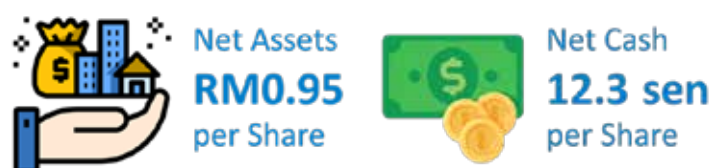
As of 31 December 2021, the Group reported total assets of RM57.3 million versus RM59.9 million a year ago. This was mainly due to the aforementioned allowance for impairment loss made in FY2021. Meanwhile, cash and cash equivalents stood at RM9.6 million at the end of FY2021, which was more than double the RM4.1 million balance a year ago. The higher cash holdings were largely owing to the proceeds raised from private placement exercises.

Total liabilities decreased from RM12.5 million on 31 December 2020 to RM10.8 million on 31 December 2021. Over the same period, total leased liabilities dropped from RM7.8 million to RM3.6 million.

Net assets per share stood at RM0.95 at the end of FY2021 versus RM1.17 reported the year before.

### Net Gearing & Net Cash Per Share

Seni Jaya remained at a net cash position as of 31 December 2021 with net cash per share of 12.3 sen.





# MANAGEMENT DISCUSSION AND ANALYSIS

## ANTICIPATED RISKS

### *Market Fragmentation*

The OOH media industry has relatively low barriers to entry. In recent years, many smaller players have entered the space, hence putting pressure on industry profit margins.

That said, we are not overly concerned with market fragmentation after having embarked on a series of strategic collaborations and M&A. Today, we are one of the biggest companies in the industry in terms of asset size and variety. This means that we are able to offer one-stop outdoor advertising solutions to big brand owners who prefer holistic offerings and often run nationwide marketing campaigns. Moving forward, we will continue to solidify our advantage by strategically expanding our product and service offerings.

### *Reliance on Concession Agreement*

A portion of our future and present earnings are derived from concession-based agreements with a few parties. In the event we fail to renew existing concessions or win new concessions, our financial performances could be impacted.

To mitigate the risk, the Group has been diversifying its sources of earnings. Efforts include increasing our own assets, specifically targeting high yielding assets. Furthermore, we have also been working on alternative methods such as striking up strategic collaborations. Looking ahead, we will continue to explore opportunities to reduce reliance on any party to enhance the robustness of our earnings.

### *Pandemic and Threat of Substitutes*

The emergence of the COVID-19 pandemic has caused structural changes in our day-to-day lives. Due to the series of lockdowns experienced in the past two years, traffic on the road has dramatically decreased. Consequently, advertisers have shifted their ADEX spending towards digital marketing during the period. In the event of a prolonged and severe COVID-19 pandemic situation, our industry could continue to lose ground to alternative channels like online advertisements, including social media channels.

Notwithstanding this, since the reopening of the economy, we have witnessed a strong return of OOH advertisement spending. Today, brand owners still rely on outdoor formats, in addition to digital marketing for their campaigns. These two are seen as complementary under normal circumstances (i.e. without lockdowns). As Malaysia gears towards endemicity by April 2022, we do not expect to see further lockdown measures being imposed. Therefore, we opine the risk to be minimal at this juncture.

### *Economic Condition*

The health of the economy has a key bearing on the performance of the OOH media industry. During an economic downturn, consumers are less willing to spend on discretionary items due to eroding purchasing power. In turn, brand owners would cut back on marketing campaigns and ADEX, which subsequently impact our financial results.

We are making efforts to reduce as much risk as possible by diversifying our offerings to capture different customer profiles. For instance, we added mobile pDOOH advertising via ENOMAD, which is able to cater for big corporations as well as small and medium enterprises alike due to its affordability and versatility.

## LOOKING FORWARD

### *Transformation Plan Continues - Inorganic Growth*

On 28 January 2022, Seni Jaya announced the proposed acquisition of a 55%-stake in Andaman Media Sdn Bhd, Saakti Billboards Sdn Bhd, and Tanjong Jernih Sdn Bhd (collectively known as the "Andaman Group") respectively for a total consideration of RM8.5 million.

Andaman Group specialises in OOH mega billboard structures. Its assets are mainly situated at prime locations in the Klang Valley. Mega billboard structures are denoted as premium in the OOH media industry as their advertising spaces are typically sold at higher price points. With the addition of these premium-end assets, Seni Jaya's portfolio will be significantly enhanced, inviting greater interest from big brand names.

# MANAGEMENT DISCUSSION AND ANALYSIS

Apart from that, Andaman Group also owns the marketing rights for street bunting by local municipals of Subang Jaya, Ampang, and Selayang. The scope of the agreement also entails the maintenance of these assets. Street buntings are catered for the masses as it is a much affordable means to advertise.

Given the potential of strengthening Seni Jaya's portfolio from both ends – premium and masses, the proposed acquisition is seen as an instrumental move in respect to our three-year business transformation plan. Not resting on our laurels, we continue to be on the lookout for more synergistic opportunities in the market.

### Transformation Plan Continues - Organic Growth

Beyond M&A activities, the Group's plan to upgrade and develop new OOH advertising assets is still ongoing. We are currently building the country's first LED gantry billboard. This is in line with our plan to digitalise our asset base to include more DOOH media. We see this as a good counter to the market fragmentation threat mentioned earlier. DOOH advertising assets require a higher capital expenditure in general, which a lot of the smaller players are unable to afford. Not to mention, the LED gantry billboard is set to be the first-of-its-kind in the country, thus differentiating us from even the bigger OOH media companies.

### Further Expansion of Airport Advertising Portfolio

In 2022, we will also be increasing our airport advertising portfolio. With Malaysia reopening its international borders in April 2022, we view this as the perfect time to extend our coverage to more international airports and to capitalise on the anticipated increase in air traffic movements. Ultimately, the venture will further diversify and strengthen our OOH advertising solutions and strengthen our earnings.

### Expansion of ENOMAD

As for ENOMAD, we are targeting to increase our fleet of cars from 200 to 500 by the end of 2022. So far, we have received solid responses from the market with many big customers locking in advertising spaces via the platform. We continue to see tremendous market potential for this pioneering service and are confident that more advertisers will sign up as words spread out. Upon increasing our fleet to 500, we will gear towards geographical expansion into Penang and Johor.

In addition to that, regional expansion to other Southeast Asian countries is also on the table. We are conducting feasibility studies at the moment and are in the midst of identifying suitable partners in the respective country to introduce our mobile pDOOH advertising service.



pDOOH ENOMAD

# MANAGEMENT DISCUSSION AND ANALYSIS

## Concession Tender

Last but not least, we remain active in tender participation for various notable concessions. With our solid track record of managing concessions such as the Lebuhraya Damansara Puchong (“LDP”) and Mass Rapid Transit (“MRT”), we are confident we stand a good chance of securing some of these tenders.



Seni Jaya's Comprehensive OOH Media Solutions

## Closing Remark

As the country transitions into the endemic phase in April 2022, we expect the recovery trend of the economy to be elevated. As a result, the OOH media industry will move in the same positive direction. With the solid groundwork laid out in 2021, Seni Jaya is now in a strong position to capitalise on this uptrend. Early signs of an uptick were seen in 4QFY21, paving way for hopefully a much-improved year for us. As we continue to execute our three-year transformation plan, we are confident to see continuous improvement in our financial performances over the coming few years.

**Jeff Cheah See Heong**  
Chief Executive Officer



# SUSTAINABILITY REPORT

## ABOUT THIS REPORT

### NEW NORMAL

Our theme "New Normal" is to ensure the group embraces the speedy changes in the economy, technology and the post pandemic effect. Covid-19 pandemic has brought tremendous disruption to our normalcy and naturally it has changed the way we live, at least for the next 2 to 3 years. Outdoor advertising was severely affected by the pandemic due to restrictive movements, working from home and closure of international and district borders, tourism, and schools. Hence, a New Normal was born.

With such an abrupt and dramatic changes in the whole macro environment, the group has to revisit its strategies to embrace the new normal in order to stay sustainable at least for the next 3 to 5 years. While maintaining the traditional business, the group will embark on new initiatives that are technology driven in order to capture new advertising revenue for the group.

Our Sustainability Report ("SR") focuses on Seni Jaya Corporation Berhad's ("Seni Jaya") sustainability practices, where the economic, environmental and social ("EES") impacts of our business activities and initiatives are highlighted. We are reporting in accordance with the new Global Reporting Initiative ("GRI") Standards, prioritising on reviewing our material issues and mapping out our route forward to embed sustainability throughout our business operations.

In addition, throughout this report, we demonstrate our full commitment in integrating sustainability practices and preparing this report pursuant to Main LR of Bursa Malaysia Securities, Sustainability Reporting Guide issued by Bursa Malaysia Securities with guidelines issued by the GRI.

## REPORTING STANDARDS

Our reporting approach is based on the framework and guidance provided by the GRI. This report has been prepared in accordance with the "core" options of the GRI Standards. This includes adhering to the GRI Principles for defining report content:

- Stakeholder Inclusiveness – Being responsive to stakeholders' expectations and interest.
- Sustainability Context – presenting performance in the wider sustainability context.
- Materiality – focusing on issues where we can have the greatest impact and that are most important to our business stakeholders.
- Completeness – including all information that is of significant economic, environmental and social impact to enable stakeholders to assess the Company's performance.

## REPORTING SCOPE AND BOUNDARIES

Seni Jaya's SR 2020 has been prepared in accordance with the GRI Standards. It covers the reporting period from 1 January 2020 to 31 December 2020. Our focus for this year is related to reviewing our material sustainability topics that covers economic, environmental and social issues. The content of this report is based on the material topics that we have identified. Our scope and boundaries for this SR cover all our entities and operations in Malaysia.

## ABOUT SENI JAYA

### Vision

- To become one of the most innovative outdoor media company in Malaysia, and to provide the most effective and efficient services to our stakeholders.

### Mission

- To provide innovative and effective advertising products and services which help our clients to realise their marketing goals and grow their business.
- To develop talents that create values to our business as well as the stakeholders.

### Our Core Values

Seni Jaya's Code of Conduct for Directors and Employees govern the standards of conduct and behavior expected. Seni Jaya's Board commits itself and its Directors to ethical, business like and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.



# SUSTAINABILITY REPORT ABOUT THIS REPORT

## WHO WE ARE

Seni Jaya is an investment holding company engaged in the provision of management services to its subsidiaries. The Company's subsidiaries include Seni Jaya Sdn. Bhd., which is engaged in provision of media services for outdoor advertising; Seni Jaya Production Sdn. Bhd., which is engaged in provision of advertising and supply of advertising materials; Mediamart Sdn. Bhd., which is engaged in supplying of advertising materials and provision of media services for outdoor advertising; Seni Jaya Media Utama Sdn. Bhd., which is engaged in provision of production and media advertising, events and promotion services, and Seni Jaya OOH Sdn. Bhd., which is engaged in provision of production and media advertising, events and promotion services. Our Group has established itself as one of the market leaders in the provision of outdoor media services in Malaysia through its management's expertise, experience together with the Company's wide range of innovative advertising products.

## WHAT WE DO

The Group provides the following services throughout west Malaysia:

- Rental of advertising display structures at prime outdoor locations across the nation.
- Installation of display materials.
- Servicing and maintenance of signages and display materials.
- Designing outdoor and indoor display structures.
- Supply of advertising materials.

## LOCATION OF HEAD OFFICE

A-01-01 Block Allamanda, 10 Boulevard,  
Lebuhraya SPRINT, Jalan PJU 6A, 47400 Petaling Jaya,  
Selangor.

## REVIEW OF OPERATIONS

The Group's review of operations is in "Management Discussion and Analysis" section of this Annual report.

## BUSINESS AND OPERATIONS OVERVIEW

Since March 2020, the outdoor media industry experienced an unprecedented time amidst the Covid-19 outbreak, which leads to a series of lockdowns implemented by the Federal Government to curb the virus outbreak. Outdoor advertising expenditures were severely affected during these periods due to drastic contraction in road traffics. However, with countries all over the world are moving towards endemic in late 2021, we expect the recovery trend of the economy to be fast tracked.

In May 2021, with the leadership of newly appointed Chief Executive Officer, the Group kick-started a three-year transformation plan which includes the following efforts:

- Strengthening management and operation teams
- Upgrading existing selected structures to digital billboards (DOOH)
- Rolling out programmatic digital out-of-home ("pDOOH") media
- Collaboration with established OOH media companies to enlarge product portfolios enabling Seni Jaya to offer a comprehensive OOH media solution
- Reposition the Group as one of the leading OOH media company in Malaysia

The Group saw the positive result from the ongoing transformation plan by registering strong revenue of RM4.3 million in fourth quarter of 2021.

For the financial year ended 31 December 2021, the Group recorded revenue of RM8.8 million, showing a decrease of RM0.07 million from the revenue in the financial year 2020. The Group recorded a loss before taxation of RM17.0 million as compared to last financial year with a loss before taxation of RM5.2 million.

# SUSTAINABILITY REPORT ABOUT THIS REPORT

## OUR APPROACH TO DRIVING SUSTAINABILITY

Our approach to sustainability is based on our core values of excellence, unity, integrity, humility and building relationship, supported by policies and procedures at the Group level. We consistently embed sustainability into the core of our business. The following value-added sustainability framework forms the basis of Seni Jaya's steps to strengthen our approach to sustainability.

## SUSTAINABILITY STRATEGY

### 1. As a Public Listed Company

- As a public listed company, we are pre-emptive of the sustainability matters mainly on the economic value creation for the shareholder and stakeholder;
- We intend to elevate sustainability in company governance, through engaging in direct board oversight and accountability over environmental and social issues, more diversity and special expertise on boards, and linking executive and other employee compensation to sustainability goals;
- We plan to conduct regular dialogues with key company stakeholders on sustainability challenges, including employees, investors, suppliers and consumers;
- We are in the progress to enhance our reporting on sustainability strategies, goals and accomplishments; and

- We are in progress to develop systematic performance improvements to achieve environmental neutrality and other sustainability goals across the entire value chain, including operations, supply chains and products.

### 2. As a service provider

- We provide quality service to all of the clients as they are part of our valued stakeholders.

## GOVERNANCE OF THE SUSTAINABILITY

Being a public listed company, Seni Jaya complies with the high standards of corporate governance practices and being closely monitored under the leadership of our Board of Directors, as guided by the Malaysian Code on Corporate Governance.

In line with sustainability, the Board has the ultimate responsibility to ensure that the sustainability efforts are embedded in the strategic direction of the Company. However due to the lean structure of the Group, the Group has appointed a Sustainability Coordinator to monitor all the sustainability related processes and matters. The roles and responsibilities of the coordinator will be enhanced in the future. Currently, the plans for the sustainability direction are being spearheaded by the key management team. However, the Group intends to formalise this process in 2022. Our sustainability strategy will be led by the Board of Directors and will be implemented and monitored within the following governance structure. The below structure will be enhanced accordingly to demonstrate the Group's commitment towards sustainability matters.

SUSTAINABILITY STRUCTURE	
<b>Board of Directors</b>	The Board oversees the overall sustainability initiatives and endorse policies to drive sustainability practices in the Group.
<b>Key Management</b>	The Group is in the process of formalising a sustainability structure which interfaces to formulate sustainability policies and drive the sustainability efforts and initiatives while ensuring consistency with the Group's sustainability strategy and business strategy.
<b>Sustainability Coordinator</b>	<ul style="list-style-type: none"> <li>• Set sustainability priorities and goals.</li> <li>• Develop and implement a sustainability program.</li> <li>• Advise on sustainability opportunities and innovations.</li> <li>• Track, monitor and analyse sustainability metrics and KPI's.</li> <li>• Address and manage its challenges and constraints.</li> <li>• To coordinate and report to the Head of Business Development and other Key Management.</li> </ul>

# SUSTAINABILITY REPORT ABOUT THIS REPORT

## STRATEGIES AND DIRECTIONS

Despite operating in an extremely challenging environment due to the pandemic outbreak since March 2020, in Q2 2021 the Group acquired a stake in a technology company that specializes in Programmatic Digital Out-of-Home (pDOOH) media and marked its maiden entry into technology based OOH media. Subsequently in Q3 the Group took the opportunity to collaborate with a few established OOH media companies to strengthen its product portfolios, which enables the Group to offer a comprehensive OOH media solution with nationwide coverage. With a successful kick-start of its transformation plan, the Group launched its new logo and corporate identity to reflect its leadership positioning in the industry.

The Group begins to realise the benefits of its early phase of transformation plan and efforts in Q4 2021, due to the timely easing of Covid 19 S.O.Ps and

market recovery. The Group registered a strong rebound in financial performance in Q4 2021 and this momentum will continue strongly for the financial years ahead. With a series of strategies in place, the Group anticipates to grow steadily under the leadership of the new but experienced management team.

Moving forward, the Group will steer into the next level of transformation plan to further strengthen its leadership positioning through aggressive and innovative efforts, which include:

- M & A that synergises our existing business operations
- Expansion on DOOH and pDOOH
- Expansion on airport and Iconic billboard segments
- Talent development

With all the strategies being in place, the management is confident to deliver positive financial returns to all shareholders and stakeholders.

## OUR MATERIALITY ASSESSMENT PROCESS



### 1. OBJECTIVES & SCOPE

Seni Jaya undertook a materiality study within the top and middle management to determine the objectives and scope of the sustainability reporting.

### 2. IDENTIFICATION OF RELEVANT SUSTAINABILITY MATTERS

The process initiated with sustainability issues is relevant to Seni Jaya Corporation Berhad and its stakeholders. In generating the list, the Group assesses the operating environment and emerging trends affecting our sector and conducted a study across a broad range of references to identify the relevant sustainability issues. The references include Bursa Malaysia Securities' Sustainability Reporting Guide and Toolkits, as well as international standards such as the GRI Standards.

Moving forward we plan to undertake a greater approach on reviewing of the material factors and sustainability matters in order to ensure our understanding of both the current and future risks and opportunities facing our markets is adequately addressed, as well as to gather stakeholder perspectives and ensure we are responding to their needs. As we update our material factors, we will continue to evolve our management approach to ensure that we are addressing them in a holistic and integrated manner. This may involve developing new policies and procedures, implementing various initiatives, measures and action plans, setting indicators as well as to establish a proper mechanism to capture, analyse and report sustainability data and information.

# SUSTAINABILITY REPORT ABOUT THIS REPORT

## Our Material Factors

As we monitor, manage and report on a wide variety of issues, key to our approach is concentrating our resources on material sustainability risks and opportunities that are associated with each material factor. Understanding our key priorities allows us to utilise our time, resources and investments efficiently.

The materiality process involved several steps, including:

- Identification of potential material factors by reviewing the GRI aspects, benchmarking against key corporate peers and analysing past reports, which reflects the feedback from customers, community representatives and employees generally.
- Inventory of aspects and topics that are most important to external stakeholders, customers and their supply chain vendors, based upon requests, surveys and ongoing engagement during the reporting period.

## Key Materiality

Material Factors	Description	What Are The Risk	What Are The Opportunities
Competition	Seni Jaya is exposed to competition beyond the industry. New digital media has emerged as the biggest winner in recent years.	Lesser chance to secure contracts will impact the Company's business and performance.	<ul style="list-style-type: none"> <li>• Innovative products could be offered to the clients as to improve on our core value.</li> <li>• Strategic partnerships and collaborations.</li> </ul>
Stability of Macro Environment	A well-facilitated business, supported together with an effective and balanced regulatory framework that provides adequate levels of client's protection while facilitating business efficiency and innovation, is imperative for the continued growth and development of our business.	Any event – such as breaches in regulation, lack of effective corporate governance practices – that undermines integrity or stability will influence stakeholder confidence, and possibly participation in the market.	<ul style="list-style-type: none"> <li>• Having a robust approach to ensure the integrity and stability of the market serves to engender trust and confidence, which in turn encourages participation and growth.</li> <li>• Fostering a strong corporate governance and sustainability culture will also drive long-term value, both in the market and within Bursa Malaysia Securities.</li> </ul>

Combining the views from stakeholders and Seni Jaya's Management from the preliminary materiality process, the materiality table below has been derived to show different levels of importance of the sustainability matters. The below material factors will be further enhanced in the coming years.

## Material Factors Significance

Material Factors	Significance	Materiality Process
Political Stability	Very Important	<p><b>Why material?</b></p> <p>Political factors such as General Election, change of government policies and regulations are ranked as the most impactful factors to the media industry. A country's economy and the market behaviour is greatly influenced by the government regulation and policies. Respective industry players may be willing to increase their expenditure in media and advertising if the economy is favorable and vice versa.</p> <p>On the other hand, operating in outdoor media industry, relies heavily on the approvals from the local government. Changes in the license fee, application procedure, government policies, state development plan and etc will impact the outdoor media business in terms of revenue and cost.</p>



# SUSTAINABILITY REPORT ABOUT THIS REPORT

Material Factors	Significance	Materiality Process
		<p><b>Managing materiality</b></p> <p>Effective management of political risk can enable companies to enter and navigate new markets and business environments, providing a potential for competitive advantage. The management is aware of the above factors and evaluate alternative options innovatively on an ongoing basis. The Group has been dealing closely with the local authorities to ensure all the new rules and regulations, new procedures and industry practice are well complied and managed up-to-date. Another way to mitigate is to secure projects or concession from private property owners.</p>
Market performance (economic impact)	Very Important	<p><b>Why material?</b></p> <p>Market performance in terms of consumer spending power, spending trend and confidence towards the market are also key factor to Seni Jaya Group business. For instance, demand for short period advertising become popular for advertisers based on their promotion event and/or festive season. This had brought more business for digital media because digital media is more dynamic, it allows accessible remotely and designed to be easy to manage on the backend. Outdoor media will have an impact when there is swift of demand towards outdoor digital media.</p> <p><b>Managing materiality</b></p> <p>The priority for Seni Jaya is to improve yield from its prime assets, instead of rushing for digital media which requires a different skill set and resources. Outdoor Digital media is also facing an oversupply in Klang Valley. The Management strongly believes that there's still robust demand for innovative static media at prime locations.</p>
Changes in Media Consumption Pattern	Very Important	<p><b>Why material?</b></p> <p>Changes in media consumption pattern impacts the outdoor media business model directly. The Internet of Things have been growing over the years as an evolving platform for media consumption where the increased in number of gadgets that connected to internet, leading the digital marketers engaging the customers through new marketing strategies. For instance, streaming platforms and social media. This has caused a shift in outdoor media demand to online digital media.</p> <p><b>Managing materiality</b></p> <p>Outdoor media is more resilient and still stay relevant as compared to other traditional mainstream media, because the number of road traffic remain congested in key market areas. The key advantage of outdoor media is it cannot be switched off and remain visible 24/7.</p>

# SUSTAINABILITY REPORT

## ABOUT THIS REPORT

Material Factors	Significance	Materiality Process
Compliance	Very Important	<p><b>Why material?</b></p> <p>In this industry we need to meet respective local government requirements in order to obtain the licenses to operate and most of the licenses are on a yearly renewable basis. As such, the Company has to be aware and comply with the rules and regulations.</p> <p>Moreover, as a listed company, compliance to Main LR of Bursa Malaysia Securities, accounting standards, Companies Act 2016 and etc are crucial for Seni Jaya as well as to avoid being penalised by authorities.</p> <p><b>Managing materiality</b></p> <p>The respective personnel are responsible to ensure the compliance are met in accordance to the rules and regulations for business sustainability. The Board of Directors are also overseeing the Group's operations to ensure all the compliance issues are met.</p>
Growth and profitability	Very Important	<p><b>Why material?</b></p> <p>Growth in business is essential to make the Company bigger and to increase its market capitalisation. Achieving a sufficiently high level of profit is crucial in sustaining long run business growth.</p> <p><b>Managing materiality</b></p> <p>The Group is taking effort in repositioning the products and services through upgrading the features, introducing new design for the billboards and focus on good inventory to improve the profit margin for the business.</p> <p>Business Development, Sales and Marketing team will actively look for new projects in new area which have high potential through innovative products and concept. To create new business opportunity, the team actively participates in tender or strategic site acquisition to further enhance inventory value.</p>
Corporate Governance	Important	<p><b>Why material?</b></p> <p>Consistently good governance as an input at all levels, creates a culture of excellence. Good governance reduces the threat of safety, legal, performance and warranty concerns that can severely impact an organisation and its stakeholders and/or interested parties.</p> <p><b>Managing materiality</b></p> <p>The Board and senior management established structures and process to fulfill respective responsibilities that consider the perspectives of investors, regulators and management, among others. The senior management also actively in monitoring the strategic plans as well as the transparency and adequacy of the communication of strategic plans.</p>

# SUSTAINABILITY REPORT ABOUT THIS REPORT

Material Factors	Significance	Materiality Process
Innovation	Important	<p><b>Why material?</b></p> <p>In the business world, for an innovative idea to be useful, it has to be replicable without being too expensive and it has to resolve a particular need. Innovation is achieved by providing something original and is often seen to produce efficiency, leading to an idea that brings good result to the business and operations. Being innovative is crucial for Seni Jaya in getting more sales with better yield return at this competitive and matured market.</p> <p><b>Managing materiality</b></p> <p>Long-term participation and commitment lead by the senior management is one of the key initiatives to ensure the business is innovatively grown and sustained. This could motivate and encourage all levels of employees to bring up new ideas to improve the processes and create new values to company.</p>

### 3. OUR STAKEHOLDERS ENGAGEMENT

Our interactions involve different groups of stakeholders and this engagement is essential to ensure that we are able to identify, prioritise and address the material issues and to be adopted in our business strategies. The business and functional units are empowered to interact with their respective stakeholders on their chosen platforms. All issues raised by the stakeholders are brought to the attention of the Management Committee or Management Meetings by the respective business and functional units. Ongoing engagements where applicable are carried out on a regular basis as they are integral to our business development, relationships with stakeholders and commitment to sustainability.

Our key stakeholders are listed in the table below, along with the key topics of interest from the stakeholders and the engagement initiatives.

Stakeholder Group	Engagement Approach	Engagement Focus & Objectives
Customers	<ol style="list-style-type: none"> <li>Customer service</li> <li>Loyalty programme (i.e. volume rebates)</li> <li>Creating strategic innovation</li> <li>Attracting new customers</li> <li>Proper project management</li> <li>Project completed in compliance with standards, high quality and on time delivery</li> <li>Cost optimisation</li> </ol>	<ol style="list-style-type: none"> <li>Progress meeting, updates and progress reports</li> <li>Customer relationship management</li> <li>Consultation meetings</li> <li>One-to-one engagement</li> <li>Policies</li> <li>Assortment and pricing strategy</li> <li>Benefit, services and added value</li> <li>Branding</li> <li>Customer loyalty</li> </ol>

# SUSTAINABILITY REPORT ABOUT THIS REPORT

Stakeholder Group	Engagement Approach	Engagement Focus & Objectives
<b>Employees</b>	<ol style="list-style-type: none"> <li>1. Employees induction programs and appraisal</li> <li>2. Set targets/ Key Performance Indicators ("KPI") review</li> <li>3. Consultation and monitoring</li> <li>4. Meetings, feedback session and coaching</li> <li>5. Other employee engagement activities (i.e. staff lunches, dinner)</li> <li>6. Career development and progression</li> <li>7. Knowledge and skills enhancement</li> <li>8. Fair remuneration</li> <li>9. Work-life balance</li> <li>10. Operational meetings</li> <li>11. Assemblies and briefings</li> <li>12. Productivity</li> </ol>	<ol style="list-style-type: none"> <li>1. Career progression, employee development needs</li> <li>2. Dialogue and engagement</li> <li>3. Performance evaluation and management</li> <li>4. Staff remuneration and benefits</li> <li>5. Job satisfaction</li> <li>6. Work-life balance</li> <li>7. Business objective alignment</li> <li>8. Operational performance and issues</li> <li>9. Talent management</li> <li>10. Welfare and benefits</li> <li>11. Healthy and safe working environment</li> </ol>
<b>Suppliers/ Subcontractors &amp; Business Partners</b>	<ol style="list-style-type: none"> <li>1. Request for Proposal</li> <li>2. Supplier Evaluations and selection</li> <li>3. Transparent tender process facilitated by our Procurement team</li> <li>4. Timely payment</li> <li>5. Professional and transparent procurement process</li> <li>6. Specific knowledge and skills</li> <li>7. Meetings, capacity building sessions and business alliance meetings</li> <li>8. Site visits</li> <li>9. Contracts</li> </ol>	<ol style="list-style-type: none"> <li>1. Sound payment practices and vendor performance and product quality</li> <li>2. Supplier assessment review</li> <li>3. Regular engagement with suppliers and subcontractors to understand their needs</li> <li>4. One-to-one engagement</li> <li>5. Procurement process, terms and practices</li> <li>6. Strategic partnerships</li> <li>7. Compliance of business conduct</li> </ol>
<b>Regulators &amp; government authorities</b>	<ol style="list-style-type: none"> <li>1. Compliance with local authorities, governmental bodies/agencies</li> <li>2. Meetings and briefings</li> <li>3. Site visits</li> <li>4. Authorisation and license to operate</li> <li>5. Participation in Government and regulator events</li> <li>6. Face-to-face meetings</li> </ol>	<ol style="list-style-type: none"> <li>1. Comply with all the requirements</li> <li>2. Special industrial fees</li> <li>3. Regular engagements and</li> <li>4. Interpretation of laws/legislations/guidelines</li> <li>5. Continuous engagement through formal and informal events</li> <li>6. Direct consultation</li> <li>7. Best practices</li> <li>8. Branding and reputation</li> </ol>



# SUSTAINABILITY REPORT ABOUT THIS REPORT

Stakeholder Group	Engagement Approach	Engagement Focus & Objectives
Shareholders & the investment community	<ol style="list-style-type: none"> <li>1. Financial Results announcements</li> <li>2. Corporate website</li> <li>3. Annual General Meeting</li> <li>4. Investor briefing</li> <li>5. Quarterly Reporting</li> <li>6. Financial results and annual report</li> <li>7. Effective communication of business strategies</li> <li>8. Timely and transparent reporting</li> <li>9. Strong corporate governance</li> <li>10. Market and business performance outlook and strategies</li> </ol>	<ol style="list-style-type: none"> <li>1. Proactively engage with the investment community through multiple channels such as:                             <ul style="list-style-type: none"> <li>• Statutory Announcements</li> <li>• Annual General Meetings</li> <li>• Website</li> <li>• Conferences</li> </ul> </li> <li>2. Sustainable and responsible Investing</li> <li>3. Financial literacy and investor education</li> <li>4. Short and long term business goals and performance</li> <li>5. Revenue performance</li> <li>6. Earnings</li> <li>7. Expansion plans</li> <li>8. Prospect and strategies</li> <li>9. Business risk</li> <li>10. Compliance, integrity and ethical business conduct</li> <li>11. Business continuity</li> </ol>

#### 4. PRIORITISATION OF MATERIAL SUSTAINABILITY MATTERS

Seni Jaya has undertaken a stakeholder prioritisation and engagement process to engage with its stakeholders. These include ongoing efforts to engage with stakeholders in the usual course of business through the day-to-day operations, as well as specific engagements carried out to seek stakeholders' feedback. The outcome of these engagements was considered in the course of the Group's materiality assessment.

As part of the process in conducting the materiality assessment of sustainability matters, the Group has conducted the specific engagement process as follows:

- To determine the key stakeholders with whom the Group should engage, the Group carried out assessments to identify key stakeholders based on each stakeholder's influence and dependence on the Group.
- To gain an insight into these key stakeholders' concerns, interests and expectations, the Group conducted discussions including ongoing sessions throughout the year to gauge stakeholders' concerns pertaining to the list of sustainability matters identified.
- Where applicable, Seni Jaya also took into account the feedbacks from other stakeholder groups, gathered through various channels and through the ongoing engagements during the course of conducting its business operation.

#### 5. PROCESS REVIEW

The materiality process is undertaken as a key component of the Seni Jaya's journey towards identifying the material sustainability matters. The senior management has reviewed and approved the processes and outcome of the materiality process including the Group's materiality which guides the Group in addressing and managing its material sustainability matters in its business operations.

#### KEYS OF SUSTAINABILITY

This section aims to provide insights on the Group's sustainability commitments and practices across the three key areas of economic, environmental and social undertaken by our key business divisions.

#### ECONOMIC

The Group's financial review and outlook are elaborated in the Management Discussion and Analysis section of this Annual Report. Our commitment to business is to focus on strong corporate governance and prudent management in view of challenging internal and external environment. We strive to achieve by enforcing on the following aspects:

# SUSTAINABILITY REPORT

## ABOUT THIS REPORT

- **WHISTLE-BLOWER POLICY AND PROCEDURES**

The Group's Whistle Blowing guidance has been encapsulated in the Code. It is a specific means by which an employee/officer or stakeholder can report or disclose through established channels, concerns about any violations of the Code, unethical behavior, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place / has taken place / may take place in the future.

- **CODE OF CONDUCT AND ETHICS**

A Code of Conduct ("the Code") has been adopted by the Board in order to achieve a high standard of ethics while dealing with the Group's stakeholders namely its customers, partners, communities and shareholders. It is the framework of the Group's underlying core ethical values and standards. The Directors and employees are expected to uphold the ethical standards and values integrated in their duties and operations of the Group.

- **CORPORATE GOVERNANCE AND COMPLIANCE**

Good governance is essential to ensure that the operations of the Group are managed in a manner where all stakeholders are treated fairly. The Board of Directors recognises that sound corporate governance is essential for the long-term growth of the Group. Consequently, the Board of Directors, together with the Senior Management team, are responsible for corporate governance.

Seni Jaya, guided by the Malaysian Code on Corporate Governance, has been proactive in promoting good corporate governance and ensures that the principles and best practices of good governance are applied throughout the Group. Details of our corporate governance practices are elaborated in the Corporate Governance Overview Statement of this Annual Report.

- **OUR SUPPLY CHAIN**

Supply Chain management is an integral part of all businesses and key to optimum performance. Accordingly, Seni Jaya places great emphasis on our suppliers' EES credentials in the lifecycle of supply chain when making responsible sourcing decisions.

Seni Jaya is cognisant that there is still much to improve on managing sustainability in supply chain, and will continue to collaborate with its suppliers and vendors to work towards enhanced sustainability practices with respect to EES matters.

- **COMMITMENT TO QUALITY**

Seni Jaya has the procedures and best practices in place to deliver products and services of outstanding quality. Furthermore, regular reviews, process improvements and quality control assessments are ensuring that our processes remain in compliance and are continually enhanced.

- **CUSTOMER SATISFACTION**

Customer satisfaction and engagement was identified as one of the most important material issues in the marketplace dimension across all our divisions. Knowing exactly what customers expect from us improves our bottom line and strengthens our brands and reputation in the long term. We believe in maintaining good after-sales service with our customers to generate loyal customers and ensure they are satisfied with our product and services. We stay in touch with the customers after the sale, attend to their requirements and give them necessary support to resolve their concerns and priorities customers' expectations and needs.

- **BUSINESS CONDUCT**

We strive to be environmentally responsible and encourage all our stakeholders to do the same. Consequently, they need to use sustainable materials whenever they are cost-effective.

- **SAFETY AND HEALTH**

It is one of our key priorities to maintain a safe and healthy work environment for our workforce. We understand and strive to comply with all laws and regulations related to safety and sanitation such as Occupational Safety and Health Act 1994.

# SUSTAINABILITY REPORT ABOUT THIS REPORT

## ENVIRONMENTAL

We are mindful of the environmental impact of our activities and maintain full compliance with all the environmental regulations. We take responsibility to manage our environmental impacts seriously. Seni Jaya will continue to develop effective environment initiatives to protect the environment.

The industry we are in have extensive direct and indirect impacts on the environment and aligning ourselves with the goals of sustainable development.

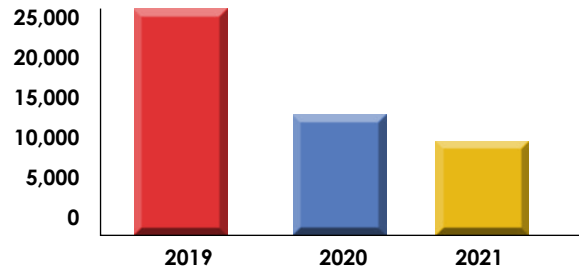
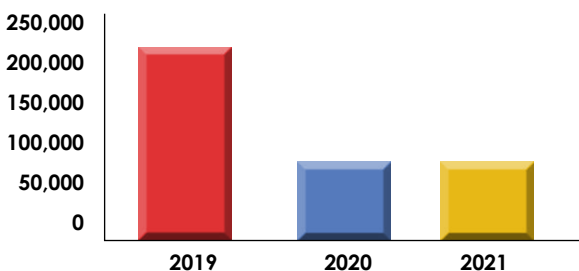
The Group will help to protect the environment by better understanding, managing and measuring our environmental impacts while continuing the sustainable growth of our operations. Further, we will review our environmental practices to ensure their continued relevance. Although the outdoor media industry does not have a significant direct impact on the environment, we believe in playing our part in minimising as far as possible our environmental footprint by adoption of a responsible approach in terms of resource use.

- **ENERGY MANAGEMENT & CONSUMPTION**

We understand that the energy management is essential for combating climate change and for lowering an organisation's overall environmental footprint. Our electricity supply is from Tenaga Nasional Berhad ("TNB"), and we aim to minimise the energy usage in our head office by implementing the following efforts:

- A lighting schedule across key areas in our head office to switch off lights during certain hours of least use;
- Maintenance and replacement of electrical equipment and light fittings to maximise energy efficiency;
- Campaign to remind all staff to switch off the lighting, water dispenser, air conditioning; and
- Other electrical appliances in office and pantry when they are not required.

The electricity usage below is presented for the Project Site and Head Office respectively.



- **GREEN INITIATIVES**

The principal activity of Seni Jaya Group consists of the provision of media and production services for outdoor advertising. The billboard frames are mainly made of steel structure equipped with lighting and display effects. As part of the **GREEN Initiatives** taken by Seni Jaya, light-emitting diode ("LED") bulb is being introduced since end of 2017 to the business. In 2018 onwards, the Group has replaced the incandescent / fluorescent bulbs and upgraded to LED bulb for some of the existing sites. As at to-date, more than 30% of the sites have upgraded and changed to LED bulbs.

There are many benefits that LED light could bring to the business: -

1. Reduced power consumption – energy efficient ranging from 44% to 70% as compared to fluorescent bulbs and more than 87% energy savings as compared to incandescent bulbs. Lower energy consumed and lower carbon dioxide emission.
2. Safer than fluorescents - LEDs are impact and shock resistant, contain no glass, no UV-A or UV-B radiation and are cool to the touch. LEDs are also 100% recyclable since they contain NO toxic mercury.
3. Longer lifespan – last longer with an average of 50,000 hours lifetime or more as compared to conventional bulbs of 10,000 to 30,000 hours lifetime.

- **WASTE MANAGEMENT**

Seni Jaya acknowledges that the environmental impact of paper usage is significant. The Group's approach to waste management is to avoid unnecessary paper consumption and waste generation, where possible and appropriate, in order to reduce the wastage. Seni Jaya always looking at ways to reduce paper usage, so that less waste is generated. Generally, the group practises the following on the paper management:

# SUSTAINABILITY REPORT ABOUT THIS REPORT

- Reducing paper – by encouraging avoiding printing and photocopying and emphasising on paperless and electronic mode. In addition to this, practise double sided printing or reduce the size to have the best economical usage of papers and discouraging colour printing.
- Reusing – by printing on the other side of the printed papers.

## SOCIAL

The Group is committed to promote social responsibilities as part of its responsibility whilst pursuing business growth to enhance shareholders and stakeholders value. Management recognises that for long term sustainability, its strategic orientation will need to cater beyond the financial parameters. However, with a lean structure, the Group is more aligned to focus on the business and economic growth currently and will enhance its social responsibilities going forward.

Everyone at Seni Jaya is aware of Corporate Social Responsibility (“CSR”) and our commitment to sustainability and community welfare. We believe that, together, we can create a better future for all-one that is equitable and inclusive. As we look back on 2021, we are proud of these values for safety, quality, integrity, diversity, innovation and sustainability have shaped our on-going commitment to corporate social responsibility and have challenged us to reach even higher to ensure we are a responsible corporate citizen, employer of choice, and a positive contributor to the economy during economic downturn.

A strong commitment to social responsibility programs can protect and enhance a company's brand. As the word gets out about a company's good works, it can help to create a positive working environment and attract desirable employee a strong commitment to corporate social responsibility programs.

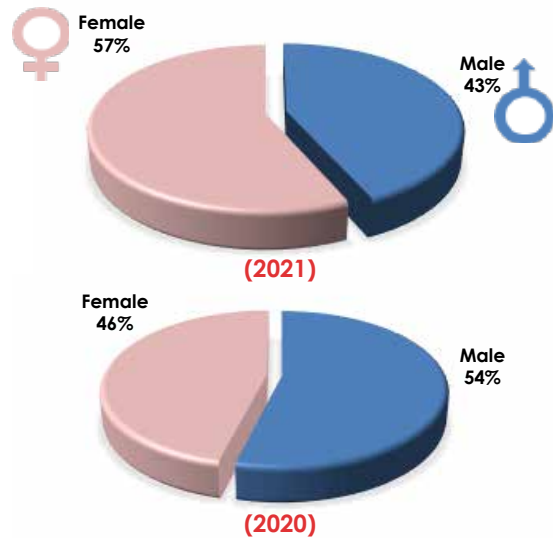
### Our Approach

Our initiatives in the community are centred on:

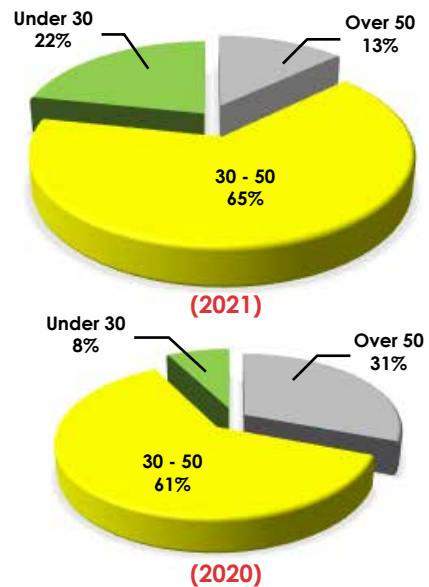
- **Workplace**

Since the appointment of new Board of Director and Senior management team beginning June 2021, the Group is determined and committed to ensuring that more female, minorities, and other underrepresented groups have the equal opportunity to contribute positively to the company and society.

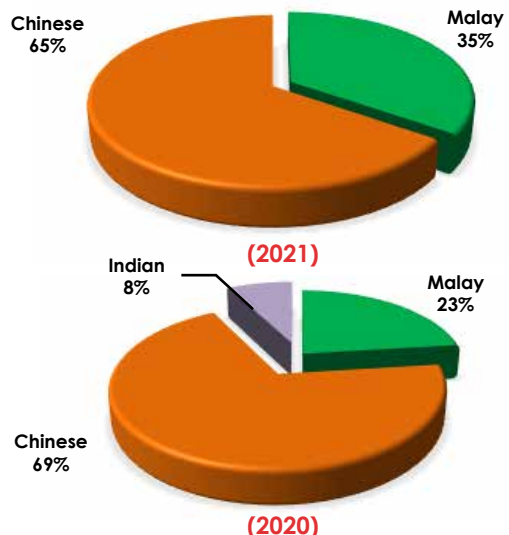
### Employment diversity in terms of gender



### Employment diversity in terms of age group



### Employment diversity in terms of Ethnicity





# SUSTAINABILITY REPORT ABOUT THIS REPORT

- **Education and Individual Development**

The Group continuously provides its employees with skills development and on-job training programmes that encourage progression and self-enrichment. Employees are also encouraged to enroll in continuous courses/seminars/workshops. We encourage and provide young students an opportunity to experience in real working environment. In January 2022, 3 students from Taylor's and Sunway University joined the internship program with us.



Interns with CEO and their managers

- **Safety, Healthy and Conducive Work Environment**

As a responsible corporation, we respect the interests of our stakeholders, shareholders, employees, customers, suppliers, teaming partners, and the wider community and we actively seek out opportunities both to improve the environment and to contribute to the well-being of the communities in which we do business. The Group will continue to identify and undertake more related events to fulfil its Corporate Social Responsibility in any way and would contribute to preserving the values of society.

The Group places great emphasis on safety and health aspects of its employees while maintaining a comfortable and conducive work environment through some initiatives. The Group emphasises on a workplace that is free from theft, violence, harassment, intimidation and other unsafe and disruptive influences due to internal and external conditions.

- **Leadership & Commitment**

Top management ensure that the requirements of the management system, including the policies and objectives, are consistent with the strategic context and direction of our organisation, and that the policies and objectives are established whilst ensuring that the human and financial resources needed for crucial implementation and enforcement are available.

- **Well Being of Our Community**

Other than providing a platform to train the young students, Seni Jaya is also committed to engage with the community at all levels. In March 2022, we have received the visitation by Junior Chamber International Malaysia ("JCI") to share and inspire the young entrepreneurs on the successful transformation of Seni Jaya Group. Furthermore, Seni Jaya has pledged its commitment to provide & support JCI members with affordable OOH media solutions.



JCI's young entrepreneurs Corporate Visit on 10 March 2022

The Group intends to further enhance the community support in the future as part of its sustainability progress.

## LOOKING AHEAD

This is Seni Jaya's fourth disclosure of the Sustainability Report, and although we have made some development towards formalising sustainability within our business, we recognise that we still have room for enhancement, both in terms of initiatives undertaken and our reporting structure. As we continue on our sustainability journey, our ultimate goal is to build a sustainable business for generations to come. To achieve this, we will continuously keep abreast of developments in our industry, actively and regularly engage our stakeholders, build upon our existing sustainability framework, and seek to further embed sustainable practices within our businesses so as to improve our overall sustainability performance.

Moving forward, we will enhance the materiality factors and metrics and targets to measure issues that are material to our business and move towards benchmarking our progress against international standards of reporting.

As we look to the future, it is our hope that we will continue to introduce new and exciting quality for our customers, enrich our local communities, create value for our stakeholders, and be an organisation that people will be proud to associate.

This Report has been approved by the Board on 26 April 2022.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors of Seni Jaya Corporation Berhad ("**Board** or "**Directors**") ("**Seni Jaya**" or "**Company**") values the importance of maintaining high standards of corporate governance throughout the Company and its subsidiaries ("**Group**") in order to discharge its responsibilities to safeguard its shareholders' interest and protect its shareholders' value.

The Board presents this Corporate Governance Overview Statement ("**Statement**") to provide shareholders and investors with an overview of the corporate governance practices of the Company under the leadership of the Board during the financial year ended 31 December 2021. The overview takes guidance from the key corporate governance principles as set out in the Malaysian Code on Corporate Governance ("**MCCG**"). This year 2021 was undoubtedly a challenging year with the COVID-19 pandemic which triggered a health crisis, and consequently impacted the macro-economic situation in Malaysia and throughout the world.

This Statement, which is made pursuant to Paragraph 15.25 of the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and is to be read together with the Corporate Governance Report ("**CG Report**") as published on the Company's website at <https://senijayacorp.com/corporate-governance/>.

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### I. Board Responsibilities

#### (1) Clear Functions of the Board and Management

The Board has been entrusted by the shareholders in guiding the business activities of the Group through achieving an optimum balance of sound and sustainable business operation and embracing good corporate governance practice. The Board has been steadfast in upholding the responsibilities and integration of sustainability considerations in corporate strategy and direction, corporate goals and monitoring the achievement of these objectives.

The Board has maintained certain matters including the review of financial statements, risk management, significant acquisitions and disposals, investments in significant joint ventures, significant property transactions, significant capital expenditure, dividend declaration and board appointments for its approval and in the meanwhile delegating responsibilities to other Board Committees within their terms of reference. The Board receives reports at its meetings from the Chairman of each Committee. It is a general policy that the Board collectively deliberates on all major decisions.

The formal schedule of matters reserved for the Board has been duly stipulated in the Board Charter and is available for viewing on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.

The Board had put in place the Dividend Policy which was adopted on 21 November 2018. The Dividend Policy is available for viewing on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.

#### (2) Roles and Responsibilities of the Board

A Board Charter which distinguishes the roles, functions, compositions, duties and processes of the Board has been adopted. In line with the practice of good corporate governance, the Board has established and implemented various processes to assist members of the Board in the discharge of their roles and responsibilities. The Board's roles and responsibilities include the following: -

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

- Reviewing and adopting strategies and business plans of the Company;
- Overseeing the conduct of the Company's business;
- Establishing policies for strengthening the performance of the Company;
- Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks;
- Succession planning;
- Reviewing the adequacy and the integrity of the Company's internal control systems and management information systems;
- Developing and implementing an investor relations programme or shareholder communications policy for the Company;
- Deciding on whatever steps necessary to protect the Company's financial position;
- Ensuring that the Company's financial statements are true and fair and conform to any applicable laws and/or regulations;
- Determining the remuneration of Executive Directors and Non-Executive Directors of the Company; and
- Ensuring that the Company adheres to high standards of ethics and corporate behaviour.

### (3) Separation of Position of the Chairman and Chief Executive Officer ("CEO")

Dato' Sri Anne Teo assumes the role of Executive Chairman of the Company since 15 June 2018 and subsequently re-designated as the Non-Independent Non-Executive Director on 19 July 2021.

Tengku Amir Nasser Ibni Tengku Ibrahim was appointed as an Independent Non-Executive Director of the Company on 1 July 2021 and subsequently re-designated as the Independent Non-Executive Chairman of the Company on 19 July 2021.

The position of the CEO was assumed by Mr Jeff Cheah with effect from 6 May 2021.

The Board is mindful of the separation of the position of the Chairman and CEO as it would promote accountability and facilitate the division of responsibilities between them. The Independent Non-Executive Chairman is mainly responsible in leading the Board in its collective oversight management and ensuring effectiveness and proper conduct of the Board, whilst the CEO focuses on the business strategy and day-to-day management of the Company.

The Chairman of the Board is not a member of the Audit Committee, Nomination Committee or Remuneration Committee.

### (4) Company Secretary

The appointment and removal of the Company Secretary are matters for the Board's approval. The Board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices. Also, the Company Secretary ensure that the deliberations at the Board meetings are well captured and minuted.

The Company Secretary is an associate member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and is qualified to act as company secretary under Section 235(2) of the Companies Act 2016.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## (5) Access to Information and Advice

All the Directors were given due notices of proposed meetings held during the financial year. The Board meeting materials were sent to the Board members at least seven (7) days in advance prior to such meetings. The Directors may participate in Board meetings and Committee meetings either in person or via tele-conferencing and adequate time is allocated for discussion of issues tabled to the Board for deliberation. Minutes of the meetings are circulated to all members of the Board in a timely manner.

The Board has access to the advice and services of the Company Secretary who is qualified and competent to support the Board in carrying out its roles and responsibilities. The Board may seek independent advice from the Company Secretary should the need arise.

The Board may also obtain independent professional advice at the Company's expense in furtherance of its duties. Whenever necessary, consultants and experts are invited to brief the Board on their areas of expertise or their reports.

## (6) Board Charter

The Company has adopted a Board Charter which is periodically reviewed and clearly sets out the mandate, responsibilities and procedures of the Board in accordance with the principles of good corporate governance as stated in the guidelines and requirements issued by regulatory authorities. The Board Charter also sets out the Board's role, powers, duties, functions and issues and decisions reserved for the Board. The objectives of this Board Charter are to ensure that all the Board members acting on behalf of the Company are aware of their duties and responsibilities as the Board members and the various legislations and regulations affecting their conduct and that the principles and practices of good corporate governance are applied in all their dealings in respect, and on behalf of the Company.

The Board Charter is available on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.

## (7) Code of Conduct

A Code of Conduct has been adopted by the Board in order to achieve a high standard of ethics while dealing with the Group's stakeholders namely its customers, partners, communities and shareholders. It is the framework of the Group's underlying core ethical values and standards which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering. The Directors and employees are expected to uphold the ethical standards and values integrated in their duties and operations of the Group.

The Code of Conduct is available on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.

## (8) Whistleblowing Policy and Guidelines

In line with the amendments to the Main LR of Bursa Securities, the Board has adopted a Whistleblowing Policy and Guidelines to provide a structured mechanism for the Company's employees, directors and associates ("reporting individual") to raise or report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Company to provide reassurance that they will be protected from reprisals or victimisation for whistleblowing in good faith.

The Whistleblowing Policy and Guidelines is available on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## (9) Anti- Bribery and Anti-Corruption Policy and Guidelines

The Board has adopted an Anti-Bribery and Anti-Corruption Policy and Guidelines served as the Company's commitment to prohibit bribery and corruption in the business conduct within the Group.

The Anti-Bribery and Anti-Corruption Policy and Guidelines is available on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.

## (10) Promote Sustainability

The Board is conscious on the intricacy of maintaining a sustainable business through pursuing its corporate goals whilst committing to promote best practice principles within its Group. The Board together with the management takes responsibility for the governance of sustainability including setting the Group's sustainability strategies, priorities and targets.

The Board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the Group and its business.

## II. Board Composition

### (1) Board Composition and Balance

For the financial year ended 31 December 2021 up to the date of this Statement, the Board consists of five (5) members comprising of one (1) Independent Non-Executive Chairman, two (2) Non-Independent Non-Executive Directors and two (2) Independent Non-Executive Directors ("**INED**").

Following the resignation of Dato' Seri Dr. Liew Lee Leong, Dato' Shamsul Falak Bin Abd Kadir and Mr. Lim Chee Khang ("**Outgoing Directors**") with effect from 3 May 2021, the Board has appointed additional three (3) Independent Non-Executive Directors within a period of three (3) months. With the said appointment, the Board is in compliance with Paragraph 15.02 of the Main LR of Bursa Securities which requires at least two (2) directors or one-third (1/3) of the Board to comprise of independent directors and recommendations of the MCCG which requires at least half of the Board to comprise of independent directors.

The Board recognises the importance of independence and objectivity in the decision-making process. The Board is committed to ensure that the Independent Directors are capable to exercise independent judgement and act in the best interests of the Group.

There are two (2) female members on the Board, representing 40% of the total Board members. The two (2) female Directors provide the Board with gender diversity that serves to bring value to the Board discussions from different perspectives and approaches as well as different leadership styles.

### (2) Re-election of Directors

Pursuant to Clause 116 of the Company's Constitution, any Director appointed during the year shall hold office until the conclusion of the next Annual General Meeting ("**AGM**") and shall be eligible for re-election at such meeting. Accordingly, the Directors have agreed and recommended to the shareholders that Tengku Amir Nasser Ibni Tengku Ibrahim and Mr Lee Chin Cheh who are due to retire pursuant to Clause 116 of the Company's Constitution and being eligible, have offered themselves for re-election at the forthcoming 29<sup>th</sup> AGM of the Company.

Pursuant to Clause 117 of the Company's Constitution, one-third of the Directors including the Managing Director to retire by rotation and seek re-election at each AGM and that each Director shall submit himself/herself for re-election at least once in every three (3) years. Accordingly, the Directors have agreed and recommended to the shareholders that Dato' Sri Anne Teo who is due to retire pursuant to Clause 117 of the Company's Constitution and being eligible, has offered herself for re-election at the forthcoming 29<sup>th</sup> AGM of the Company.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## (3) Tenure of Independent Directors

The MCCG recommended that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the Director's re-designations as a Non-Independent Director.

In the event that the Independent Director was to remain designated as an Independent Non-executive Director, the Board shall firstly to provide justification, upon the recommendation of the NC and thereafter to obtain the relevant shareholders' approval through a two-tier voting process.

None of the independent directors have served more than a cumulative term of nine (9) years at the forthcoming 29<sup>th</sup> AGM.

## (4) Annual Assessment of Independence of Directors

For the financial year ended 31 December 2021 up to the date of this Statement, the Nomination Committee has undertaken to assess its Independent Directors annually as recommended by the MCCG and proper policies and procedures to assess the independence of the Independent Directors on the Board taking into account the individual Director's ability to exercise independent and impartial judgement at all times and their contribution to effective functioning of the Board.

The Independent Directors play a role in providing an objective and independent view on various matters dealt with at the Board and Board Committee level. They are independent from the Management of the Group and demonstrate their independency by offering external perspectives, constructively challenging ideas, reviewing and monitoring the performance of the Management, ensuring the risk of the Group's business is managed.

The level of independence of the Independent Directors is under assessment annually. The Board is satisfied that the Independent Directors have demonstrated their ability to act independently and in the best interest of the Company for the financial year under review.

All the Independent Directors fulfilled the criteria prescribed under the Main LR of Bursa Securities.

## (5) Board Committees

The Board has put in place the following Board Committees to assist in carrying out its fiduciary duties:-

- Audit Committee;
- Nomination Committee; and
- Remuneration Committee.

All of these Board Committees have written terms of reference ("TOR") clearly outlining their objectives, duties and powers. The final decisions on all matters are determined by the Board as a whole.

## (6) Audit Committee ("AC")

The AC is responsible to assist the Board in discharging its duties and responsibilities relating to accounting and reporting practices of the Group. The AC reviews the Group's accounting and risk management processes, internal controls and the independency of the Group's External and Internal Auditors. The activities during the financial year under review have been laid out in the AC Report in this Annual Report.

The TOR of the AC is available on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## (7) Nomination Committee (“NC”)

Following the resignation of the Outgoing Directors on 3 May 2021, the Company has dissolved the NC on 3 May 2021. The NC was subsequently re-formed on 2 August 2021 and comprise of the following Directors:-

Name	Designation	Directorship
<b>Lee Chin Cheh</b> <i>(Appointed w.e.f. 2 August 2021)</i>	Chairman	Independent Non-Executive Director
<b>Dato' Sri Anne Teo</b>	Member	Non-Independent Non-Executive Director
<b>Julian Koh Lu Ern</b> <i>(Appointed w.e.f. 6 May 2021)</i>	Member	Independent Non-Executive Director

The NC is governed by its TOR and its principal objective is to assist the Board of Directors in their responsibilities in nominating and selecting new nominees to the Board of Directors and to assess the Directors of the Company on an on-going basis. The NC also ensure that the composition of the Board is refreshed periodically and the tenure of each director would be reviewed by the NC.

The TOR of the NC is available on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.

### (a) Gender Diversity

The Board is supportive of the boardroom gender diversity recommended by the MCCG. The Board currently consists of two (2) female Directors which fulfil the recommendation of at least 30% women participation notwithstanding the Company is not classified as “Large Company”.

### (b) Ethnicity Diversity

For the financial year ended 31 December 2021 up to the date of this Statement, the Board comprised of one (1) Malay Director and four (4) Chinese Directors.

### (c) Age Diversity

The Company does not set any specific target for the boardroom age diversity but will work towards having appropriate age diversity in the Board, if the opportunity arises.

The Company does not fix age limit for its Directors given that such Directors are normally reputed and experienced in the corporate world and could continue to contribute to the Board in steering the Company. The Board is fully committed in promoting age diversity, valuing the contribution of its members regardless of age, and seek to eliminate age stereotyping and discrimination on age.

## (8) Remuneration Committee (“RC”)

Following the resignation of the Outgoing Directors on 3 May 2021, the Company has dissolved the RC on 3 May 2021. The RC was subsequently re-formed on 2 August 2021 and comprise of the following Directors:-

Name	Designation	Directorship
<b>Lee Chin Cheh</b> <i>(Appointed w.e.f. 2 August 2021)</i>	Chairman	Independent Non-Executive Director
<b>Dato' Sri Anne Teo</b>	Member	Non-Independent Non-Executive Director
<b>Julian Koh Lu Ern</b> <i>(Appointed w.e.f. 6 May 2021)</i>	Member	Independent Non-Executive Director

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

Subsequent to the formation of the RC on 2 August 2021 and up to the date of this Statement, the RC has undertaken the responsibilities to review the Directors' fees.

The RC is governed by its TOR and its principal objective is to implement its remuneration policies and procedures including reviewing and recommending matters relating to the remuneration of board and senior management.

The TOR of the RC is available on the Company's corporate website at <https://senijayacorp.com/corporate-governance/>.

## (9) Time Commitment

The Board requires its members to devote sufficient time to the workings of the Board, to effectively discharge their duties as the Directors of the Company, and to use their best endeavours to attend meetings.

For the financial year ended 31 December 2021, the Board had convened a total of five (5) Board Meetings for the purposes of deliberating on the Company's quarterly financial results at the end of every quarter and discussing important matters which demanded immediate attention and decision-making. During the Board Meetings, the Board reviewed the operation and performance of the Company and other strategic issues that may affect the Company's business. Relevant personnel from the Management were invited to attend some of the Board Meetings to provide the Board with their views and clarifications on issues raised by the Directors.

The attendance record of each Director at the Board of Directors' Meetings during the last financial year is as follows:-

Directors	Attendance	Percentage of Attendance
<b>Tengku Amir Nasser Ibni Tengku Ibrahim</b> <i>(Appointed w.e.f. 1 July 2021)</i>	2/2	100%
<b>Dato' Sri Anne Teo</b>	5/5	100%
<b>Datin Lee Nai Yee</b>	5/5	100%
<b>Julian Koh Lu Ern</b> <i>(Appointed w.e.f. 6 May 2021)</i>	4/4	100%
<b>Lee Chin Cheh</b> <i>(Appointed w.e.f. 2 August 2021)</i>	2/2	100%
<b>Dato' Seri Dr. Liew Lee Leong</b> <i>(Resigned w.e.f. 3 May 2021)</i>	1/1	100%
<b>Dato' Shamsul Falak Bin Abdul Kadir</b> <i>(Resigned w.e.f. 3 May 2021)</i>	1/1	100%
<b>Lim Chee Khang</b> <i>(Resigned w.e.f. 3 May 2021)</i>	1/1	100%

The Board will also meet on an ad-hoc basis to deliberate on urgent issues and matters that require the Board's direction or approval. In the intervals between Board meetings, any matters requiring urgent Board's decisions and/or approval are sought via circular resolutions supported with all the relevant information and explanations required for an informed decision to be made.



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## (10) Trainings

The Board acknowledges the importance of continuous education and training to equip themselves for the effective discharge of its duties. New appointees to the Board undergo a familiarisation programme, which includes visits to the Group's business operations and meetings with key management to facilitate their understanding of the Group's operations and businesses.

The Board members had attended the following training programmes/seminars/ forums during the financial year:-

Directors	Trainings Programmes/Seminars /Forums attended
<b>Tengku Amir Nasser Ibni Tengku Ibrahim</b> (Appointed w.e.f. 1 July 2021)	<ul style="list-style-type: none"> <li>SC Updates the Malaysian Code on Corporate Governance to Promote Board Leadership and Oversight of Sustainability</li> </ul>
<b>Dato' Sri Anne Teo</b>	<ul style="list-style-type: none"> <li>SC Updates the Malaysian Code on Corporate Governance to Promote Board Leadership and Oversight of Sustainability</li> </ul>
<b>Datin Lee Nai Yee</b>	<ul style="list-style-type: none"> <li>SC Updates the Malaysian Code on Corporate Governance to Promote Board Leadership and Oversight of Sustainability</li> </ul>
<b>Julian Koh Lu Ern</b> (Appointed w.e.f. 6 May 2021)	<ul style="list-style-type: none"> <li>SC Updates the Malaysian Code on Corporate Governance to Promote Board Leadership and Oversight of Sustainability</li> <li>Board Room Workshop for Directors Inspiring Your Board Performance</li> </ul>
<b>Lee Chin Cheh</b> (Appointed w.e.f. 2 August 2021)	<ul style="list-style-type: none"> <li>Board Room Workshop for Directors Inspiring Your Board Performance</li> </ul>

Tengku Amir Nasser Ibni Tengku Ibrahim who was appointed on 1 July 2021 had omitted to attend the Mandatory Accreditation Programme within the stipulated timeline in accordance with the Main LR of Bursa Securities. He had however, fulfilled the requirement and completed the Mandatory Accreditation Programme in April 2022.

Mr. Lee Chin Cheh who was appointed on 2 August 2021, had attended the Mandatory Accreditation Programme in year 2016 in accordance with the Main LR of Bursa Securities.

## III. Remuneration

Presently the Company does not have a formalised remuneration policies and procedures for the Directors and Senior Management.

The objectives of the Group on Directors' remuneration are to attract and retain the Directors of the calibre needed to manage the Group successfully. In the case of the Executive Director, the component parts of their remuneration are structured to link rewards to corporate and individual performances. For Non-Executive Directors, their level of remuneration reflects the experience, expertise and level of responsibilities undertaken by the particular Non-Executive Director concerned.

The detailed disclosure on named basis for the remuneration of individual Directors is set out in the Corporate Governance Report.

The Board as a whole determines the remuneration of the Non-Executive Directors with the Directors concerned abstaining from deliberation and voting in respect of his/her own individual remuneration.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

Details of the Directors' remuneration (including benefits-in-kind) in respect of the financial year ended 31 December 2021 as follows:-

Director	Salary (RM)	Employee Provident Fund (RM)	Benefit- In-Kind (RM)	Other Emoluments (RM)	Fees (RM)	Total (RM)
<b>Tengku Amir Nasser Ibni Tengku Ibrahim</b> <i>(Appointed w.e.f. 1 July 2021)</i>	-	-	-	-	120,000	120,000
<b>Dato' Sri Anne Teo</b>	47,381	8,058	-	-	54,194	109,633
<b>Datin Lee Nai Yee</b>	-	-	-	-	51,000	51,000
<b>Julian Koh Lu Ern</b> <i>(Appointed w.e.f. 6 May 2021)</i>	-	-	-	-	24,000	24,000
<b>Lee Chin Cheh</b> <i>(Appointed w.e.f. 2 August 2021)</i>	-	-	-	-	15,000	15,000
<b>Dato' Seri Dr. Liew Lee Leong</b> <i>(Resigned w.e.f. 3 May 2021)</i>	-	-	-	-	10,500	10,500
<b>Dato' Shamsul Falak Bin Abdul Kadir</b> <i>(Resigned w.e.f. 3 May 2021)</i>	-	-	-	-	10,500	10,500
<b>Lim Chee Khang</b> <i>(Resigned w.e.f. 3 May 2021)</i>	-	-	-	-	10,500	10,500
<b>Total</b>	<b>47,381</b>	<b>8,058</b>	<b>-</b>	<b>-</b>	<b>295,694</b>	<b>351,133</b>

## PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

### I. Audit Committee

The composition and details of activities carried out by the AC during the financial year are set out in the AC Report of this Annual Report.

## FINANCIAL REPORTING

### (1) Compliance with Applicable Financial Reporting Standards

The Company's audited financial statements are prepared in accordance with the requirements of the applicable approved accounting standards in Malaysia and the provisions of the Companies Act 2016.

The AC assist the Board to oversee the financial reporting process and the quality of its financial reporting by reviewing the information to be disclosed, to ensure completeness, accuracy and adequacy prior to endorsing the same by the Board for submission to Bursa Securities.

The Board ensures that the shareholders are presented with a clear, balanced, meaningful assessment of the Company's financial performance and prospects through the issuance of the audited financial statements and quarterly announcements of financial results on a timely basis and in compliance with the applicable financial reporting standards.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## (2) Assessment of Suitability and Independence of External Auditors

For the financial year ended 31 December 2021, the AC has assessed the External Auditors vide an annual assessment of the suitability, objectivity and independence of the External Auditors in accordance with the criteria under the Policies and Procedures to assess the suitability, objectivity and independence of External Auditors adopted on 3 April 2019.

Upon completion of its assessment, the AC was satisfied with Messrs. Mazars PLT's technical competency and audit independence during the financial year.

None of the members of the Board were former key audit partners and notwithstanding that in order to uphold the utmost independence, the Board has no intention to appoint any former key audit partner as a member of the Board.

## II. Risk Management and Internal Control Framework

### (1) Sound Framework to Manage Risks

The Board affirms the importance of maintaining a sound system of internal controls and risk management practices for good corporate governance. The AC has been entrusted by the Board to ensure effectiveness of the Group's internal control systems. The activities of the outsourced Internal Auditors are reported regularly to the AC which provides the Board with the required assurance in relation to the adequacy and integrity of the Group's internal control system. It acknowledges its overall responsibility in this area and also the need to review its effectiveness regularly.

The Statement on Risk Management and Internal Control of the Group as set out in this Annual Report provides an overview of the state of risk management and internal controls within the Group.

### (2) Internal Audit Function

The outsourced Internal Auditors communicate regularly with and report directly to the AC. The outsourced Internal Auditors' representative met up once with the AC for the financial year ended 31 December 2021.

The Internal Audit Review of the Company's operations encompasses an independent assessment of the Company's compliance with its internal controls and makes recommendations for improvement.

For the financial year ended 31 December 2021, the AC has assessed the performance of the Internal Auditors vide an annual assessment of the suitability of the Internal Auditors.

Upon completion of the assessment, the AC was satisfied with the outsourced Internal Auditors, Tricor Axcelasia Sdn. Bhd.'s technical competency and audit independence during the financial year under review.

## PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

### I. Communication with Stakeholders

#### (1) Leverage on Information Technology for Effective Dissemination of Information

The Company's corporate website provides all relevant information on the Company and is accessible by the public. It includes the announcements made by the Company and annual reports. The Board discloses to the public all material information necessary for informed investment and takes reasonable steps to ensure that all the shareholders enjoy equal access to such information.

The Company's corporate website is accessible at <https://senijayacorp.com/>.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board has adopted the following measures with regard to communication with the Company's shareholders:-

## (i) Announcements to Bursa Securities

Material information, updates and periodic financial reports are published on a timely basis through announcements to Bursa Securities. The shareholders and investors can obtain the Company's latest announcements such as quarterly financial results in the dedicated website of Bursa Securities at [www.bursamalaysia.com](http://www.bursamalaysia.com).

## (ii) Corporate Website

A corporate website (<https://senijayacorp.com/>) is maintained and the said website contains relevant information for the shareholders, potential investors, suppliers and the general public.

## (iii) Annual Reports

The Company's Annual Reports to the shareholders remain the central means of communication to the shareholders, amongst others, the Company's operations, activities and performance for the past financial years as well as the status of compliance with applicable rules and regulations.

## (iv) AGM / General Meeting

The AGM / General Meeting are used as the main forum of dialogue for the shareholders to raise any issues pertaining to the Company. The Company recognises the importance of dialogue with shareholders which is necessary and beneficial as it enables the Company to understand and address shareholders' concerns when making decisions.

During the implementation of the Movement Control Order by the Government of Malaysia, the Company has leverage technology to facilitate remote participation and voting facilities by the shareholders at the AGM / General Meeting.

## (v) Investor Relations

Any enquiry regarding investor relations from the shareholders may be conveyed to the following designated senior management personnel, the information of which has also been published on the Company's corporate website:-

Email address: [info@senijayacorp.com](mailto:info@senijayacorp.com)  
Telephone No.: +603-7729 1795

## II. Conduct of General Meetings

### (1) Shareholders' Participation at General Meetings

The Company communicates regularly with the shareholders and investors through annual reports, quarterly financial reports and various announcements made to Bursa Securities as the Board acknowledges the importance of accurate and timely dissemination of information to its shareholders, potential investors and the public in general.

The AGM provides an opportunity for the shareholders to seek and clarify any issues pertaining to the Group and to have a better understanding of the Group's activities and performance. Both individuals and institutional shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions. The Board is always available to meet members of the press after the AGM.

The notice of AGM together with the Annual Report is despatched to the shareholders at least twenty-eight (28) days prior to the meeting date. Sufficient notice period is given to the shareholders in order for them to schedule their time to attend the Company's AGM.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## (2) Poll Voting

In line with Paragraph 8.29A of the Main LR of Bursa Securities on the requirement for poll voting for any resolution set out in the notice of general meetings, during the 28th AGM held last year, poll voting was used to facilitate the voting process for resolutions tabled. An independent scrutineer was also appointed to scrutinise the polling process.

## KEY FOCUS AREAS AND FUTURE PRIORITIES

Looking ahead to financial years ending 2022 and 2023, the Board and its respective Committees will:-

- Focus on major strategic issues to ensure sustainability and growth;
- Continue to monitor succession planning for the senior leadership team, to ensure a healthy pipeline of talent is emerging for future senior executive management;
- Consider other variety of approaches and independent sources to identify suitable candidate for appointment of Directors, should the need arise; and
- Continue to review the balance, experience and skills of the Board.

## CONCLUSION

The Board is satisfied that for the financial year ended 31 December 2021, it complies substantially with the principles and recommendations of the MCCG.

This Corporate Governance Overview Statement is made in accordance with a resolution of the Board of Directors dated 26 April 2022.



# AUDIT COMMITTEE REPORT

The Board of Directors ("Board") of Seni Jaya Corporation Berhad ("SJC" or "the Company") is pleased to present the Audit Committee Report for the financial year ended 31 December 2021 ("FY 2021").

## COMPOSITION

Consequential to the resignation of the three (3) Independent Non-Executive Directors on 3 May 2021 for the financial year ended 31 December 2021, the Company has dissolved the AC on 3 May 2021. The AC was subsequently re-formed on 2 August 2021 and comprised of the following Directors:-

Name	Position	Designation
<b>Julian Koh Lu Ern</b> (Appointed w.e.f. 6 May 2021)	Chairman	Independent Non-Executive Director
<b>Dato' Sri Anne Teo</b>	Member	Non-Independent Non-Executive Director
<b>Lee Chin Cheh</b> (Appointed w.e.f. 2 August 2021)	Member	Independent Non-Executive Director

The Chairman of AC is a member of the Malaysian Institute of Accountants. The current composition complies with the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities").

## MEETINGS

The AC held three (3) meetings during the financial year under review. The details of attendance of the AC members are as follows:-

AC Member	Attendance
<b>Julian Koh Lu Ern</b> (Appointed w.e.f. 6 May 2021)	2/2
<b>Dato' Sri Anne Teo</b>	2/2
<b>Lee Chin Cheh</b> (Appointed w.e.f. 2 August 2021)	2/2
<b>Dato' Seri Dr. Liew Lee Leong</b> (Resigned w.e.f. 3 May 2021)	1/1
<b>Dato' Shamsul Falak Bin Abdul Kadir</b> (Resigned w.e.f. 3 May 2021)	1/1
<b>Lim Chee Khang</b> (Resigned w.e.f. 3 May 2021)	1/1

## TERMS OF REFERENCE

The Terms of Reference of the AC is published on the Company's website at <https://senijayacorp.com/corporate-governance/>.

# AUDIT COMMITTEE REPORT

## SUMMARY OF THE WORK OF AUDIT COMMITTEE

The main scope of works of AC for the financial year ended 31 December 2021 are summarised as follows:-

### (a) Financial reporting

- Reviewed the unaudited quarterly financial reports and year-end financial statements before they were presented to the Board for approval.
- Reviewed the quarterly financial reports and year-end financial statements, and discussed with Management and the external auditors on the financial reporting standards applied, including the judgments exercised in the application of those standards and the critical accounting estimates and assumptions used in arriving at the reported amounts of items in the quarterly financial reports and year-end financial statements.

The above review is to ensure that the Group's quarterly financial reporting and disclosures present a true and fair view of the Group's financial position and performance and are in compliance with the Malaysian Financial Reporting Standards and other legal and regulatory requirements as well as applicable disclosure provisions of the Main LR of Bursa Securities.

### (b) Corporate Reporting

- Reviewed the External Auditors' Report on the Statement on Risk Management and Internal Control for inclusion in the Annual Report.
- Reviewed the AC Report for inclusion in the Annual Report.

### (c) External Audit

- Reviewed with the External Auditors, Messrs. Mazars PLT, the Audit Progress Report for the financial year ended 31 December 2021 and Audit Planning Memorandum for the financial year ended 31 December 2021 and thereafter recommended the same to the Board for notation and approval respectively.
- Updated by the External Auditors on changes to the relevant guidelines on the regulatory and statutory requirements.
- One (1) private session was held with the External Auditors without the presence of Management to discuss on issues of concern.
- Reviewed and evaluated the performance, effectiveness, suitability and independence of the External Auditors prior to recommendation to the Board on their re-appointment.

### (d) Internal audit function

- Reviewed the internal audit report which was tabled during the year, the audit recommendations made and Management's response to these recommendations. Where appropriate, the AC has directed Management to rectify and improve control procedures and workflow processes based on the Internal Auditors' recommendations and suggestions for improvement.
- Reviewed the adequacy of the scope, functions, resources and competency of the internal audit function and that it has the necessary authority to carry out its work.
- Reviewed with the Internal Auditors the risk re-assessment and risk profile update; and Internal Audit Strategy Document for the financial year ended 31 December 2021 and 31 December 2022.

### (e) Matters relating to related party transaction

Reviewed the quarterly and annual financial statements on the disclosures relating to related party transactions or conflict of interest situations that arose within the Group and ensure compliance with provisions of the Main LR of Bursa Securities.

# AUDIT COMMITTEE REPORT

## INTERNAL AUDIT FUNCTION

The AC is supported by an independent internal audit function in order to assist the AC in the discharge of its duties and responsibilities.

The internal audit function of the Group was outsourced to an independent professional services firm, Tricor Axcelasia Sdn. Bhd. The Internal Audit activities were identified considering the Group's corporate and strategic goals, the scope and results of internal audit completed in prior years and the nature of operations and operating environment of the Group. The scope of internal audit focus would then be put through to the AC for review and approval.

The key role of the Internal Auditors is to provide independent and objective assessment on the adequacy, efficiency and effectiveness of the Group's system of internal control, risk management and governance processes in anticipating key business process exposure to risk.

The AC had evaluated and reviewed the internal audit function in terms of scope, competency, resources and independence. The AC were also satisfied that the internal audit function were carried out in accordance with a recognised framework, which include the Standards in the International Professional Practices Framework issued by the Institute of Internal Auditors.

The Internal Audit function provides an independent and objective feedback to the AC and the Board on the adequacy, effectiveness and efficiency of the internal control system within the Group together with the relevant recommendations for improvement and enhancement to the internal control system and work process. The internal audit reports are prepared and submitted to the AC for review of the findings and recommended action plans for Management at the AC meeting.

The total cost incurred for the internal audit function of the Group for the financial year ended 31 December 2021 amounted to RM39,200.

# STATEMENT OF DIRECTORS' RESPONSIBILITY

## STATEMENT OF DIRECTORS' RESPONSIBILITY IN RELATION TO THE FINANCIAL STATEMENTS

In accordance with the provisions of the Companies Act 2016, the applicable Malaysian Financial Reporting Standards and the International Financial Reporting Standards, the Directors are required to prepare financial statements that give a true and fair view of the state of affairs of the Group and the Company as at the end of the financial year, and of the results and cash flows for that year then ended.

The Directors consider that, in preparing the audited annual financial statements:

- the Group and the Company had used appropriate accounting policies which are consistently applied;
- reasonable and prudent judgments and estimates were made; and
- complete disclosures of all information required under the Companies Act 2016 and the Main Market Listing Requirements have been made and followed.

The Directors are responsible for ensuring that the Group and the Company maintains accounting records that disclose with reasonable accuracy the financial position of the Group and the Company, and which enable them to ensure that the financial statements comply with the Companies Act 2016.

The Directors have general responsibilities for taking such steps that are reasonable available to them to safeguard the assets of the Group and the Company, and to prevent and detect fraud and other irregularities.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and Principle B of the Malaysian Code on Corporate Governance with guidance from the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, the Board of Directors ("Board") is pleased to provide a Statement on Risk Management and Internal Control which outlines the nature and scope of risk management and internal control of the Group during the financial year. The Group's system of risk management and internal control applies principally to Seni Jaya Corporation Berhad and its subsidiaries ("Group").

## Board's Responsibilities

The Board acknowledges its overall responsibility for the Group's system of internal control and risk management and for reviewing the adequacy and integrity of the system. The system of internal control covers not only financial, strategy, governance, risk management, organisational, but, operational, and regulatory and compliance control matters, misstatement, loss or fraud.

## Risk Management Framework

The Board has structured an ongoing process to identify, measure, evaluate and manage the significant risks faced by the Group in its achievement of objectives and strategies and this process includes enhancing the risk management and internal control system as and when there are changes to the business environment or regulatory guidelines. The Group reviews and improves the internal control system to correspond with the change of internal and external factors constantly. Nevertheless, it must be acknowledged that due to the limitations inherent in any system of internal control, the system is designed to manage rather than eliminate the risk of failure to achieve the Group's objectives. Accordingly, it can only provide reasonable but not absolute assurance against material misstatement or loss.

Senior Management assists the Board in the implementation of the approved policies and procedures on risks and controls by identifying and analysing risk information, designing, operating suitable internal controls to mitigate and control risks and monitoring effectiveness of risk management and control activities. Key risk exposures are highlighted to the Audit Committee and mitigating actions proposed by management are deliberated.

At the date of this Annual Report, the key features of the system of risk management and internal control are described under the following headings:-

- **Authority and Responsibility**

The Board and Senior Management have established an organisation structure with clearly defined lines of accountability and delegated authority. Certain responsibilities are delegated to the Board Committees through clearly defined Terms of Reference which are reviewed periodically and/or when the need arises.

- **Risk Management and Internal Control Framework**

The Risk Management and Internal Control framework encompasses the following key elements:-

- Risks identified were individually evaluated and ranked as either extreme, high, medium or low based on their respective magnitude of impact and likelihood of occurrence within the Group; and
- Individual risk profiles created from the above assessment were subsequently cascaded to Senior Management of the Group for implementation of action plans required to mitigate or maintain the risk impact of the Group at an acceptable level.



# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

- **Internal Control System**

Having a good internal control system will support and lead the Group to achieve its corporate objectives, in particular, the matters relating to

- 1) the sustainability, effectiveness and efficiency of business operation,
- 2) the reliability of financial reporting,
- 3) the compliance with the laws and regulations and
- 4) safeguarding of assets.

The Group always emphasises on the importance of having a good internal control system. The Board of Directors assigns the Audit Committee to review and evaluate the adequacy of the internal control system and report to the Board of Directors and, therefore, the good internal control system has been efficiently and effectively established.

The Group has a set of documented policies and guidelines which form an integral part of the risk management and internal control system and guides its employees on day-to-day operational matters. This set of policies and guidelines have been regularly reviewed and updated to support the Group's business activities at all times and further strengthen the control framework within the Group.

The monitoring of control procedures is achieved through management review by the responsible Executive Director reporting to the Board. These are supplemented by comprehensive reviews undertaken by the internal audit function on the controls in operation in each individual business. Internal audit reports are produced for Senior Management to assess the impact of control issues and recommend appropriate actions.

- **Organisational Structure and Responsibility Levels**

The Company maintains a formal and structured lines of reporting which includes well-defined delegation of responsibilities and accountability within the Company's Senior Management. It sets out the roles and responsibilities, appropriate authority limits, review and approval procedures in order to enhance the internal control system of the Company's various operations.

- **Key Risk Areas**

The following sections outline the risk environment that may impact the financial status and operational effectiveness of the Group's businesses and the approaches to manage these risks.

- Unsold/ Unoccupied sites

Weak market sentiment, political uncertainties and economic conditions could result in high unsold/ unoccupied sites. During pandemic, country's movement control order has reduced the traffic on road thus affect the occupancy rate of sites especially within Klang Valley. The Group is constantly monitoring the changes and seeking strategic collaboration, also the merger and acquisition to complements the existing product portfolio of Seni Jaya which allows offering flexible product packages such as shorter campaign and programmatic digital out of home. In addition, the Group is also identifying and evaluating to upgrade existing old structure in order to stay relevant so boost the sale.

- Succession Planning

Loss and inability to replace key senior management such as Chief Executive Officer, General Managers and Head of Departments may affect the Group's ability to achieve the desired results. The Group is revisiting the employee assessment process to ensure employee chart its career path and align its career goals and development with the Group's grow and objective. On the job training is being formalised by the respective heads at departments to train and help identifying potential Senior and managerial candidates.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## Reporting and Review

The Group has a financial reporting process which emphasises on providing timely and relevant information for the Board's review. This includes quarterly reports covering areas such as quarterly financial performance and other key corporate matters of the Group which would be tabled and deliberated by the Board in line with good governance practices.

The Audit Committee is responsible for reviewing, on behalf of the Board, the system of risk management and internal control necessary to manage the key risks inherent in the business and to present its findings to the Board. The Audit Committee reviews and deliberates internal control and governance issues identified by the Internal Auditors, External Auditors, regulatory authorities and Senior Management, and evaluate the adequacy and effectiveness of the risk management and internal control system. The Audit Committee has full and unrestricted access to the Internal Auditors and Audit Committee receives reports on all internal audits performed by them. The Audit Committee also reviews and deliberates on any matters relating to internal control issues highlighted by the External Auditors in the course of their statutory audit of the financial statements of the Group. Significant findings and recommendations for improvement are highlighted to the Audit Committee and the Senior Management, with periodic follow-up of the implementation of action plans. The Senior Management is responsible for ensuring that corrective actions are implemented accordingly.

The Board and Senior Management will continuously assess the suitability, adequacy and effectiveness of the Group's system of risk management and internal control and will take corrective measures to enhance the system, as and when necessary. The monitoring, review and reporting arrangements in place provide reasonable assurance that the system of internal control are appropriate to the Group's operations and that risks are at an acceptable level throughout the Group's businesses. Such arrangements, however, do not eliminate the possibility of human error, deliberate circumvention of control procedures by employees and others, or the occurrence of unforeseeable circumstances.

Further details of the activities undertaken by the Audit Committee of the Group are set out in the Audit Committee Report.

## Internal Audit

Seni Jaya Group has outsourced its internal audit function to an independent consulting firm, Tricor Axcelasia Sdn Bhd as part of its efforts in ensuring that the Group's system of risk management and internal control is adequate and effective. The internal audit function assists the Board and the Audit Committee in providing independent evaluation and improving the effectiveness of the Group's internal control system. The Internal Auditors report directly to the Audit Committee and internal audit plan was tabled to the Audit Committee for review and approval.

The internal audit function adopts a risk-based approach and prepares its audit plan based on latest risk profile. It aims to evaluate and provide recommendations to improve the effectiveness of its system of internal controls. Scheduled internal audit was carried out by the internal auditors based on the audit plan presented to and approved by the Audit Committee. The internal audit function provides report on weaknesses and improvement opportunities on the system of internal controls, together with recommendations to mitigate the risks associated with the control deficiencies reported. Senior Management continues to implement appropriate actions to enhance and strengthen the overall internal control environment and system.

During the financial year under review, the Internal Auditors highlighted some areas for improvement in the operational review and the management has taken appropriate measures to address them accordingly. The internal audit fees for the outsourced internal audit function in respect of the financial year ended 31 December 2021 is RM39,200.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## External Audit

The Board had maintained a formal and transparent relationship with the Group's appointed External Auditors, Mazars PLT. Any areas for improvement identified during the course of the statutory audit are brought to the attention of the Audit Committee through management letters or are articulated at the Audit Committee meetings.

Discussions are also held between the Internal and External Auditors to ensure that the appropriate action is taken for points raised by the abovementioned parties to implement/improve the relevant controls.

## Insurance

Sufficient insurance coverage and physical safeguards on major assets are in place to ensure the Group's assets are adequately covered against any mishap that could result in material loss. A yearly policy renewal exercise is undertaken by Senior Management to review the coverage based on the current fixed asset register. There is also a yearly exercise to ensure adequacy and renewal of the Group's professional indemnity insurance coverage.

## Review of this Statement

As required by Paragraph 15.23 of the Main LR of Bursa Securities and pursuant to the scope set out in Audit and Assurance Practice Guide ("AAPG") 3: Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants, the External Auditors have reviewed this Statement for inclusion in the annual report of the Group for the financial year ended 31 December 2021.

AAPG 3 does not require the external auditors to consider whether this Statement covers all risk and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control systems.

The External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that the statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the system of internal control.

## Conclusion

The Board is of the view that the system of risk management and internal control in place for the financial year under review, and up to the date of approval of this Statement, is sound and adequate to safeguard the shareholders' investment, the interests of customers, regulators, employees and other stakeholders, and the Group's assets.

Also, the Board acknowledges that they are ultimately responsible for ensuring the proper implementation of appropriate control system even though this responsibility has been delegated to the Senior Management.

The Board is pleased to report that the Executive Chairman of the Company have given their assurance that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

There was no significant weakness in the system of risk management and internal control, contingencies or uncertainties that could result in material loss and adversely effect on the financial results of the Group for the financial year under review and up to the date of issuance of the financial statements. The Group continues to take necessary measures to strengthen its internal control structure and management of risks, taking into consideration the changing and challenging business environment. Therefore, the Board will, when necessary, put in place appropriate action plans to further enhance the system of risk management and internal control

This Statement is made in respect of the financial year ended 31 December 2021 and in accordance with a resolution of the Board of Directors dated 26 April 2022.

# ADDITIONAL COMPLIANCE INFORMATION

## UTILISATION OF PROCEEDS RAISED FROM PRIVATE PLACEMENT DURING FY2021

The status of the gross proceeds from the Private Placement completed on 26 August 2021 which amounted to approximately RM15.872 million are as follows:-

Purpose	Proposed Utilisation / Actual Proceeds raised RM'000	Actual Utilisation RM'000	Balance for utilisation RM'000	Timeframe for utilisation from receipt of proceeds
Business / investment opportunities	10,000	5,478	4,522	Within 18 months
Capital expenditure of advertising business	5,813	2,732	3,081	Within 12 months
Working capital	-	-	-	Within 12 months
Estimated expenses	59	59	-	Upon completion of Private Placement
	15,872	8,269	7,603	

## AUDIT AND NON-AUDIT FEES

The amount of audit and non-audit fees paid or payable to the Company's External Auditors and firms affiliated to the External Auditors' firms by the Group and the Company for the FY2021 are as follows:-

Type of fees	Group (RM)	Company (RM)
Audit fees	112,620	60,000
Non-audit fees	12,000	5,000
<b>Total</b>	<b>124,620</b>	<b>65,000</b>

## MATERIAL CONTRACTS

There were no material contracts of the Group involving Directors', Chief Executive's and major shareholders' interests either still subsisting at the end of the financial year or, if not then subsisting, entered into since the end of previous financial year.

## RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE

There were no recurrent related party transactions of a revenue or trading nature for the Group during the financial year under review other than those disclosed in Note 29 to the audited financial statements. Those recurrent related party transactions did not exceed the threshold prescribed under Paragraph 10.09(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

# FINANCIAL STATEMENTS

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# DIRECTORS' REPORT

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2021.

### PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services to its subsidiaries whilst the details of the principal activities of the subsidiaries are set out in Note 7 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

### RESULTS

	Group RM	Company RM
(Loss)/ Profit for the year	(17,208,167) =====	90,199 =====

### DIVIDEND

No dividend has been paid or declared by the Company since the end of the previous financial year and the directors do not recommend any dividend for the current financial year.

### ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company increased its issued and paid-up capital from RM40,533,330 to RM56,405,330 by way of issuance of 8,000,000 new ordinary shares pursuant to the Private Placement for a total cash consideration of RM15,872,000 for investing in business opportunities and capital expenditure purposes.

The new ordinary shares issued rank pari passu in all respects with the existing ordinary shares of the Company.

The Company did not issue any debentures during the financial year.

# DIRECTORS' REPORT

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### ISSUE OF WARRANTS

During the financial year, the Company issued 24,266,665 Warrants pursuant to the Bonus Issue of Warrants. The Warrants are constituted by a Deed Poll dated 28 September 2021 ("Deed Poll").

The salient features of the Warrants are as follows:

- a) The issue date of the Warrants is 15 October 2021 and the expiry date is 14 October 2026. Any Warrants not exercised during the five years from the date of issuance of Warrants ("Exercise Period") will thereafter lapse and cease to be valid for any purpose;
- b) Each Warrant entitles the registered holder to subscribe for one Seni Jaya Share at an exercise price of RM2.00 and at any time during the Exercise Period indicated above, subject to adjustments in accordance with the provisions of the Deed Poll;
- c) The exercise price of the Warrants has been fixed at RM2.00 per Warrant. The exercise price and the number of Warrants in issue during the Exercise Period may also be adjusted in accordance with the terms and conditions set out in the Deed Poll;
- d) The Warrants do not entitle the registered holders to any voting rights in any general meeting of the Company until and unless such holders of the Warrants exercise their Warrants for new Seni Jaya Shares;
- e) The new Seni Jaya Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank pari passu in all respects with the then existing ordinary shares of the Company except that they shall not be entitled to any dividends, right, allotments and/or other distributions paid or made reference to the entitlement date of which is prior to the allotment date of the new Seni Jaya Shares;
- f) Exercise price and/or the number of Warrants in issue may be subject to adjustments in the event of any alteration in the share capital of the Company at any time during the Exercise Period of the Warrants, whether by way of, amongst others, rights issue, bonus issue, consolidation of shares, subdivision of shares or reduction of capital, in accordance with the provisions of the Deed Poll; and
- g) Deed Poll and the Warrants are governed by and shall be construed in accordance with the laws of Malaysia.

As at the end of the financial year, 24,266,665 Warrants remained unexercised.

### RESERVE AND PROVISIONS

All material transfers, if any, to or from reserves or provisions during the financial year are disclosed in the financial statements.

### SHARE OPTIONS

No option was granted to any person to take up unissued shares of the Company during the financial year.

# DIRECTORS' REPORT

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### DIRECTORS

The directors in office during the period commencing from the beginning of the financial year to the date of this report are:

Dato' Sri Anne Teo	
Datin Lee Nai Yee	
Julian Koh Lu Ern	
YAM Tengku Amir Nasser Ibni Tengku Ibrahim	(Appointed on 1 July 2021)
Lee Chin Cheh	(Appointed on 2 August 2021)

### DIRECTOR OF SUBSIDIARIES

The director of the Company's subsidiaries (excluding directors who are also directors of the Company) during the period commencing from the beginning of the financial year to the date of this report is:

Cheah See Heong

### DIRECTORS' INTERESTS

The following directors, who held office at the end of the financial year, had interests in shares as follows:

	----- Number of ordinary shares -----			
	At 1.1.2021	Bought	Sold	At 31.12.2021
<i>The Company</i>				
<u>Direct interests</u>				
Dato' Sri Anne Teo	9,004,866	-	8,512,000	492,866
Datin Lee Nai Yee	15,943,130	-	9,545,000	6,398,130

By virtue of the above directors' interests in shares in the Company, they are deemed to be interested in shares in all the subsidiaries of the Company to the extent that the Company has an interest.

Other than as disclosed above, none of the directors in office at the end of the financial year held any interest in the shares or debentures in the Company or its subsidiaries during the financial year.

### DIRECTORS' BENEFITS

Neither during nor at the end of the financial year was the Company a party to any arrangements whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

# DIRECTORS' REPORT

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by the directors shown in financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with a director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefit which may be deemed to have arisen from the transactions disclosed in Note 29 to the financial statements which were carried out in the ordinary course of business.

The details of the other benefits and remuneration of the directors are set out in Note 28 to the financial statements.

### INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

The Company maintains directors' and officers' liability insurance for the purpose of Section 289 of the Companies Act 2016, throughout the financial year, amounting to RM3,000,000. This provides appropriate insurance cover for the directors and officers of the Company and its subsidiaries. The amount of insurance premium paid during the financial year amounted to RM7,430.

### OTHER INFORMATION

Before the financial statements were made out, the directors took reasonable steps:

- (i) to ascertain that appropriate action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and satisfied themselves that all known bad debts have been written off and that adequate allowance had been made for doubtful debts; and
- (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances:

- (i) which would render the amount written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (ii) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading; or
- (iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (iv) not otherwise dealt with in this report of financial statements of the Group and of the Company which would render any amount stated in the financial statement misleading.

# DIRECTORS' REPORT

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

At the date of this report, there does not exist:

- (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
- (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the directors,

- (i) the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

### SIGNIFICANT EVENT

Details of the significant event during the financial year is disclosed in Note 35 to the financial statements.

### SUBSEQUENT EVENT

Details of subsequent event after the financial year end are disclosed in Note 36 to the financial statements.

### SUBSIDIARIES

Details of the subsidiaries are set out in Note 7 to the financial statements. There are no qualified auditor's report on the financial statements of the subsidiaries for the financial year in which this report is made.

As at the end of the financial year, the subsidiaries do not hold any shares in the holding company or in other related corporations.

### AUDITORS

To the extent permitted by laws, the Group has agreed to indemnify its auditors, as part of the terms of its audit engagement, against claims arising from the audit. No payment has been made to indemnify the auditors for the current financial period.

Auditors' remuneration is set out in Note 24 to the financial statements.

The auditors, Mazars PLT, Chartered Accountants, have expressed their willingness to accept re-appointment.



# DIRECTORS' REPORT

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### APPROVAL OF THE DIRECTORS' REPORT

This report is approved by the board of directors and signed on behalf of the board of directors in accordance with a directors' resolution.

JULIAN KOH LU ERN  
Director

LEE CHIN CHEH  
Director

Kuala Lumpur

# STATEMENT BY DIRECTORS

## PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, Julian Koh Lu Ern and Lee Chin Cheh, being two of the directors of Seni Jaya Corporation Berhad, do hereby state that, in the opinion of the directors, the financial statements set out on pages 78 to 128 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021 and financial performance and cash flows of the Group and of the Company for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Signed on behalf of the board of directors in accordance with a directors' resolution.

JULIAN KOH LU ERN  
Director

LEE CHIN CHEH  
Director

Kuala Lumpur

# STATUTORY DECLARATION

## PURSUANT TO SECTION 251(1)(B) OF THE COMPANIES ACT 2016

I, Cheah See Heong, being the principal officer who primarily responsible for the financial management of Seni Jaya Corporation Berhad, do solemnly and sincerely declare that, to the best of my knowledge and belief, the financial statements set out on pages 78 to 128 are correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared  
by the abovenamed  
Cheah See Heong  
at Kuala Lumpur  
in the Federal Territory  
on this

CHEAH SEE HEONG

Before me,

# INDEPENDENT AUDITORS' REPORT

## TO THE MEMBERS OF SENI JAYA CORPORATION BERHAD

REGISTRATION NO.: 199301025122 (279860-X) (INCORPORATED IN MALAYSIA)

### Report on the Audit of the Financial Statements

#### *Opinion*

We have audited the financial statements of Seni Jaya Corporation Berhad, which comprise the statements of financial position as at 31 December 2021 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 78 to 128.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act 2016 in Malaysia.

#### Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing ("ISA"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

#### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SENI JAYA CORPORATION BERHAD  
REGISTRATION NO.: 199301025122 (279860-X) (INCORPORATED IN MALAYSIA)

(a) Impairment of advertising display structures, tools and equipment

As at 31 December 2021, included in property, plant and equipment are advertising display structures, tools and equipment that are located in areas determined to be remote, for which revenue generating capabilities may be limited and the risk is that these assets may be impaired. We focused on this area because of the judgement required in applying various estimations when testing for impairment and the significant carrying value of these assets at the reporting date.

The accounting policies and relevant disclosures for the impairment of property, plant and equipment are set out in Note 2(i) and Note 3 to the financial statements respectively.

Our audit procedures included, among others, the following:

- (i) We obtained an understanding as well as challenged and evaluated the key assumptions and methodologies used by management in the cash flow projections provided.
- (ii) We reviewed the discount rate used by management and compared the key inputs to other relevant data for reasonableness.
- (iii) We assessed the sensitivity analysis performed by management on the key inputs used in the cash flow projections to understand the impact that reasonable alternative assumptions would have on the overall carrying amounts.

(b) Recoverability of amount due from an associate

The recoverability of amount due from an associate is considered a key audit matter due to its significance to the financial position of the Group and the importance of cash collection in reference to the working capital management of the business.

The impact of Covid-19, including the nature and extent of government support, supply chain constraints and increasing prices have resulted in unprecedented economic conditions, leading to uncertainty around judgements made in determining the severity and probability of forecasts used in the Expected Credit Loss ("ECL") assessment.

The accounting policies and relevant disclosures for the impairment of financial assets are set out in Note 2(m) and Note 10 to the financial statements respectively.

Our audit procedures included, among others, the following:

- (i) We evaluated the current financial status of the associate and obtained the forecasted management accounts used by management in assessing the recoverability of the outstanding amount.
- (ii) We challenged the reasonableness of the key assumptions in the ECL assessment.
- (iii) We independently reperformed the calculations and management judgmental adjustments.
- (iv) We further considered whether the judgements made in the significant assumptions would give rise to indicators of possible management bias.
- (v) We reviewed the appropriateness of disclosures in the financial statements



# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SENI JAYA CORPORATION BERHAD  
REGISTRATION NO.: 199301025122 (279860-X) (INCORPORATED IN MALAYSIA)

(c) Impairment on investment in newly acquired associate

The Group acquired 40% equity interest in Noisy Sherbet Sdn Bhd ("NSSB") via its wholly owned subsidiary on 7 September 2021 for a total consideration of RM5,000,000. As at 31 December 2021, the carrying amount of the 40% shareholdings in NSSB was RM4,799,403.

At the reporting date, the management performed an impairment assessment on the carrying amount of the investment in associate. The risks are that the recoverable amount of the investment in associate, which is determined using the value-in-use method, is less than the carrying amount. Determination of the recoverable amount requires management to estimate the future cash flows to be generated; and to determine a suitable discount rate in order to calculate the present value of those cash flows. As the bases and assumptions used in the calculation of recoverable amount involve a significant degree of management judgement, this is considered a key audit matter for the current financial year.

The accounting policies and relevant disclosures for the impairment on investment in the newly acquired associate is set out in Note 2(k) and Note 8 to the financial statements.

Our audit procedures included, among others, the following:

- (i) We obtained understanding of the business and performance of the associate.
- (ii) We evaluated the cash flow projection prepared by management, assessing the reasonableness of the key assumptions such as forecasted revenue growth rates applied by management and comparable industry data.
- (iii) We tested the appropriateness of the input data in deriving the discount rate by comparing to market sources.
- (iv) We performed sensitivity analysis to test the reasonable possible changes to the key assumptions in the cash flow projection.
- (v) We also reviewed the adequacy of the Group's disclosures.

There are no key audit matters to report for the Company.

*Information Other than the Financial Statements and Auditors' Report Thereon*

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements of the Group and of the Company and our auditors' report thereon. Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF SENI JAYA CORPORATION BERHAD**  
**REGISTRATION NO.: 199301025122 (279860-X) (INCORPORATED IN MALAYSIA)**

## *Responsibilities of the Directors for the Financial Statements*

The directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with MFRS, IFRS and the requirements of the Companies Act 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

## *Auditors' Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and ISA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and ISA, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

# INDEPENDENT AUDITORS' REPORT

## TO THE MEMBERS OF SENI JAYA CORPORATION BERHAD

### REGISTRATION NO.: 199301025122 (279860-X) (INCORPORATED IN MALAYSIA)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

In accordance with the requirements of the Companies Act 2016 in Malaysia, we also report that the subsidiaries of which we have not acted as auditors, is disclosed in Note 7 to the financial statements.

# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SENI JAYA CORPORATION BERHAD  
REGISTRATION NO.: 199301025122 (279860-X) (INCORPORATED IN MALAYSIA)

## Other Matter

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

MAZARS PLT  
201706000496 (LLP0010622-LCA)  
AF 001954  
Chartered Accountants

YAP CHING SHIN  
02022/03/2022 J  
Chartered Accountant

Kuala Lumpur

29 April 2022

ID\_2517

# STATEMENTS OF FINANCIAL POSITION

## AT 31 DECEMBER 2021

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment	3	6,835,070	7,250,546	-	-
Investment properties	4	10,763,533	11,014,633	-	-
Right-of-use assets	5	3,382,083	6,497,262	-	-
Goodwill	6	1,063,950	1,063,950	-	-
Investments in subsidiaries	7	-	-	9,980,906	9,980,906
Investments in associates	8	4,799,403	-	-	-
Amount owing by a subsidiary	9	-	-	21,000,000	21,000,000
Amount owing by associates	10	-	9,105,030	-	-
Other financial assets	11	3,136,173	3,254,395	-	-
Other investment		3,000	3,000	-	-
Deferred tax assets	12	109,229	109,229	-	-
		<u>30,092,441</u>	<u>38,298,045</u>	<u>30,980,906</u>	<u>30,980,906</u>
<b>CURRENT ASSETS</b>					
Trade and other receivables	13	15,660,733	8,379,296	7,936	7,936
Amount owing by subsidiaries	9	-	-	21,076,629	6,377,461
Amount owing by associates	10	-	1,978,158	-	-
Other financial assets	11	1,208,550	6,584,308	139,700	5,751,849
Current tax assets		755,779	569,288	-	610
Cash and cash equivalents	14	9,564,766	4,131,924	7,095,123	236,843
		<u>27,189,828</u>	<u>21,642,974</u>	<u>28,319,388</u>	<u>12,374,699</u>
<b>TOTAL ASSETS</b>		<u>57,282,269</u>	<u>59,941,019</u>	<u>59,300,294</u>	<u>43,355,605</u>
<b>EQUITY</b>					
Share capital	15	56,405,330	40,533,330	56,405,330	40,533,330
Retained earnings	16	(10,289,705)	6,912,742	2,590,564	2,500,365
<b>Equity attributable to owners of the Company</b>		<u>46,115,625</u>	<u>47,446,072</u>	<u>58,995,894</u>	<u>43,033,695</u>
Non-controlling interest	7	294,280	-	-	-
<b>TOTAL EQUITY</b>		<u>46,409,905</u>	<u>47,446,072</u>	<u>58,995,894</u>	<u>43,033,695</u>

The accompanying notes form an integral part of the financial statements

# STATEMENTS OF FINANCIAL POSITION

AT 31 DECEMBER 2021

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
<b>NON CURRENT LIABILITY</b>					
Lease liabilities	17	1,659,122	3,391,511	-	-
<b>CURRENT LIABILITIES</b>					
Trade and other payables	18	4,785,541	3,604,070	82,345	215,830
Amount owing to an associate	10	-	-	-	-
Amount owing to a subsidiary	9	-	-	110,323	106,080
Lease liabilities	17	1,914,394	4,394,008	-	-
Contract liabilities	19	2,401,575	1,101,121	-	-
Current tax liability		111,732	4,237	111,732	-
		9,213,242	9,103,436	304,400	321,910
<b>TOTAL LIABILITIES</b>		10,872,364	12,494,947	304,400	321,910
<b>TOTAL EQUITY AND LIABILITIES</b>		57,282,269	59,941,019	59,300,294	43,355,605

The accompanying notes form an integral part of the financial statements



# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
Revenue	20	8,747,483	8,823,532	121,111	124,136
Cost of sales	21	(7,763,026)	(6,608,741)	-	-
Gross profit		984,457	2,214,791	121,111	124,136
Interest income	22	453,312	126,788	1,395,204	518,070
Other operating income	23	1,481,246	2,414,648	-	26,884
Administrative expenses		(3,183,593)	(2,316,165)	(463,553)	(469,610)
Other operating expenses		(4,843,114)	(6,299,537)	(715,978)	(265,046)
Impairment loss on amount due from an associate		(11,447,389)	-	-	-
Finance costs		(211,459)	(1,350,692)	(4,243)	(4,080)
		(16,766,540)	(5,210,167)	332,541	(69,646)
Share of result in associate		(202,253)	(2,021)	-	-
(Loss)/Profit before tax	24	(16,968,793)	(5,212,188)	332,541	(69,646)
Income tax expense	25	(239,374)	(37,735)	(242,342)	(73,244)
(Loss)/Profit for the year		(17,208,167)	(5,249,923)	90,199	(142,890)
Other comprehensive income, net of tax		-	-	-	-
<b>Total comprehensive (loss)/income for the year</b>		(17,208,167)	(5,249,923)	90,199	(142,890)
<b>(Loss)/Profit for the year attributable to :</b>					
Owners of the Company		(17,202,447)	(5,249,923)	90,199	(142,890)
Non-controlling interest		(5,720)	-	-	-
		(17,208,167)	(5,249,923)	90,199	(142,890)
<b>Total comprehensive (loss) /income for the year attributable to :</b>					
Owners of the Company		(17,202,447)	(5,249,923)	90,199	(142,890)
Non-controlling interest		(5,720)	-	-	-
		(17,208,167)	(5,249,923)	90,199	(142,890)
Loss per ordinary share					
- Basic	26	(39.72)	(12.95)		
- Diluted	26	(25.46)	(12.95)		

The accompanying notes form an integral part of the financial statements

# STATEMENTS OF CHANGES IN EQUITY

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Group	Distributable reserve		Share capital RM	Non-Controlling Interest		Total Equity RM
	Retained profits RM	Total RM		RM	RM	
At 1 January 2020	12,162,665	52,695,995	40,533,330	-	-	52,695,995
Total comprehensive loss for the year	(5,249,923)	(5,249,923)	-	-	-	(5,249,923)
At 31 December 2020	6,912,742	47,446,072	40,533,330	-	-	47,446,072
Total comprehensive loss for the year	(17,202,447)	(17,202,447)	-	(5,720)	(5,720)	(17,208,167)
Contributions by and distributions to owners of the Company :						
New shares issued by the Company via private placement	-	15,872,000	15,872,000	-	-	15,872,000
Non-controlling interest arising from disposal of share of subsidiary	-	-	-	300,000	300,000	300,000
At 31 December 2021	(10,289,705)	46,115,625	56,405,330	294,280	294,280	46,409,905

The accompanying notes form an integral part of the financial statements

# STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Company	Share capital		Distributable reserve		Non-Controlling Interest	Total Equity
	RM	RM	Retained profits	Total		
	RM	RM	RM	RM	RM	RM
At 1 January 2020	40,533,330	40,533,330	2,643,255	43,176,585	-	43,176,585
Total comprehensive income for the year	-	-	(142,890)	(142,890)	-	(142,890)
At 31 December 2020	40,533,330	40,533,330	2,500,365	43,033,695	-	43,033,695
Total comprehensive income for the year	-	-	90,199	90,199	-	90,199
Contributions by and distributions to owners of the Company :						
New shares issued by the Company via private placement	15,872,000	15,872,000	-	15,872,000	-	15,872,000
At 31 December 2021	56,405,330	56,405,330	2,590,564	58,995,894	-	58,995,894

The accompanying notes form an integral part of the financial statements

# STATEMENTS OF CASH FLOWS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
CASH FLOWS FROM OPERATING ACTIVITIES				
(Loss)/Profit before tax	(16,968,793)	(5,212,188)	332,541	(69,646)
Adjustments for:				
Depreciation of:				
property, plant and equipment	1,429,456	2,096,049	-	-
right-of-use assets	2,904,382	4,438,735	-	-
investment properties	251,100	251,099	-	-
Share of result from associates	202,253	2,021	-	-
Allowance for impairment loss on:				
trade receivables	139,248	-	-	-
other receivables	96,929	67,884	-	-
amount owing by an associate	11,447,389	-	-	-
amount owing by subsidiaries	-	-	-	236,423
Bad debts written off on other receivables	-	229,979	-	-
Fair value loss/(gain) on financial assets designated at FVTPL,net	243,831	1,345,321	985	4,604
Property, plant and equipment written off	457,553	332,656	-	-
Gain on disposal of property, plant and equipment	(47,391)	-	-	-
Goodwill impairment	-	58,039	-	-
Interest income	(418,721)	(126,788)	(13,328)	(518,070)
Interest expense	211,459	1,350,692	-	4,080
Income from equity instruments at FVTPL	-	(925,153)	-	-
Distribution from investments in unit trusts	(45,601)	(37,347)	(34,591)	(26,884)
Allowance for doubtful debts no longer required	-	(44,759)	-	-
Operating profit/(loss) before working capital changes	(96,906)	3,826,240	285,607	(369,493)
Changes in receivables	(7,517,624)	3,249,047	-	1,900
Changes in payables	1,181,471	(744,301)	(133,485)	112,240
Changes in contract liabilities	1,300,454	(397,774)	-	-
Cash generated from/(used in) operations	(5,132,605)	5,933,212	152,122	(255,353)

The accompanying notes form an integral part of the financial statements

# STATEMENTS OF CASH FLOWS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Cash generated from/(used in) operations	(5,132,605)	5,933,212	152,122	(255,353)
Interest received	15,387	55,399	13,328	-
Interest paid	(13,504)	-	-	-
Income tax paid	(318,370)	(336,336)	(130,000)	(73,953)
Net cash (used in)/ generated from operating activities	(5,449,092)	5,652,275	35,450	(329,306)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Uplift of investment in unit trusts	6,474,046	-	5,645,755	-
Interest received	39,133	-	-	-
Proceeds from disposal of:				
- Property, plant and equipment	593,450	-	-	-
- Investment in subsidiary	300,000			
Proceeds from private placement	15,872,000		15,872,000	
Investments in:				
- Unit trusts	-	(6,000,001)	-	(5,500,001)
- Associate	(5,001,656)			
- Other financial assets	(1,178,286)			
Net cash inflow on acquisition of subsidiaries	-	5,739	-	-
Purchase of property, plant and equipment	(2,017,592)	(336,006)	-	-
Repayment from subsidiaries	-	-	-	2,020,693
Repayment from/(Advances to) associates	-	5,486,217	-	3,965,578
Net cash generated from/ (used in) investing activities	15,081,095	(844,051)	21,517,755	486,270
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Advances (to) Subsidiaries/ from a subsidiary	-	-	(14,694,925)	50,000
Payment of lease liabilities	(4,001,206)	(3,654,684)	-	-
Interest paid on lease liabilities	(197,955)	(607,721)	-	-
Net cash (used in)/generated from financing activities	(4,199,161)	(4,262,405)	(14,694,925)	50,000
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>				
	5,432,842	545,819	6,858,280	206,964
Effect of exchange difference on cash and cash equivalents	-	(2,489)	-	-
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	4,131,924	3,588,594	236,843	29,879
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR (Note 14)	9,564,766	4,131,924	7,095,123	236,843

The accompanying notes form an integral part of the financial statements

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 1. CORPORATE INFORMATION

Seni Jaya Corporation Berhad (the "Company") is a public limited liability company incorporated and domiciled in Malaysia, and listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are disclosed on page 1.

The principal activities of the Company are in investment holding and provision of management services to its subsidiaries.

The principal activities of subsidiaries are set out in Note 7.

There have been no significant changes in the nature of these activities during the financial year.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS") issued by the Malaysian Accounting Standards Board ("MASB"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act 2016 in Malaysia.

The measurement bases applied in the preparation of the financial statements include historical cost, recoverable value, realisable value and fair value. Estimates are used in measuring these values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities, for which fair value is measured or disclosed, are categorised within the fair value hierarchy set out below based on the inputs that are significant to the fair value measurement. Fair value measurement is derived from:

- Level 1: Unadjusted quoted prices in active markets (for identical assets or liabilities).
- Level 2: Inputs (other than quoted prices included within Level 1) are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Valuation techniques that include unobservable inputs (not based on observable market data).

The financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency.

#### (b) Application of new or revised standards, amendments and Issues Committee ("IC") Interpretations

In the current financial year, the Group and Company have applied a number of new standards, amendments and IC interpretations that become effective mandatorily for the financial periods beginning on or after 1 January 2021.

The adoption of the new standards, amendments and/or IC interpretations does not have significant impact on the financial statements of the Group and of the Company.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (c) New or amended standards issued that are not yet effective

The Group and Company have not applied the following amendments that have been issued by the MASB relevant to its operations but are not yet effective:

		<i>Effective Date</i>
Amendments to MFRS 1, MFRS 9, MFRS 16 and MFRS 141	Annual Improvements to MFRS Standards 2018–2020	1 January 2022
Amendments to MFRS 3	Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 116	Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Amendments to MFRS 137	Onerous Contracts–Cost of Fulfilling a Contract	1 January 2022
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to MFRS 101	Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108	Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023

Except as otherwise indicated, the adoption of the above amendments are not expected to have significant impact on the financial position and financial performance of the Group and of the Company.

#### (d) Significant accounting judgements and estimates

The preparation of financial statements requires management to exercise judgement in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that affect reported amounts of assets, liabilities, and disclosures of contingent assets and liabilities at the reporting date, and reported amounts of income and expenses during the financial year.

Although these estimates are based on management's best knowledge of current events and actions, historical experiences and various other factors, including expectations for future events that are believed to be reasonable under the circumstances, actual results may ultimately differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There is no critical judgement in applying accounting policies that has the most significant effect on the amount recognised in the financial statements.

#### Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources associated with estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (d) Significant accounting judgements and estimates (cont'd)

##### Key sources of estimation uncertainty (cont'd)

###### *Impairment of goodwill*

The Group reviews whether goodwill is impairment at least on an annual basis or on a more frequent basis if events or changes in circumstances indicate that the carrying amount may be impaired.

For the purpose of impairment testing, goodwill is allocated to the Group's cash generating unit ("CGU") that is expected to benefit from synergies of the business combination.

The recoverable amount of the CGU is determined using the value-in-use method which requires significant management estimations. Changes in the assumptions used by the management in assessing the impairment could materially affect the net present value of the goodwill and may result in recognition of impairment loss.

###### *Depreciation and impairment of property, plant and equipment and investment properties*

The Group reviews the estimated useful lives of property, plant and equipment and investment properties at each reporting date. Changes in the expected useful lives of property, plant and equipment and investment properties could impact future depreciation charges.

Property, plant and equipment and investment properties are assessed at each reporting date to determine whether there is any indication of impairment. If such an indication exists, an estimation of the recoverable amount is required. Estimating the recoverable amount requires management to make an estimate of the expected future cash flows from the property, plant and equipment and investment properties or the related cash generating unit.

###### *Determining the loss allowance for receivables*

Management assesses the expected credit losses ("ECL") for receivables at each reporting date. Credit losses are the difference between the contractual cash flows that are due to the entity and the cash flows that it actually expects to receive. Management applies simplified approach of MFRS 9 *Financial Instruments* in assessing the impairment of receivables.

In determining the ECL, management uses historical credit loss experience for receivables to estimate the ECL. Management is not only required to consider historical information that is adjusted to reflect the effects of current conditions and information that provides objective evidence that receivables are impaired in relation to incurred losses, but management is also considering, when applicable, reasonable and supportable information that may include forecasts of future economic conditions when estimating the ECL, on an individual and collective basis. The need to consider forward-looking information means that management exercises considerable judgement as to how changes in macroeconomic factors will affect the ECL on receivables.

The ECL on receivables as at current reporting date is primarily based upon the historical credit loss experience.

###### *Provision for licence fees*

The provision is in respect of hoardings erected for which local authorities have yet to bill for the licence fees. The directors are of the view that the hoardings erected do adhere to local authorities' guidelines and that these fees are payable unless guidelines are revised to reflect otherwise.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (d) Significant accounting judgements and estimates (cont'd)

##### *Income taxes*

Significant judgement is involved in determining the capital allowances and deductibility of expenses during the estimation of the provision for income tax. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group and the Company recognise liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

##### *Lease liability*

Management estimates the lease term as the non-cancellable period of a lease together with both periods covered by an option to extend the lease and an option to terminate the lease. In assessing whether it is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, management exercises judgement by considering all relevant facts and circumstances that create an economic incentive to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

Management measures the lease liability as the present value of the lease payments that are not paid at commencement date. The lease payments are discounted using the incremental borrowing rate.

The lease terms and discount rate are determined using certain assumptions and they represents management's best estimation. The assumptions on which it is based relate to the future. Actual outcome may be different from the estimation and the variation could be material.

#### (e) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and of all its subsidiaries and entities controlled by the Company (including structured entities) made up to the end of the financial year.

The Company controls an investee if and only if the Company has all the following:

- (i) power over the investee;
- (ii) exposure, or rights, to variable returns from its involvement with the investee; and
- (iii) the ability to use its power over the investee to affect the amount of the investor's returns.

When the Company has no majority voting rights of an investee, it considers that it has power over the investee if the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

All intra-group balances, transactions, income and expenses are eliminated in full on consolidation. Consolidation of an investee shall begin from the date the Company obtains control of the investee and cease when the investor loses control of the investee.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (e) Basis of consolidation (cont'd)

Non-controlling interests are initially measured at fair value. Subsequently, non-controlling interests are the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

#### *Changes of interests in subsidiaries*

The changes of interests in subsidiaries that do not result in a loss of control are treated as equity transactions between the Group and non-controlling interest holders. Any gain or loss arising from equity transactions is recognised directly in equity.

#### *Loss of control*

When the Company loses control of a subsidiary:

- (i) It derecognises the assets and liabilities, non-controlling interests, and other amounts previously recognised in other comprehensive income relating to the former subsidiary.
- (ii) It recognises any gain or loss in profit or loss attributable to the Group, which is calculated as the difference between (i) the aggregate of the fair value of the consideration received, if any, from the transaction, event or circumstances that resulted in the loss of control; plus any investment retained in the former subsidiary at its fair value at the date when control is lost; and (ii) the net carrying amount of assets, liabilities, goodwill and any non-controlling interests attributable to the former subsidiary at the date when control is lost.
- (iii) It recognises any investment retained in the former subsidiary at its fair value when control is lost and subsequently accounts for it and for any amounts owed by or to the former subsidiary in accordance with relevant MFRS. That fair value shall be regarded as the fair value on initial recognition of a financial asset in accordance with MFRS 9 or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

#### (f) Business combination

The Group accounts for each business combination by applying the acquisition method.

The consideration transferred in a business combination shall be measured at fair value, which shall be calculated as the sum of the acquisition date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity interests issued by the acquirer.

A business combination in which the amount in (ii) above exceeds the aggregate of the amounts in (i) above, the Group recognises the resulting gain in profit or loss on the acquisition date.

#### (g) Investments in subsidiaries

In the Company's separate financial statements, investments in subsidiaries are measured at cost less impairment losses, if any. Impairment losses are recognised in profit or loss.

On disposal, the difference between the net disposal proceeds and the carrying amount of the investment disposed of is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (h) Investments in associates

An associate is an entity in which the Group has significant influence and that is neither a subsidiary nor an interest in a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has significant influence.

Investments in associates are accounted for in the consolidated financial statements using the equity method of accounting from the date on which the Group obtains significant influence until the date of the Group ceases to have a significant influence over the associates. Under the equity method, the investments in associates are initially recognised at cost and adjusted thereafter for post-acquisition changes in the Group's share of net assets of the associates.

The Group's share of net profit or loss and changes recognised directly in the other comprehensive income of the associate is recognised in the consolidated statement of profit or loss and other comprehensive income, respectively.

When the Group's share of losses exceeds its interest in an equity accounted associate, the carrying amount of that interest including any long-term investments is reduced to nil, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payment on behalf of the associate.

Premium relating to associates are included in the carrying value of the investment and it is not tested for impairment separately. Instead, the entire carrying amount of the investments is tested for impairment.

Discount on acquisition is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

Unrealised gains or losses on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates.

Equity accounting is discontinued when the carrying amount of the investment in an associate diminishes by virtue of losses to zero, unless the Group has legal or constructive obligations or made payments on behalf of the associates.

The results and reserves of associates are accounted for in the consolidated financial statements based on financial statements made up to the end of the financial year and prepared using accounting policies that conform to those used by the Group for like transactions in similar circumstances.

When the Group ceases to have significant influence over an associate, any retained interest in the former associate is recognised at fair value on the date when significant influence is lost. Any gain or loss arising from the loss of significant influence over an associate is recognised in profit or loss.

When changes in the Group's interest in an associate that do not result in a loss of significant influence, the retained interest in the associate is not remeasured. Any gain or loss arising from the changes in the Group's interest in the associate is recognised in profit or loss.

In the Company's separate financial statements, investments in associates are measured at cost less impairment losses, if any. Impairment loss is recognised in profit or loss.

On disposal, the difference between the net disposal proceeds and the carrying amount of the associate disposed of is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (i) Property, plant and equipment

##### (i) Measurement basis

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any.

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised in profit or loss when incurred.

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from their use or disposal. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit or loss.

##### (ii) Depreciation

Freehold land and construction in progress are not depreciated.

Depreciation is calculated to write off the depreciable amount of other property, plant and equipment on a straight-line basis over their estimated useful lives. The depreciable amount is determined after deducting residual value from cost.

The principal annual rates used for this purpose are:

Building	2%
Computers and office equipment	10%
Furniture and fittings	10%
Motor vehicles	20%
Renovation	10%
Advertising display structures, tools and equipment	10% - 14%

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

#### (j) Investment properties

Investment properties are properties held to earn rental income or for capital appreciation or both rather than for use in the production or supply of goods or services or for administrative purposes, or sale in the ordinary course of business.

##### (i) Measurement basis

Investment properties are stated at cost less accumulated depreciation and impairment losses, if any.

The cost of investment properties includes expenditure that is directly attributable to the acquisition of the asset.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (j) Investment properties (cont'd)

##### (i) Measurement basis (cont'd)

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial year in which they are incurred.

Investment properties are derecognised upon disposal or when the investment properties are permanently withdrawn from use and no future economic benefits are expected from their disposal. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit or loss.

##### (ii) Depreciation

Freehold land is not depreciated.

Depreciation is calculated to write off the depreciable amount of investment properties on a straight-line basis over their estimated useful lives. Depreciable amount of an investment property is determined after deducting the residual value from the cost amount of the investment property.

The principal annual rate used for this purpose is 2% per annum.

The residual values, useful lives and depreciation method are reviewed, and adjusted if appropriate, at each reporting date.

#### (k) Impairment of non-financial assets

##### (i) Goodwill

Goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that the goodwill may be impaired.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from synergies of the business combination.

An impairment loss is recognised when the carrying amount of the cash-generating unit, including the goodwill, exceeds the recoverable amount of the cash-generating unit. Recoverable amount of the cash-generating unit is the higher of the cash-generating unit's fair value less cost to sell and its value-in-use.

The total impairment loss is allocated first to reduce the carrying amount of goodwill allocated to the cash-generating unit and then to the other assets of the cash-generating unit proportionately on the basis of the carrying amount of each asset in the cash-generating unit.

Impairment loss recognised for goodwill is not reversed in the event of an increase in recoverable amount in subsequent periods.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (k) Impairment of non-financial assets (cont'd)

##### (ii) *Tangible and intangible assets*

Tangible and intangible assets are assessed at each reporting date to determine whether there is any indication of impairment.

If such an indication exists, the asset's recoverable amount is estimated. The recoverable amount is the higher of an asset's fair value less cost to sell and its value in use. Value in use is the present value of the future cash flows expected to be derived from the asset. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

An impairment loss is recognised whenever the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

Any reversal of an impairment loss as a result of a subsequent increase in recoverable amount should not exceed the carrying amount that would have been determined (net of amortisation or depreciation, if applicable) had no impairment loss been previously recognised for the asset.

#### (l) Leases (MFRS 16)

##### *The Group as Lessee*

Right-of-use assets and corresponding lease liabilities are recognised with respect to all lease agreements, except for short-term leases and leases of low value assets.

For short-term leases (i.e. leases with a lease term of 12 months or less) and leases of low value assets, lease payments are recognised as an expense on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the lease commencement date, discounted using the rate implicit in the lease or incremental borrowing rate, where applicable. Lease payments included in the measurement of the lease liability comprise: (i) fixed lease payments, less lease incentives; (ii) variable lease payments based upon an index or a rate; and (iii) payments of penalties for terminating the lease.

The right-of-use assets comprise the corresponding lease liability, lease payments made at or before the lease commencement date and initial direct costs. Whenever there is an obligation to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the agreed condition, a provision is recognised. These costs are included in the related right-of-use assets.

Right-of-use assets are measured at cost less accumulated depreciation and impairment losses. They are depreciated over the shorter period of lease term and useful life of the underlying assets. The depreciation starts on the lease commencement date. The depreciation periods and depreciation method are reviewed, and adjusted if appropriate, at each reporting date.

Variable lease payment (not based upon an index or a rate) are recognised as an expense in the period in which it is incurred.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (l) Leases (MFRS 16) (cont'd)

##### *The Group as Lessor*

Leases are classified as finance leases or operating leases. Whenever the lease transfers substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the lease term. Initial direct costs incurred are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the net investment in the leases. Finance lease income is allocated to reporting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the leases.

#### (m) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of an instrument.

Financial assets and financial liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities on initial recognition.

##### *Financial assets*

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### *Subsequent measurement*

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are measured subsequently in the following manners:

- at amortised cost (debt instruments);
- at fair value through other comprehensive income ("FVTOCI"), with recycling of cumulative gains and losses (debt instruments);
- designated at FVTOCI, without recycling of cumulative gains and losses (equity instruments); or
- at fair value through profit or loss ("FVTPL").

##### *Financial assets at amortised cost*

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (m) Financial instruments (cont'd)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when an asset is derecognised, modified or impaired.

##### *Financial assets at FVTOCI*

Debt instruments that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at FVTOCI, the related interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. All other changes in the carrying amount are recognised in other comprehensive income ("OCI") and accumulated in a reserve in equity.

##### *Equity instruments designated at FVTOCI*

Upon initial recognition, management may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term;
- on initial recognition it is part of a portfolio of identified financial instruments that the entity manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative instrument (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in a reserve in equity. Equity instruments designated at FVTOCI are not subject to impairment assessment.

##### *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL, including but not limited to:

- Debt instruments that are designated as at FVTPL, if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.
- Derivative instruments.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (m) Financial instruments (cont'd)

##### *Financial assets at FVTPL (cont'd)*

Financial assets at FVTPL are measured at fair value, with fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

##### *Impairment of financial assets*

Loss allowance is recognised for expected credit losses ("ECL") for all debt instruments not held at FVTPL, i.e. financial assets at amortised cost or FVTOCI, receivables, lease receivables, contract assets, loan commitments and financial guarantee contracts.

ECL is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that are expected to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial asset.

Management measures the loss allowance of receivables, contract assets and lease receivables at an amount equal to their lifetime ECL (i.e. simplified approach). The ECL on these financial assets are estimated based on historical credit loss experience, and where appropriate, adjusted for forward-looking factors specific to the debtors and the economic environment.

For all other financial assets at amortised cost, where credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECL is provided for credit losses that result from default events that are possible within 12 months after the reporting date. For those credit exposures for which there has been a significant increase in the likelihood or risk of a default occurring since initial recognition (instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring), a loss allowance is required for credit losses expected over the remaining life of the financial assets.

##### *Derecognition of financial assets*

A financial asset is derecognised only when the contractual rights to the cash flows from the financial asset expire; or when the financial asset is transferred and substantially all the risks and rewards of ownership of the financial asset are transferred to another party.

If the entity neither transfers nor retains substantially all the risks and rewards of ownership and continues to control a transferred financial asset, the entity recognises its retained interest in the financial asset and an associated liability for amounts it may have to pay. If the entity retains substantially all the risks and rewards of ownership of a transferred financial asset, the entity continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the financial asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the reserve is reclassified to profit or loss. On derecognition of an investment in equity instrument classified at FVTOCI, the cumulative gain or loss previously accumulated in the reserve is transferred to retained earnings.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (m) Financial instruments (cont'd)

##### *Financial liabilities and equity instruments*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### *Financial liabilities*

All financial liabilities are subsequently measured at FVTPL or at amortised cost.

##### *Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is:

- contingent consideration of an acquirer in a business combination;
- held for trading; or
- it is designated as at FVTPL.

Financial liabilities are classified as held for trading if they are held for the purpose of repurchasing in the near term. This category also includes derivatives entered into by the entity that are not designated as hedging instruments. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial liabilities at FVTPL are measured at fair value, with gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in OCI, unless the recognition of the effects of changes in the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in OCI are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

##### *Financial liabilities at amortised cost*

These financial liabilities are subsequently measured at amortised cost using the effective interest method.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument or a financial liability by allocating interest income/expense over the relevant periods. The effective interest rate is the rate that exactly discounts estimated future cash receipts/payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of a debt instrument or a financial liability, to the amortised cost of the debt instrument or the financial liability.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (m) Financial instruments (cont'd)

##### *Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued are initially measured at their fair values and, if not designated as at FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the loss allowance determined in accordance with MFRS 9; and
- the amount recognised initially less, where appropriate, cumulative amount of income recognised.

##### *Derecognition of financial liabilities*

Financial liabilities are derecognised when, and only when, the obligations under the liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

When an existing financial liability is replaced by another financial liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as derecognition of the original liability and the recognition of a new liability.

##### *Equity instrument*

Equity instruments issued are recognised at the proceeds received. Costs incurred directly attributable to the issuance of the equity instruments are accounted for as a deduction from equity.

Repurchase of own equity instruments is deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of own equity instruments.

#### (n) Provisions

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, when it is probable that the entity will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, a provision represents the present value of estimated future those cash flows.

When some or all of the cash flows required to settle a provision are expected to be recovered from a third party, an asset is recognised if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### (o) Revenue recognition

Revenue from a contract with a customer is recognised when control of the goods or services are transferred to the customer. Revenue is measured based on the consideration specified in the contract to which the entity expects to be entitled in exchange for transferring the goods or services to the customer, excluding amounts collected on behalf of third parties.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (o) Revenue recognition (cont'd)

##### (ii) Production

Revenue from production contracts are recognised upon delivery of goods or services, net of discounts and taxes where control of the goods or services has been passed to the customers.

##### (iii) Management fees

Management fees are recognised when services are rendered.

##### (iv) Contract balances arising from revenue recognition

Contract liabilities are the obligation to transfer goods or services to customers for which the entity has received consideration (or an amount of consideration is due) from the customers. If the customers pay consideration before the entity transfers goods or services to the customers, contract liabilities are recognised when the payment is made or the payment is due (whichever is earlier).

Other income recognised as follows:

##### (i) Rental of investment properties

Rental income from investment properties is recognised on the straight-line basis over the term of the lease. The aggregate cost of incentives provided to lessees is recognised as a reduction of rental income over the lease term on a straight-line basis.

##### (ii) Interest income

Interest income is recognised on an accrual basis using the effective interest method.

##### (iii) Dividend income

Dividend income is recognised when the Group's right to receive payment is established.

##### (iv) Rental of coverage antenna spaces

Income from rental of coverage antenna spaces is recognised in the financial statements over the period of the contracts.

#### (p) Employee benefits

##### (i) Short term employee benefits

Wages, salaries, paid annual leave, paid sick leave, bonuses and non-monetary benefits are recognised as an expense in the period in which the associated services are rendered by employees.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (p) Employee benefits (cont'd)

##### (ii) Defined contribution plan

The Company and its subsidiaries pay monthly contributions to the Employees Provident Fund ("EPF") which is a defined contribution plan.

The legal or constructive obligation of the Company and its subsidiaries are limited to the amount that they agree to contribute to the EPF. The contributions to the EPF are charged to profit or loss in the period to which they relate.

#### (q) Income tax

The income tax expense represents the aggregate of current tax and deferred tax.

Current tax and deferred tax are recognised in profit or loss. Current tax and deferred tax are recognised in other comprehensive income or directly in equity, if the tax relates to items that are recognised in other comprehensive income or directly in equity. Where deferred tax arises from a business combination, the tax effect is included in the accounting for the business combination.

##### *Current tax*

Current tax is the expected income tax payable on the taxable profit for the year, estimated using the tax rates enacted or substantially enacted by the reporting date.

##### *Deferred tax*

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, which is accounted using the liability method.

A deferred tax liability is recognised for all taxable temporary differences. A deferred tax asset is only recognised for deductible temporary differences and unutilised tax credit to the extent that it is probable that taxable profit will be available in future against which the deductible temporary differences and unutilised tax credit can be utilised.

No deferred tax is recognised for temporary differences arising from the initial recognition of: (i) goodwill, or (ii) an asset or liability (which is not in a business combination) at the time of the transaction that affects neither accounting profit nor taxable profit.

Deferred taxes are measured based on tax consequences that would follow from the manner in which the asset or liability is expected to be recovered or settled, and based on the tax rates enacted or substantively enacted at the reporting date that are expected to apply to the financial period when the asset is realised or when the liability is settled.

#### (r) Foreign currencies

(i) Functional currency is the currency of the primary economic environment in which an entity operates.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (r) Foreign currencies (cont'd)

##### (ii) Transactions and balances in foreign currencies

Transactions in currencies other than the functional currency ("foreign currencies") are translated to the functional currency at the rate of exchange ruling at the date of the transaction.

Monetary items denominated in foreign currencies at the reporting date are translated at foreign exchange rates ruling at that date.

Non-monetary items which are measured in terms of historical costs denominated in foreign currencies are translated at foreign exchange rates ruling at the date of the transaction.

Non-monetary items which are measured at fair values denominated in foreign currencies are translated at the foreign exchange rates ruling at the date when the fair values were determined.

Exchange differences arising on the settlement of monetary items and the translation of monetary items are included in profit or loss for the period.

When a gain or loss on a non-monetary item is recognised directly in other comprehensive income, any corresponding exchange gain or loss is recognised directly in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any corresponding exchange gain or loss is recognised in profit or loss.

#### (s) Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances and other short term, highly liquid investments that are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 3. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land	Buildings	Computers and office equipment	Furniture and fittings	Motor vehicles	Renovation	Advertising display structures, tools and equipment	Total
2021	RM	RM	RM	RM	RM	RM	RM	RM
Cost								
At 1 January 2021	598,130	559,574	843,064	1,537,925	2,556,145	1,766,125	19,521,502	27,382,465
Additions	-	-	72,305	2,251	520,747	271,191	1,151,098	2,017,592
Write-off	-	-	-	-	-	(391,168)	(421,300)	(812,468)
Disposal	-	-	-	-	(1,378,605)	-	(429,328)	(1,807,933)
At 31 December 2021	598,130	559,574	915,369	1,540,176	1,698,287	1,646,148	19,821,972	26,779,656
Accumulated depreciation								
At 1 January 2021	-	358,124	728,327	1,519,169	2,506,009	1,236,973	13,563,964	19,912,566
Charge for the year	-	11,191	34,090	4,345	19,147	66,112	1,294,571	1,429,456
Write-off	-	-	-	-	-	(129,686)	(225,229)	(354,915)
Disposal	-	-	-	-	(857,857)	-	(404,017)	(1,261,874)
At 31 December 2021	-	369,315	762,417	1,523,514	1,667,299	1,173,399	14,229,289	19,725,233
Accumulated impairment								
At 1 January 2021 / 31 December 2021	-	-	-	-	-	-	219,353	219,353
Net carrying amount								
At 31 December 2021	598,130	190,259	152,952	16,662	30,988	472,749	5,373,330	6,835,070

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 3. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Group	Freehold land	Buildings	Computers and office equipment	Furniture and fittings	Motor vehicles	Renovation	Advertising display structures, tools and equipment	Construction in progress	Total
Cost	RM	RM	RM	RM	RM	RM	RM	RM	RM
At 1 January 2020	598,130	559,574	838,985	1,537,925	2,463,189	1,766,125	21,711,576	741,000	30,216,504
Additions	-	-	4,079	-	92,956	-	238,971	-	336,006
Write-off	-	-	-	-	-	-	(3,170,045)	-	(3,170,045)
Reclassification	-	-	-	-	-	-	741,000	(741,000)	-
At 31 December 2020	598,130	559,574	843,064	1,537,925	2,556,145	1,766,125	19,521,502	-	27,382,465
Accumulated depreciation									
At 1 January 2020	-	346,933	686,426	1,513,312	2,347,462	1,162,684	13,741,813	-	19,798,630
Charge for the year	-	11,191	41,901	5,857	158,547	74,289	1,804,264	-	2,096,049
Write-off	-	-	-	-	-	-	(1,982,113)	-	(1,982,113)
At 31 December 2020	-	358,124	728,327	1,519,169	2,506,009	1,236,973	13,140,535	-	19,912,566
Accumulated impairment									
At 1 January 2020	-	-	-	-	-	-	1,074,629	-	1,074,629
Write-off	-	-	-	-	-	-	(855,276)	-	(855,276)
At 31 December 2020	-	-	-	-	-	-	219,353	-	219,353
Net carrying amount									
At 31 December 2020	598,130	201,450	114,737	18,756	50,136	529,152	5,738,185	-	7,250,546



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 3. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Included in the cost of property, plant and equipment of the Group are the following fully depreciated assets which are still in use:

	Group	
	2021	2020
	RM	RM
Computers and office equipment	503,486	470,884
Furniture and fittings	1,502,573	1,483,249
Motor vehicles	1,605,631	2,456,521
Renovation	1,048,950	1,023,235
Advertising display structures, tools and equipment	8,145,129	10,405,880
	-----	-----
	12,805,469	15,839,769
	=====	=====

### 4. INVESTMENT PROPERTIES

	Group	
	2021	2020
	RM	RM
At cost:		
At 1 January/31 December	16,439,530	16,439,530
	-----	-----
Accumulated Depreciation		
At 1 January	5,424,897	5,173,798
Charge for the year	251,100	251,099
	-----	-----
At 31 December	5,675,997	5,424,897
	-----	-----
Net carrying amount	10,763,533	11,014,633
	=====	=====
Fair value	27,500,000	27,500,000
	=====	=====

The Directors estimate the fair value of the Group's investment properties without the involvement of independent valuers based on current year prices in an active market for the respective properties within each vicinity. In estimating the fair values, adjustments have been made to these listing prices to reflect differences in land or floor sizes, designs, location, and other features between the Group's properties and the comparable properties. The fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 4. INVESTMENT PROPERTIES (cont'd)

Detail of the Group's investment properties and information about the fair value hierarchy as at 31 December 2021 as follows:

	Level 1 RM	Level 2 RM	Level 3 RM	Total RM
2021				
Commercial property units located:				
- in Malaysia	-	-	26,300,000	26,300,000
- outside Malaysia	-	-	1,200,000	1,200,000
	-----	-----	-----	-----
	-	-	27,500,000	27,500,000
	=====	=====	=====	=====
2020				
Commercial property units located:				
- in Malaysia	-	-	26,300,000	26,300,000
- outside Malaysia	-	-	1,200,000	1,200,000
	-----	-----	-----	-----
	-	-	27,500,000	27,500,000
	=====	=====	=====	=====

The property rental income earned by the Group from its investment properties, all of which are leased out under operating leases, amounted of RM996,048 (2020: RM941,406). Direct operating expenses pertaining to the investment properties amounted to RM346,451 (2020: RM410,312). There is no transfer between Level 1, 2 and 3 fair values during the financial year.

### 5. RIGHT-OF USE ASSETS

*The Group as a lessee*

	Group	
	2021 RM	2020 RM
Right-of-use assets		
- Property	128,963	130,738
- Advertising spaces	3,253,120	6,366,524
	-----	-----
	3,382,083	6,497,262
	=====	=====

The leases of property and advertising spaces are typically made for period of 2 to 5 (2020: 2 to 5) years. The lessors do not impose any covenants.

Addition to right-of-use assets during the current financial year amounted to RM210,797 (2020: RM2,256,089).

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 6. GOODWILL

	Group 2021	2020 RM
At 1 January	1,063,950	-
Acquisition of subsidiaries	-	1,121,989
	-----	-----
At 31 December	1,063,950	1,121,989
Less: Impairment losses	-	(58,039)
	-----	-----
Carrying amounts	1,063,950	1,063,950
	=====	=====

Goodwill arising from the acquisitions of Seni Jaya OOH Sdn Bhd is allocated, to the Seni Jaya OOH Sdn Bhd's business being the cash generating unit ("CGU"). The consideration paid for the acquisitions effectively included amounts for anticipated profitability, future market development of the CGU and the benefit of expected synergies to arise after the acquisitions.

For annual impairment testing purposes, the recoverable amount of the CGU has been determined based on its value-in-use calculation, which applies a discounted cash flow model using cash flow projections covering a period of 28 months based on most recent financial budget and projections approved by management.

Key assumption used for value-in-use calculation is as follows:

Pre-tax discount rate <sup>(1)</sup>	9.27%
Average revenue growth rate <sup>(2)</sup>	13.00%

<sup>(1)</sup> The pre-tax discount rate is estimated based on the CGU-specific weighted average cost of capital for the financial year.

<sup>(2)</sup> Average annual growth rate over the three-year forecast period; based on management's expectations of market development.

The directors believe that no reasonably possible changes in any of the key assumption would cause the recoverable amount of the CGU to differ materially from its carrying amount as at 31 December 2021.

## 7. INVESTMENTS IN SUBSIDIARIES

	Company 2021	2020
	RM	RM
Unquoted shares, at cost	9,980,906	9,980,906
	=====	=====

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 7. INVESTMENTS IN SUBSIDIARIES (cont'd)

The details of the subsidiaries, which are all incorporated in Malaysia, are as follow:

Name of Company	Effective equity interest		Principal activities
	2021 %	2020 %	
Seni Jaya Sdn. Bhd. ("SJSB")	100	100	Provision of media services for outdoor and indoor advertising.
Seni Jaya Production Sdn. Bhd. ("SJPSB")	100	100	Provision of media services and supply of advertising materials.
Mediamart Sdn. Bhd.	100	100	Supply of advertising materials and provision of media services for outdoor advertising
<i>Subsidiaries of SJSB</i>			
Seni Jaya OOH Sdn. Bhd. ("SJOOH")	100	100	Provision of production and media advertising, event and promotion services.
Seni Jaya Media Utama Sdn. Bhd. ("SJMU")	70	100	Provision of production and media advertising, event and promotion services.
<i>Subsidiaries of SJOOH</i>			
Topper Media Sdn. Bhd. ("TMSB") *	100	-	Investment holding

\* Audited by firm other than Mazars PLT

(a) During the financial year,

- (i) SJSB has disposed 300,000 ordinary shares (representing 30% of the total issued and paid-up capital) in SJMU for a total consideration of RM300,000.
- (ii) SJOOH has acquired 1 ordinary shares (representing 100% of the total issued and paid-up capital) in TMSB for a total consideration of RM5,000,000 (Note 32).

(b) Non-controlling interests in subsidiary

The details of Group's subsidiaries that have material non-controlling interests ("NCI") at the end of the financial year are as follows:-

	SJMU	
	2021	2020
NCI percentage of ownership interest	30%	-
	RM	RM
Carrying amount of NCI	294,280	-
Loss allocated to NCI	5,720	-
	=====	=====

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 7. INVESTMENTS IN SUBSIDIARIES (cont'd)

The summary of financial information before intra-group elimination for the Group's subsidiaries that have material non-controlling interests are as below:-

	SJMU	
	2021 RM	2020 RM
<b>Summary of financial position</b>		
Current assets	901,730	921,587
Current liabilities	(6,156)	(4,500)
	-----	-----
Net assets	895,574	917,087
	=====	=====
<b>Summary of financial performance</b>		
Total comprehensive loss for the financial year	21,513	6,739
	=====	=====
<b>Summary of cash flows</b>		
Net cash used in operating activities	(20,976)	(7,268)
Net cash from financing activities	25,644	5,317
	-----	-----
Net increase/ (decrease) in cash and cash equivalents	4,668	(1,951)
	=====	=====

### 8. INVESTMENTS IN ASSOCIATES

	Group	
	2021 RM	2020 RM
Reconciliation to carrying amount		
Net assets at 1 January	-	277,146
Addition	5,001,656	-
Share of results of associates	(202,253)	(2,021)
Derecognition of associates (Note 32)	-	(275,125)
	-----	-----
Net assets at 31 December	4,799,403	-
	=====	=====

The Group's share of the current year's losses and accumulated losses of associates amounted to RM3,191,627 and RM18,758,407 (2020: RM2,789,765 and RM10,779,339) respectively have not been recognised in the Group's income statement as equity accounting had ceased when the Group's share of losses of these associates exceeded the carrying amount of its investment in these associates.

The details of the associates which are all incorporated in Malaysia, are as follow:

Name of Company	Effective equity interest		Principal activities
	2021 %	2020 %	
Big Tree Seni Jaya Sdn. Bhd. *	40	40	Provision of advertising space, related services and carrying out related production works.
<i>Held through TMSB</i>			
Noisy Sherbert Sdn. Bhd. *	40	-	Provision of computer and programming services, operating and managing all computer service bureau, procurement and supply services and etc.

\* Audited by firm other than Mazars PLT

The above associates are accounted for using the equity method in the consolidated financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 8. INVESTMENTS IN ASSOCIATES (cont'd)

The summarised financial information in respect of the Group's material associate is set out below. The summarised financial information presented below represents the amounts in the financial statements of the associates and not the Group's share of these amounts.

#### Big Tree Seni Jaya Sdn. Bhd.

	2021 RM	2020 RM
Non-current assets	55,699,557	67,362,147
Current assets	9,722,507	7,343,844
Non-current liabilities	(43,961,954)	(62,701,422)
Current liabilities	(53,594,642)	(36,160,034)
	-----	-----
Net liabilities	(32,134,532)	(24,155,465)
	=====	=====
Revenue	9,603,746	11,040,499
Total comprehensive loss for the financial year	(7,979,067)	(6,974,414)
	=====	=====

Reconciliation of the summarised financial information presented above to the carrying value of the Group's interest in the associate.

	2021 RM	2020 RM
Net liabilities of the associate	(32,134,532)	(24,155,465)
Proportion of the Group's ownership interest in the associate	40%	40%
	-----	-----
Carrying amount of the Group's interest in the associate	-	-
	=====	=====

#### Noisy Sherbert Sdn. Bhd.

	2021 RM
Non-current assets	3,219,866
Current assets	69,101
Non-current liabilities	(487,663)
Current liabilities	(306,936)
	-----
Net assets	2,494,368
	=====
Revenue	100,633
Total comprehensive loss for the financial year	(505,632)
	=====

Reconciliation of the summarised financial information presented above to the carrying value of the Group's interest in the associate.

	2021 RM
Net assets of the associate	997,747
Premium paid on investment in associate	3,801,656
	-----
Carrying amount of the Group's interest in the associate	4,799,403
	=====

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 9. AMOUNT OWING BY/(TO) SUBSIDIARIES

The amount owing by subsidiaries are analysed as follows:

	Company	
	2021	2020
	RM	RM
Non-current asset		
Non-trade account	-	9,211,565
Interest-bearing loan	21,000,000	11,788,435
	-----	-----
	21,000,000	21,000,000
	=====	=====
Current asset		
Non-trade account	-	6,723,744
Interest-bearing loan	21,527,419	-
	-----	-----
	21,527,419	6,723,744
Less: Allowance for impairment loss	(450,790)	(346,283)
	-----	-----
	21,076,629	6,377,461
	=====	=====
Total	42,076,629	27,377,461
	=====	=====
Current liability		
Interest-bearing loan	(110,323)	(106,080)
	=====	=====

The non-trade account under non-current assets is unsecured, interest free and not expected to be received within next twelve months.

The interest-bearing loan under non-current assets represents unsecured loan which bears interest at 4% (2020: 4%) per annum and not expected to be received within next twelve months.

The non-trade account under current assets is unsecured, interest free and is repayable on demand.

The movement in allowance for impairment loss in respect of amount owing by subsidiaries during the financial year are as follow:

	Company	
	2021	2020
	RM	RM
At 1 January	346,283	51,394
Addition	104,507	236,423
	-----	-----
At 31 December	450,790	287,817
	=====	=====

The amount owing to a subsidiary represents advances which bears interest at 4% per annum and is repayable on demand.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 9. AMOUNT OWING BY/(TO) SUBSIDIARIES (cont'd)

The movement in amount owing to a subsidiary is as follows: -

	Company	
	2021 RM	2020 RM
At 1 January	106,080	52,000
Cash flows:		
Advance from a subsidiary	-	50,000
Non-cash:		
Interest expense	4,243	4,080
	-----	-----
At 31 December	110,323	106,080
	=====	=====

### 10. AMOUNT OWING BY/TO ASSOCIATES

	Group	
	2021 RM	2020 RM
<b>Non-current assets</b>		
Amount owing by associates	11,469,231	9,105,030
Less: Loss allowance	(11,469,231)	-
	-----	-----
	-	9,105,030
<b>Current assets</b>		
<b>Amount owing by associates</b>	-	2,000,000
<b>Less: Loss allowance</b>	-	(21,842)
	-----	-----
	-	1,978,158
	-----	-----
	-	11,083,188
	=====	=====

The movement in loss allowance for amount owing by associates:

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
At 1 January	21,842	80,308	-	58,466
Addition	11,447,389	-	-	-
Derecognised *	-	(58,466)	-	(58,466)
	-----	-----	-----	-----
At 31 December	11,469,231	21,842	-	-
	=====	=====	=====	=====

\* In prior year, loss allowance on amounts due from an associate, SJOOH was derecognised as a subsidiary of the Group, SJSB, further acquired 70% shareholding of SJOOH on 31 December 2020 and subsequently become wholly-owned subsidiary of the Group.

The amount owing by associates included under non-current assets are advances which are unsecured, interest-free and not expected to be received within next twelve months.

The amount owing by associates included under current assets are advances and payments made on behalf which are unsecured, interest-free and are repayable on demand.

The amount owing to an associate included under current liabilities was advances which are unsecured, interest-free and were repayable on demand.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 12. DEFERRED TAX ASSETS

The movements during the financial year relating to deferred tax assets are as follows:

	Group	
	2021	2020
	RM	RM
At 1 January	109,229	84,454
Recognised in profit or loss	-	24,775
	-----	-----
At 31 December	109,229	109,229
	=====	=====

The deferred tax assets on temporary differences recognised in the financial statements are as follows:

	Group	
	2021	2020
	RM	RM
Tax effects of deductible temporary differences arising from:		
Property, plant and equipment	(78,536)	(78,536)
Unutilised capital allowances	123,502	123,502
Contract liabilities	62,504	62,504
Others	1,759	1,759
	-----	-----
	109,229	109,229
	=====	=====

### 13. TRADE AND OTHER RECEIVABLES

	Group	
	2021	2020
	RM	RM
Trade receivables	5,955,560	3,168,650
Less: Allowance for impairment losses	(1,161,565)	(1,022,317)
	-----	-----
Net trade receivables	4,793,995	2,146,333
	-----	-----
Other receivables	2,551,653	1,875,766
Refundable deposits	8,040,020	3,885,337
Prepayments	429,415	553,951
Less: Allowance for impairment losses	(179,020)	(82,091)
	-----	-----
	10,842,068	6,232,963
	-----	-----
Total trade and other receivables	15,660,733	8,379,296
	=====	=====

#### (a) Trade receivables

Trade receivables are non-interest bearing. The Group's trading terms with its customers are mainly on credit. The credit period is generally for a period of one month, extending up to three months for major customers. Trade receivables are recognised at their original invoiced amounts which represent their fair values on initial recognition.

The movements in the allowance for impairment loss in respect of trade receivables during the financial year are as follow:

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 13. TRADE AND OTHER RECEIVABLES (cont'd)

## (a) Trade receivables (cont'd)

Group	Lifetime ECL	Credit impairment	Total
2021	RM	RM	RM
At 1 January	164,212	858,105	1,022,317
Addition	139,248	-	139,248
At 31 December	303,460	858,105	1,161,565
2020			
At 1 January	164,212	902,864	1,067,076
Addition	-	(44,759)	(44,759)
Allowance for impairment loss no longer required	164,212	902,864	1,067,076
At 31 December	164,212	858,105	1,022,317

## (b) Other receivables and refundable deposits

The movements in the allowance for impairment loss in respect of other receivables and refundable deposits during the financial year are as follow:

	Group	
	2021	2020
	RM	RM
At 1 January	82,091	14,207
Addition	96,929	67,884
At 31 December	179,020	82,091

## 14. CASH AND CASH EQUIVALENTS

	Group	
	2021	2020
	RM	RM
Cash and bank balances	272,059	1,893,657
Fixed deposits with licensed banks	9,292,707	2,238,267
	9,564,766	4,131,924

	Company	
	2021	2020
	RM	RM
Cash and bank balances	81,795	236,843
Fixed deposits with licensed banks	7,013,328	-
	7,095,123	236,843

Weighted average interest rate of fixed deposits per annum (%)	3.76	2.35
Weighted average maturity days	90	30

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 14. CASH AND CASH EQUIVALENTS (cont'd)

The currency profile of the Group's and the Company's cash and bank balances are as follows:

	Group	
	2021	2020
	RM	RM
Ringgit Malaysia	9,417,043	3,989,216
United States Dollar	147,723	142,708
	-----	-----
	9,564,766	4,131,924
	=====	=====

	Company	
	2021	2020
	RM	RM
Ringgit Malaysia	7,095,123	236,843
	=====	=====

### 15. SHARE CAPITAL

	Group and Company			
	Number of Shares		2021	2020
	2021	2020	RM	RM
Issued and fully paid Ordinary shares				
At 1 January	40,533,330	40,533,330	40,533,330	40,533,330
Issuance of shares	8,000,000	-	15,872,000	-
	-----	-----	-----	-----
At 31 December	48,533,330	40,533,330	56,405,330	40,533,330
	=====	=====	=====	=====

During the financial year, the Company increased its issued and paid-up capital from RM40,533,330 to RM56,405,330 by way of issuance of 8,000,000 new ordinary shares at RM1.984 each for a cash consideration of RM15,872,000 via private placement.

### 16. RETAINED EARNINGS

Any dividend distributed by the Company out of its retained earnings under the single tier tax system is not taxable in Malaysia in the hand of the shareholders.

### 17. LEASE LIABILITIES

*The Group as a lessee*

	Group	
	2021	2020
	RM	RM
Lease liabilities		
- Current	1,914,394	4,394,008
- Non-current	1,659,122	3,391,511
	-----	-----
	3,573,516	7,785,519
	=====	=====

The leases of property and advertising spaces are typically made for period of 2 to 5 (2020: 2 to 5) years. The lessors do not impose any covenants.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 17. LEASE LIABILITIES (cont'd)

*The Group as a lessee (cont'd)*

The movement in lease liabilities are as follows: -

	Group 2021 RM	2020 RM
At 1 January	7,785,519	9,184,114
Cash flows:		
Payment of lease liabilities		
- Principal	(4,001,206)	(3,654,684)
- Interest	(197,955)	(607,721)
Non cash:		
Addition	1,663,637	2,256,089
Interest expense	197,955	607,721
Lease modifications	(1,874,434)	-
At 31 December	3,573,516	7,785,519

## 18. TRADE AND OTHER PAYABLES

	Group 2021 RM	2020 RM
<u>Trade</u>		
Trade payables	1,865,347	1,622,848
<u>Non-trade</u>		
Provision for license fee	490,406	157,250
Accrued expenses	1,191,559	963,614
Customers' rental fundable deposits	385,737	399,862
Other payables	791,215	423,626
Service tax payable	61,277	36,870
	4,785,541	3,604,070

	Company 2021 RM	2020 RM
<u>Non-trade</u>		
Accrued expenses	71,489	84,793
Other payables	10,856	131,037
	82,345	215,830

Trade payables are non-interest bearing and the normal trade credit terms granted to the Group range from one month to three months (2020: one month to three months). The Group receives extended credit terms from certain trade creditors.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 19. CONTRACT LIABILITIES

	Group	
	2021 RM	2020 RM
Consideration received in advances from:		
- advertising display contracts	87,050	260,433
- rental advertising contracts	2,314,525	840,688
	<u>2,401,575</u>	<u>1,101,121</u>
	=====	=====
Movements in contract liabilities:		
	2021 RM	2020 RM
At 1 January	1,101,121	1,498,895
Consideration received	7,705,202	6,828,562
Recognition of revenue	(6,404,748)	(7,226,336)
	<u>2,401,575</u>	<u>1,101,121</u>
	=====	=====

## 20. REVENUE

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Revenue from contracts customers				
(i) Recognised over time				
- rental contracts	6,921,818	7,029,204	-	-
- advertising display contracts	431,401	550,848	-	-
(ii) Recognised at a point in time				
- production contracts	1,393,153	1,239,344	-	-
Dividend (gross) from quoted shares in Malaysia	1,111	4,136	1,111	4,136
Management fees from subsidiary (Note 29)	-	-	120,000	120,000
	<u>8,747,483</u>	<u>8,823,532</u>	<u>121,111</u>	<u>124,136</u>
	=====	=====	=====	=====

## 21. COST OF SALES

	Group	
	2021 RM	2020 RM
Contract costs	-	263,641
Production costs	646,853	670,279
Rental of advertising site	4,272,163	670,279
Depreciation of right-of-use assets	2,844,010	4,438,735
	<u>7,763,026</u>	<u>6,608,741</u>
	=====	=====

Contract costs consist of maintenance costs, license fees and other costs directly related to the rental contracts.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

22.	INTEREST INCOME	Group		Company	
		2021	2020	2021	2020
		RM	RM	RM	RM
	Fixed deposits with licensed banks	89,111	54,997	47,919	-
	Advance to subsidiaries (Note 29)	-	-	1,347,285	446,681
	Advances to associates	-	71,389	-	71,389
	Fair value on amortisation	364,201	-	-	-
		=====	=====	=====	=====
23.	OTHER OPERATING INCOME	Group		Company	
		2021	2020	2021	2020
		RM	RM	RM	RM
	Rental income from:				
	- investment properties	996,048	941,406	-	-
	- coverage antenna space	405,600	400,180	-	-
	Distribution from investments in unit trust	45,601	37,347	-	26,884
	Income from equity instruments	-	925,153	-	-
	Impairment loss no longer required on trade receivables	-	44,759	-	-
	Gain on disposal of property, plant and equipment	47,391	-	-	-
		=====	=====	=====	=====
24.	(LOSS)/PROFIT BEFORE TAX	Group		Company	
		2021	2020	2021	2020
		RM	RM	RM	RM
	(Loss)/Profit before tax is arrived at after charging:				
	Auditors' remuneration:				
	- statutory audit	112,620	112,100	60,000	60,000
	- non-audit services	12,000	5,000	5,000	5,000
	Allowance for impairment loss on:				
	- trade receivables (Note 13)	139,248	-	-	-
	- other receivables (Note 13)	96,929	67,884	-	-
	- amount owing by an associate (Note 10)	11,447,389	-	-	-
	- amount owing by subsidiaries (Note 9)	-	-	104,507	236,423
	Goodwill impairment (Note 6)	-	58,039	-	-

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 24. (LOSS)/PROFIT BEFORE TAX (cont'd)

(Loss)/Profit before tax is arrived at after charging: (cont'd)

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Depreciation of:				
- property, plant and equipment (Note 3)	1,429,456	2,096,049	-	-
- right-of-use assets	2,904,382	4,438,735	-	-
- investment properties (Note 4)	251,100	251,099	-	-
Goodwill impairment	-	58,039	-	-
Impairment loss on property, plant and equipment (Note 3)	-	-	-	-
Interest (income)/expense on:				
- lease liabilities (Note 17)	197,955	607,721	-	-
- financial assets measured at amortised cost	(364,201)	742,971	-	-
Bad debts written off on other receivables	-	229,979	-	-
Property, plant and equipment written off	457,553	1,187,932	-	-
Fair value loss on financial assets designated at FVTPL	119,217	1,345,321	985	4,604
	=====	=====	=====	=====

## 25. INCOME TAX EXPENSE

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Current tax:				
- current year	257,584	102,870	243,371	72,390
- (over)/underprovision in prior years	(18,210)	(40,360)	(1,029)	854
	-----	-----	-----	-----
	239,374	62,510	242,342	73,244
	-----	-----	-----	-----
Deferred tax:				
- current year	-	29,510	-	-
- (over)/underprovision in prior years	-	(54,285)	-	-
	-----	-----	-----	-----
	-	(24,775)	-	-
	-----	-----	-----	-----
Income tax expense	239,374	37,735	242,342	73,244
	=====	=====	=====	=====

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 25. INCOME TAX EXPENSE (cont'd)

The reconciliation of income tax expense applicable to the accounting (loss)/profit excluding share of results in associate at the statutory tax rate to income tax expense at the effective tax rate of the Group and of the Company are as follows:

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Accounting (loss)/profit	(16,766,540)	(5,210,167)	332,541	(69,646)
	=====	=====	=====	=====
Tax at statutory tax rate of 24%	(4,023,970)	(1,250,440)	79,810	(16,715)
Tax effects of:				
- non-taxable income	(199,419)	(139,613)	(11,531)	(6,340)
- non-deductible expenses	3,388,120	991,462	175,092	95,445
(Over)/Underprovision in prior years				
- current tax	(18,210)	(40,360)	(1,029)	854
- deferred tax	-	(54,285)	-	-
Utilisation of deferred tax assets previously not recognised		-	-	-
Deferred tax assets not recognised	1,092,853	530,971	-	-
	-----	-----	-----	-----
Income tax expense	239,374	37,735	242,342	73,244
	=====	=====	=====	=====

The following temporary differences exist at the end of the financial year which have not been recognised in the financial statements:

	Group	
	2021 RM	2020 RM
Temporary differences arising from:		
Property, plant and equipment	(1,330,814)	(1,214,880)
Contract liabilities	2,314,524	840,688
Provision for license fee	490,406	157,250
Unutilised capital allowances	6,618,559	5,310,873
Unabsorbed tax losses	3,919,416	1,267,782
Leases	191,433	1,288,258
	-----	-----
	12,203,524	7,649,971
	=====	=====

Pursuant to the applicable tax legislation, unutilised tax losses will expire as follows:

	Group	
	2021 RM	2020 RM
Expire in year of assessment 2025	429,605	429,605
Expire in year of assessment 2027	838,177	838,177
Expire in year of assessment 2028	2,651,634	-
	-----	-----
	3,919,416	1,267,782
	=====	=====

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 26. LOSS PER SHARE

Basic loss per share is calculated by dividing the Group's loss for the financial year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

#### Basic loss per share

	Group	
	2021 RM	2020 RM
Loss attributable to owners of the Company	(17,202,447)	(5,249,923)
	=====	=====
Weighted average number of ordinary shares at 31 December	43,311,108	40,533,330
	=====	=====
Basic loss per share attributable to owners of the parent (Sen)	(39.72)	(12.95)
	=====	=====

#### Diluted loss per share

The calculation of diluted earnings per ordinary share at 31 December 2021 was based on loss attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares, calculated as follows:

	Group	
	2021 RM	2020 RM
Loss attributable to owners of the Company	(17,202,447)	(5,249,923)
	=====	=====
Weighted average number of ordinary shares for basic loss per share	43,311,108	40,533,330
Effect of exercise of Warrants	24,266,665	-
	-----	-----
Weighted average number of ordinary shares for diluted loss per share	67,577,773	40,533,330
	=====	=====
Diluted loss per share attributable to owners of the parent (Sen)	(25.46)	(12.95)
	=====	=====

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 27. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Wages, salaries and bonuses	1,475,523	1,782,912	343,075	239,672
Contributions to defined contribution plan	296,204	238,732	8,058	16,065
Other benefits	145,800	85,043	7,913	9,309
	-----	-----	-----	-----
	1,917,527	2,106,687	359,046	265,046
	=====	=====	=====	=====

Included in employee benefits expense of the Group and of the Company are executive directors' remuneration amounting to RM1,065,836 (2020: RM1,202,156) and RM63,352 (2020: RM119,788), respectively, as disclosed in Note 28.

## 28. DIRECTORS' AND KEY MANAGEMENT PERSONNEL REMUNERATION

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Executive directors:				
Salaries and other emoluments	924,241	996,596	47,381	94,414
Contributions to defined contribution plans	133,682	163,323	8,058	16,065
Other benefits	7,913	42,237	7,913	9,309
	-----	-----	-----	-----
	1,065,836	1,202,156	63,352	119,788
Non-executive directors:				
Directors' fees	295,694	145,258	295,694	145,258
	-----	-----	-----	-----
	1,361,530	1,347,414	359,046	265,046
	=====	=====	=====	=====

## 29. RELATED PARTY DISCLOSURES

(a) In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties during the financial year:

	2021 RM	2020 RM
Group		
Interest charged to an associate	-	71,389
Lease liabilities paid to a related party	-	260,556
	=====	=====
Company		
Management fee charged to a subsidiary (Note 20)	120,000	120,000
Interest charged to a subsidiary (Note 22)	1,347,285	446,681
Interest charged to an associate	-	71,389
Interest charged by a subsidiary	(4,243)	(4,080)
	=====	=====



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 30. FINANCIAL INSTRUMENTS (cont'd)

## (b) Fair values of financial instruments

The fair value of a financial instruments is the amounts at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

The carrying amounts of the financial instruments of the Company at the reporting date approximate their fair values.

The following table provides the fair value measurement hierarchy of the Group's and of the Company's financial instruments:

	Group	
	2021	2020
	RM	RM
Level 1		
Other financial assets:		
Unit trust	-	6,409,931
Quoted shares in Malaysia	1,208,550	174,377
	<u>1,208,550</u>	<u>6,584,308</u>
	=====	=====
Level 3		
Other financial assets:		
Equity instruments	3,136,173	3,254,395
	<u>3,136,173</u>	<u>3,254,395</u>
	=====	=====
	Company	
	2021	2020
	RM	RM
Level 1		
Other financial assets	139,700	5,751,849
	<u>139,700</u>	<u>5,751,849</u>
	=====	=====

There were no transfer between levels in both years. The fair values of the unit trusts and quoted shares have been determined by reference to quoted prices in an active market for identical assets at the close of the reporting date (Level 1). The fair value of the equity instruments which are categorised at Level 3 is measured based on the present value of future expected cash flows. The Group and the Company have no financial assets with fair value determined at Level 2.

## 31. FINANCIAL RISK MANAGEMENT

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key in financial risks include market risk, interest rate risk, credit risk, liquidity risk and foreign currency exchange risk.

The directors review and agree policies and procedures for the management of these risks. The Audit Committee provide independent oversight to the effectiveness of the risk management process.

*Market Risk*

The Group and the Company have no exposure to price fluctuation risk of sales to its customers due to lump sum or fixed pricing contract. The Group and the Company face minimal exposure to market risk or the manner in which this risk is managed and measured.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 31. FINANCIAL RISK MANAGEMENT (cont'd)

#### *Interest Rate Risk*

Interest rate risk is the risk that the changes in interest rates will have an adverse financial effect on the Group's and the Company's financial position. The Group and the Company is not exposed to any significant interest rate risk.

#### *Credit Risk*

Credit risk refers to the risk that counterparty will default on their contractual obligations resulting in financial loss to the Group.

The Group's primary exposure to credit risk arises through its trade receivables, other receivables and amount owing by associates. The Group's trading terms with its customer are mainly on credit. The Group seek to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. As the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade and other receivables are non-interest bearing.

An impairment analysis is performed at each reporting date to measure the ECL. The calculation reflects information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Management applies simplified approach (i.e. lifetime expected credit losses) in measuring the loss allowance for trade receivables. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtors and an analysis of the debtors' current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Management writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

#### *Liquidity Risk*

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting their financial obligations due to shortage of funds.

The Group's manages its operating cash flows and the availability of funding so as to ensure that refinancing, repayment and funding needs are met. As part of its overall liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 31. FINANCIAL RISK MANAGEMENT (cont'd)

The table below summarises the maturity profile of the Group's and Company's financial liabilities as at 31 December based on the contractual undiscounted cash flows.

Group	On demand or within 1 year RM	1 to 5 years RM	Above 5 years RM	Total RM
2021				
Trade and other payables	4,233,858	-	-	4,233,858
Lease liabilities	1,766,818	2,069,116	-	3,835,934
	-----	-----	-----	-----
	6,000,676	2,069,116	-	8,069,792
	=====	=====	=====	=====
2020				
Trade and other payables	3,409,950	-	-	3,409,950
Lease liabilities	4,817,616	3,695,875	-	8,513,491
	-----	-----	-----	-----
	8,227,566	3,695,875	-	11,923,441
	=====	=====	=====	=====
Company				
2021				
Trade and other payables	82,345	-	-	82,345
Amount owing to a subsidiary	110,323	-	-	110,323
	-----	-----	-----	-----
	192,668	-	-	192,668
	=====	=====	=====	=====
2020				
Trade and other payables	215,830	-	-	215,830
Amount owing to a subsidiary	106,080	-	-	106,080
	-----	-----	-----	-----
	321,910	-	-	321,910
	=====	=====	=====	=====

#### Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The group's exposure is as disclosed in Note 15. The effects of the changes arising from changes in foreign exchange rates are determined to be immaterial.

### 32. ACQUISITION OF SHARES IN A SUBSIDIARY

Details of the new subsidiary companies acquired are as follows:

Name of subsidiary companies acquired	Purchase consideration RM	Group's effective interest acquired %	Effective acquisition date
Topper Media Sdn. Bhd. ("TMSB")	5,000,000	100	7 September 2021

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 32. ACQUISITION OF SHARES IN A SUBSIDIARY (cont'd)

Details of the assets, liabilities and net cashflow arising from the acquisition of new subsidiaries were as follows:

2021	TMSB RM
Analysis of assets and liabilities acquired:	
Investment in an associate	3,000,000
Cash and cash equivalents	955
Other payables	(2,611)
	-----
Net assets acquired	2,998,344
Premium paid on Investment in associate	2,001,656
	-----
Total purchase consideration	5,000,000
Less:	
Cash and cash equivalents acquired	(955)
	-----
Net cash outflow on acquisition of subsidiary to the Group	4,999,045
	=====

During last financial year, Seni Jaya Sdn. Bhd. ("SJSB"), a wholly owned subsidiary of the Group acquired an additional 70% of the ordinary shares in SJOOH and SJMU. Consequently, SJOOH and SJMU became wholly owned subsidiaries of the Group.

Details of the assets, liabilities and net cashflow arising from the acquisition of new subsidiaries were as follows:

2020	SJMU RM	SJOOH RM	Total RM
Analysis of assets and liabilities acquired:			
Amount owing by SJSB	919,683	46,122	965,805
Other receivables	-	1,400	1,400
Tax recoverable	536	-	536
Cash and cash equivalents	1,367	4,373	5,740
Other payables	(4,500)	(41,800)	(46,300)
Amount owing to the Company	-	(1,074,044)	(1,074,044)
	-----	-----	-----
Net liabilities acquired	917,086	(1,063,949)	(146,863)
Goodwill on consolidation	58,039	1,063,950	1,121,989
Fair value on previously held stake	(275,125)	-	(275,125)
	-----	-----	-----
Total purchase consideration	700,000	1	700,001
Less:			
Cash and cash equivalents acquired	(1,367)	(4,373)	(5,740)
Payable under amount owing by SJSB	(700,000)	-	(700,000)
	-----	-----	-----
Net cash outflow on acquisition of subsidiary to the Group	(1,367)	(4,372)	(5,739)
	=====	=====	=====

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

### 33. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximises shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes in the current and prior years.

### 34. SEGMENTAL INFORMATION

No segmental information is provided as the Group's activities are predominantly in the advertising segment and are conducted in Malaysia.

### 35. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

- a) On 27 October 2021, the Company proposed to undertake a private placement of up to 20% of total number of issued shares of the Company ("Placement Shares") at an issue price to be determined later.
- b) On 27 October 2021, the Company proposed to undertake a bonus issue of shares of up to 262,079,985 bonus shares on the basis of three (3) bonus shares for every one (1) existing shares held on an entitlement date to be determined and announced later.

### 36. SUBSEQUENT EVENT AFTER REPORTING PERIOD

On 28 January 2022, Seni Jaya OOH Sdn Bhd, a wholly owned subsidiary entered into a Sale and Purchase Agreement ("SSA") to acquire 55% equity of Andaman Media Sdn Bhd, Saakti Billboards Sdn Bhd and Tanjong Jernih Sdn Bhd respectively (collectively, the "Companies") for a total consideration of RM8,500,000.

### 37. AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The financial statements were authorised for issue on 29 April 2022 by the board of directors.

# PARTICULARS OF PROPERTIES

## AS AT 31 DECEMBER 2021

Location	Description and Existing Use	Tenure and Expiry Date	Built-up / Land Area (Sq. Ft)	Date of Acquisition	Net Book Value	Age of Building (No. of years)
No. 12, Jalan SS22/21 Damansara Jaya 47400 Petaling Jaya	Four Storey Terraced Shop-Office	Freehold	5,401/1,650	6/7/90	95,128	38
No. 14, Jalan SS22/21 Damansara Jaya 47400 Petaling Jaya	Four Storey Terraced Shop-Office	Freehold	5,401/1,650	6/7/90	95,128	38
148-2-10, Villa Flora Condominium Taman Tun Dr. Ismail 60000 Kuala Lumpur	Residential Apartment	Freehold	1,959	20/6/94	170,280	26
Unit F, 15th Floor Peace World Centre Guangzhou China	Office	Leasehold 31 Dec 2041	1,452	12/7/96	613,109	25
No. 2, Anggerik Mokara 31/61, Kota Kemuning Section 31 40460 Shah Alam	1 1/2 Storey Factory	Freehold	5,050/10,781	5/1/96	444,678	24
No. 4, Anggerik Mokara 31/61, Kota Kemuning Section 31 40460 Shah Alam	1 1/2 Storey Factory	Freehold	5,050/10,500	5/1/96	444,678	24
No. 18, Jalan 24/70A Desa Sri Hartamas 50480 Kuala Lumpur	Four Storey Terraced Shop-Office	Freehold	6,752/1,760	4/3/97	1,119,574	23
No. 20, Jalan 24/70A Desa Sri Hartamas 50480 Kuala Lumpur	Four Storey Terraced Shop-Office	Freehold	6,752/1,760	4/3/97	1,119,574	23
No. 8, Jalan Raja Abdullah Off Jalan Sultan Ismail 50300 Kuala Lumpur	Four Storey Terraced Shop-Office	Freehold	21,544 / 4,313	4/3/94	3,882,944	23
B1-G-103 Savanna Executive Suites, Jalan BBLS 2, Bandar Baru Lembah Selatan, 43800 Dengkil Selangor	Shop/Office	Freehold	5,687	27/3/14	2,680,458	4
B2-09-02 Savanna Executive Suites, Jalan BBLS 2, Bandar Baru Lembah Selatan, 43800 Dengkil Selangor	Shop/Office	Freehold	956	27/3/14	288,237	4

# ANALYSIS OF SHAREHOLDINGS

## AS AT 31 MARCH 2022

Class of Shares	:	Ordinary Shares
Total Number of Issued Shares	:	48,533,330
Issued and Paid-up Capital	:	RM56,405,330.00
Voting Rights	:	One vote for each ordinary share held

### DISTRIBUTION OF SHAREHOLDINGS

Size of Holdings	No. of shareholders	No. of shares	Percentage of Shares (%)
1 – 99	45	1,806	0.00
100 - 1,000	294	77,382	0.16
1,001 - 10,000	296	1,104,826	2.28
10,001 - 100,000	71	3,033,100	6.25
100,001 to less than 5% of issued shares	50	29,960,454	61.73
5% and above of issued shares	3	14,355,762	29.58
<b>Total</b>	<b>759</b>	<b>48,533,330</b>	<b>100.00</b>

### SUBSTANTIAL SHAREHOLDERS

No.	Name of Substantial Shareholders	No. of Shares held			
		Direct	Indirect		
		Percentage (%)	Percentage (%)		
1	DATIN LEE NAI YEE	6,398,130	13.183	-	-
2	CIMB COMMERCE TRUSTEE BERHAD - KENANGA GROWTH FUND	3,876,000	7.986	-	-

### DIRECTORS' INTERESTS IN SHARES

No.	Name of Directors	No. of Shares held			
		Direct	Indirect		
		Percentage of shares held (%)	Percentage of shares held (%)		
1	TENGGU AMIR NASSER IBNI TENGGU IBRAHIM	-	-	-	-
2	DATO' SRI ANNE TEO	492,866	1.016	-	-
3	DATIN LEE NAI YEE	6,398,130	13.183	-	-
4	JULIAN KOH LU ERN	-	-	-	-
5	LEE CHIN CHEH	-	-	-	-

# ANALYSIS OF SHAREHOLDINGS AS AT 31 MARCH 2022

## LIST OF TOP 30 LARGEST SECURITIES ACCOUNT HOLDERS

No.	Name of Shareholders	No. of Shares	Percentage of shares held (%)
1	LEE NAI YEE	6,398,130	13.18
2	CIMB ISLAMIC NOMINEES (TEMPATAN) SDN BHD CIMB ISLAMIC TRUSTEE BERHAD FOR KENANGA ASNITABOND FUND	4,081,632	8.41
3	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD - KENANGA GROWTH FUND	3,876,000	7.99
4	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR STRONGLEAP SDN BHD	2,213,500	4.56
5	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LAW SEEH KEY	2,100,000	4.33
6	OCR GROUP BERHAD	1,980,000	4.08
7	LEONG WILL LIAM	1,900,000	3.91
8	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN CHIN HOONG	1,744,400	3.59
9	TOKIO MARINE LIFE INSURANCE MALAYSIA BHD AS BENEFICIAL OWNER (PF)	1,500,000	3.09
10	TAN BOON SENG	1,380,368	2.84
11	PARAMOUNT PINANG SDN. BHD.	1,328,500	2.74
12	CITIGROUP NOMINEES (ASING) SDN BHD EXEMPT AN FOR OCBC SECURITIES PRIVATE LIMITED (CLIENT A/C-NR)	1,231,600	2.54
13	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TOH HONG CHYE	1,100,000	2.27
14	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIAU HAW CHOON (7009581)	1,000,000	2.06
15	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIA YOONG YOONG	983,000	2.03
16	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD - KENANGA PREMIER FUND	713,800	1.47
17	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR KENANGA AMANAH SAHAM WANITA (N14011980040)	685,600	1.41
18	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE SEE YANG	606,600	1.25
19	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIAU HAW CHOON	600,000	1.24
20	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIAU BENG TEIK	600,000	1.24
21	RHB NOMINEES (TEMPATAN) SDN BHD TOH HONG CHYE	500,000	1.03
22	ANNE TEO	492,866	1.02
23	AZEERA MANAGEMENT CONSULTANTS (M) SDN BHD	452,400	0.93
24	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR OCR LAND HOLDINGS SDN BHD (MY2080)	424,000	0.87
25	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR BIMB I GROWTH FUND (940160)	410,000	0.84
26	WAJA KONSORTIUM BERHAD	400,000	0.82
27	LAI THIAM POH	339,000	0.70
28	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAY BEN SENG, BENSON	316,700	0.65
29	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD FOR KENANGA DIVERSIFIED FUND (50157 TR01)	312,500	0.64
30	CIMB ISLAMIC NOMINEES (TEMPATAN) SDN BHD CIMB ISLAMIC TRUSTEE BHD FOR BIMB I TACTICAL FUND	305,000	0.63
		<b>39,975,596</b>	<b>82.37</b>



# ANALYSIS OF WARRANT HOLDINGS

## AS AT 31 MARCH 2022

Class of Shares	:	Warrant A (SJC-WA)
Total Number of SJC-WA	:	24,266,665
Exercise Price of SJC-WA	:	RM2.00
Exercise Period of SJC-WA	:	15 October 2021 to 14 October 2026

### DISTRIBUTION OF WARRANT HOLDINGS

Size of Holdings	No. of Warrant Holders	No. of Warrants	Percentage of Warrants (%)
1 – 99	290	13,112	0.05
100 - 1,000	156	124,597	0.51
1,001 - 10,000	163	504,863	2.08
10,001 - 100,000	48	1,842,850	7.60
100,001 to less than 5% of issued warrants	32	14,202,243	58.53
5% and above of issued warrants	2	7,579,000	31.23
<b>Total</b>	<b>691</b>	<b>24,266,665</b>	<b>100.00</b>

### DIRECTORS' INTERESTS IN WARRANTS

No.	Name of Directors	No. of Warrants held		No. of Warrants held	
		Direct	Percentage of Warrants held (%)	Indirect	Percentage of Warrants held (%)
1	TENGGU AMIR NASSER IBNI TENGGU IBRAHIM	-	-	-	-
2	DATO' SRI ANNE TEO	246,433	1.016	-	-
3	DATIN LEE NAI YEE	3,184,000	13.121	-	-
4	JULIAN KOH LU ERN	-	-	-	-
5	LEE CHIN CHEH -	-	-	-	-

### LIST OF TOP 30 WARRANT HOLDERS

No.	Name of Warrant Holders	No. of Warrants	Percentage (%)
1	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG KAH HOE	4,395,000	18.11
2	LEE NAI YEE	3,184,000	13.12
3	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR STRONGLEAP SDN BHD	1,107,350	4.56
4	ACE CREDIT (M) SDN. BHD.	1,000,000	4.12
5	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LAW SEEH KEY	1,000,000	4.12
6	OCR GROUP BERHAD	990,000	4.08
7	LEONG WILL LIAM	950,000	3.91
8	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE SEE YANG	741,200	3.05
9	TAN BOON SENG	690,184	2.84
10	PARAMOUNT PINANG SDN. BHD.	664,250	2.74
11	CITIGROUP NOMINEES (ASING) SDN BHD EXEMPT AN FOR OCBC SECURITIES PRIVATE LIMITED (CLIENT A/C-NR)	620,500	2.56
12	ONG KAH HOE	593,200	2.44
13	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN CHIN HOONG	566,700	2.34

# ANALYSIS OF WARRANT HOLDINGS AS AT 31 MARCH 2022

## LIST OF TOP 30 WARRANT HOLDERS (Cont'd)

No.	Name of Warrant Holders	No. of Warrants	Percentage (%)
14	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG KAH HOE (MY1325)	546,600	2.25
15	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIAU HAW CHOON (7009581)	500,000	2.06
16	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIAU HAW CHOON	500,000	2.06
17	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIA YOONG YOONG	416,500	1.72
18	LAI THIAM POH	401,000	1.65
19	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE KEAN BOON	349,900	1.44
20	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG KAH HOE	299,066	1.23
21	KENANGA NOMINEES (ASING) SDN BHD EXEMPT AN FOR PHILLIP SECURITIES PTE LTD (CLIENT ACCOUNT)	253,000	1.04
22	ANNE TEO	246,433	1.02
23	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR OCR LAND HOLDINGS SDN BHD (MY2080)	240,650	0.99
24	AZEERA MANAGEMENT CONSULTANTS (M) SDN BHD	226,200	0.93
25	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE KEAN BOON	170,400	0.70
26	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR YONG SWEE KOON (7004557)	160,400	0.66
27	LEE ENG HUAT	148,350	0.61
28	KENCANA HORIZON SDN BHD	135,000	0.56
29	LIM CHIN PO	130,700	0.54
30	YUEN YOO YEE	120,260	0.50
		<b>21,346,843</b>	<b>87.97</b>

# NOTICE OF TWENTY-NINETH GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting ("AGM") of the Company will be held on a fully virtual basis and entirely via remote participation and voting through an online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn Bhd on Monday, 27 June 2022 at 2.00 p.m. for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. *(Please refer Explanatory Notes 1)*
2. To approve the payment of Directors' fees and benefits of not exceeding RM849,000.00 for the period from 1 January 2022 until the conclusion of the 30<sup>th</sup> AGM to be held in year 2023. *Ordinary Resolution 1*
3. To re-elect Dato' Sri Anne Teo who retires pursuant to Clause 117 of the Constitution of the Company and being eligible, has offered herself for re-election. *Ordinary Resolution 2*
4. To re-elect the following Directors who retire pursuant to Clause 116 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
  - (i) Tengku Amir Nasser Ibni Tengku Ibrahim *Ordinary Resolution 3*
  - (ii) Lee Chin Cheh *Ordinary Resolution 4*
5. To re-appoint Messrs. Mazars PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. *Ordinary Resolution 5*

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

6. **PROPOSED AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** *Ordinary Resolution 6*

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the total number of issued shares of the Company for the time being AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."
7. To transact any other business of which due notice have been given in accordance with the Companies Act, 2016.

### BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)  
Company Secretary

Selangor  
Dated: 29 April 2022

# NOTICE OF TWENTY-NINETH GENERAL MEETING

## Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2022 ("**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 AGM.

As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate via real time submission of typed texts through the RPV Q&A platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn Bhd during the live streaming of the AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) or technical support at 03-6201 1120 during the AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded via broadcast by the Chairman, Board of Directors and/or Management during the AGM.

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 AGM of the Company shall have the same rights as the member to attend, participate, speak and vote at the AGM 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 Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than 48 hours before the time set for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than twenty-four (24) hours before the time stipulated for holding the AGM or any adjournment thereof. Please follow the pre-register procedures as set out in the Administrative Guide of AGM. Please contact the poll administrator, ShareWorks Sdn Bhd, at 03-6201 1120 for further assistance.

# NOTICE OF TWENTY-NINETH GENERAL MEETING

## Explanatory Notes:

### 1. Audited Financial Statements for the financial year ended 31 December 2021

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act, 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

### 2. Ordinary Resolution 1 – Directors' fees and benefits

Section 230(1) of the Companies Act, 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 1, if approved, will authorise the payment of Directors' fees and benefits for the period from 1 January 2022 until the conclusion of the 30<sup>th</sup> AGM to be held in year 2023.

### 3. Ordinary Resolution 2 – Re-election of Directors

Clause 117 of the Constitution of the Company provides that at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office once every three (3) years but shall be eligible for re-election.

The performance of the Director who is recommended for re-election has been assessed through the Board annual evaluation. The Nomination Committee and the Board are satisfied with the performance and effectiveness of Dato' Sri Anne Teo who is due for retirement as Director, and being eligible, has offered herself for re-election at the 29<sup>th</sup> AGM.

### 4. Ordinary Resolutions 3 and 4 – Re-election of Directors

Pursuant to Clause 116 of the Company's Constitution, any Director appointed during the year shall hold office until the conclusion of the next AGM and shall be eligible for re-election at such meeting. A Director retiring pursuant to this Clause shall not be taken into account in determining the Directors or the number of Directors to retire by rotation.

Tengku Amir Nasser Ibni Tengku Ibrahim and Mr Lee Chin Cheh who were appointed as the Independent Non-Executive Directors on 1 July 2021 and 2 August 2021 respectively are required to submit themselves for re-election at the 29<sup>th</sup> AGM pursuant to Clause 116 of the Company's Constitution.

Tengku Amir Nasser Ibni Tengku Ibrahim and Mr Lee Chin Cheh who are due to retire pursuant to Clause 116 of the Company's Constitution and being eligible, have offered themselves for re-election at the 29<sup>th</sup> AGM of the Company.

### 5. Ordinary Resolution 6 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 6, seeking a renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

As at the date of the Notice, 8,000,000 ordinary shares were issued and allotted pursuant to the general mandate granted to the Directors at the 28<sup>th</sup> AGM held on 28 June 2021 and which will lapse at the conclusion of the 29<sup>th</sup> AGM.

# NOTICE OF TWENTY-NINETH GENERAL MEETING

## STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

There is no person seeking election as Director of the Company at this Annual General Meeting.

Details of the general mandate to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Note 5 of the Notice of Annual General Meeting.

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

**ADMINISTRATIVE GUIDE FOR SHAREHOLDERS ATTENDING THE TWENTY-NINETH ANNUAL GENERAL MEETING (29TH AGM) OF SENI JAYA CORPORATION BERHAD (COMPANY)**

Date	Time	Online Meeting Platform
27 June 2022 Monday	2.00 p.m.	Fully virtual basis through live streaming and online remote voting by using Remote Participation and Voting ("RPV") facilities via <a href="http://www.swsb.com.my">www.swsb.com.my</a> hosted by ShareWorks Sdn Bhd in Malaysia (Domain registration number with MYNIC : D1A403841)

### **Virtual Meeting**

In view of the coronavirus disease 2019 ("**COVID-19**") pandemic and as part of safety measures against COVID-19, the AGM will be held on a fully virtual basis through live streaming and online remote voting by using Remote Participation and Voting (**RPV**) facilities.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the Meeting as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

All Shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the AGM will have to register to attend remotely by using the RPV Facility, the details of which is set out below.

### **RPV Facility**

1. The AGM will be conducted on a fully virtual basis through live streaming and online remote voting. Should you wish to attend the AGM, you are required to register yourself using the RPV Facility in accordance with the instructions as set out under paragraph 3 below.

With the RPV Facility, you may exercise your rights as a Shareholder to participate including to pose questions (in the form of real-time submission of typed texts) to the Board of Directors the Company (Board) and vote remotely at the AGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV Facility to participate and vote remotely at the AGM. Please refer to the details as set out under RPV Facility for information. If an Individual Shareholder is unable to participate in the online AGM, he/she is encouraged to appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

**Corporate Shareholders** (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the AGM using the RPV Platform. Corporate Members who wish to participate and vote remotely at the AGM must contact the poll administrator, ShareWorks Sdn. Bhd. (ShareWorks) with the details set out below for assistance and will be required to provide the following documents to the Company no later than **25 June 2022** at **2.00 p.m.**:

- a. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- b. Copy of the Corporate Representative's or proxy's identity card (MyKad) (front and back) / Passport; and
- c. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks will respond to the Corporate Shareholders' remote participation request.



If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the AGM, the Corporate Member is encouraged to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

In respect of **Nominee Company Members**, the beneficiaries of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the AGM using RPV Facility. Nominee Company Members who wish to participate and vote remotely at the AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the AGM. Nominee Company must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company no later than **25 June 2022 at 2.00 p.m.:**

- a. Form of Proxy under the seal of the Nominee Company;
- b. Copy of the proxy's identity card (MyKad) (front and back) / Passport; and
- c. Proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks will respond to the Nominee Company Members' remote participation request.

If a Nominee Company Member is unable to attend the AGM, he/she is encouraged to request its Nominee Company to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

3. The procedures for the RPV in respect of the live streaming and remote voting at the AGM is as follows:

Procedures	Action
<b>Before the AGM</b>	
(i) Register as a user	<ul style="list-style-type: none"> <li>• If you have already registered an account at the website, you are not required to register again.</li> <li>• Access website <b>www.swsb.com.my</b></li> <li>• Click "<b>Login</b>" and click "<b>Register</b>" to sign up as a user. The registration will be open from <b>2.00 p.m.</b> on <b>29 April 2022</b> and close at <b>2.00 p.m.</b> on <b>26 June 2022</b>.</li> <li>• Complete the registration process and upload softcopy of MyKAD (front and back) or Passport for foreign shareholders.</li> <li>• Read and agree to the terms &amp; condition and thereafter submit your request.</li> <li>• Upon submission, kindly login to the valid email address and verify your user ID within <b>one (1) hour</b>.</li> <li>• Upon verification of the user ID, <b>ShareWorks</b> will send an email notification to approve you as a user.</li> <li>• After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>20 June 2022</b>, the system will send you an email to notify you if your registration is approved or rejected after <b>21 June 2022</b>.</li> <li>• If your registration is rejected, you can contact <b>ShareWorks</b> or the Company for clarifications or to appeal.</li> </ul>

Procedures		Action
<b>On the day of AGM</b>		
(ii)	Login to <a href="http://www.swsb.com.my">www.swsb.com.my</a>	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the AGM at any time from <b>1.30 p.m.</b> i.e. <b>30 minutes</b> before the commencement of the AGM on <b>27 June 2022</b> at <b>2.00 p.m.</b></li> </ul>
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the "<b>Virtual Meeting</b>" from main menu.</li> <li>Click the "<b>Join Meeting</b>" located next to the event. You are required to provide your full name as per CDS account and your user registered email address.</li> <li>Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming.</li> <li>If you have any question for the Chairperson/ Board, you may use the Q&amp;A platform to transmit your question. The Chairperson/Board will try to respond to all questions submitted by remote participants during the AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul>
(iv)	Online remote voting	<ul style="list-style-type: none"> <li>Select "<b>Voting</b>" located next to the "<b>Join Meeting</b>" and indicate your votes for the resolutions that are tabled for voting.</li> <li>Voting session will commence once the Chairperson of the Meeting declare that the voting platform is activated and will announce the completion of the voting session of the AGM.</li> <li>Cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(v)	End of RPV Facility	<ul style="list-style-type: none"> <li>The RPV Facility will end and the Messaging window will be disabled the moment the Chairperson of the Meeting announces the closure of the AGM.</li> </ul>

### **Proxy**

If a member is unable to attend the AGM, he/she may appoint a proxy or the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please note that if an individual member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via RPV Facility, the individual member shall deposit the notice of termination of proxy authority at the ShareWorks office or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) no later than 26 June 2022 at 2.00 p.m.

### **Poll Voting**

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn Bhd as Scrutineers to verify the poll results.

The Scrutineers will verify and announce the poll results followed by the Chairperson's declaration whether the resolution is duly passed.

### **No Recording or Photography**

Strictly **NO recording or photography** of the proceedings of the AGM is allowed.

### **No Door Gifts or e-Vouchers**

There will be **NO DISTRIBUTION** of door gifts or e-vouchers.

**Digital Copies of AGM Documents**

We further inform that the following items are now available at <https://senijayacorp.com/investor-relations/>.

1. Annual Report 2021
2. Notice of the AGM
3. Proxy Form
4. Administrative Guide

**Enquiry**

If you have any enquiry prior to the virtual meeting, please contact Mr. Chan Wai Kien and Mr. Kou Si Qiang during office hours from 9.00 a.m. to 5.00 p.m. on Mondays to Fridays:

**ShareWorks Sdn Bhd**

No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan (KL)

Telephone Number : 03-6201 1120  
Email : [ir@shareworks.com.my](mailto:ir@shareworks.com.my)

**PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD**

To administrate the proceedings of the AGM in orderly manner, shareholders may before the AGM, submit questions to the Board to [kai@capitalfront.biz](mailto:kai@capitalfront.biz) no later than **Thursday, 23 June 2022 at 2.00 p.m.** The Board will endeavour to address the questions received at the AGM.

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**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 29th Annual General Meeting ("**AGM**") 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, 27 June 2022 at 2.00 p.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.	To approve the payment of Directors' fees and benefits of not exceeding RM849,000 for the period from 1 January 2022 until the conclusion of the 30th AGM to be held in year 2023.		
2.	To re-elect Dato' Sri Anne Teo who retires pursuant to Clause 117 of the Constitution of the Company.		
3.	To re-elect Tengku Amir Nasser Ibni Tengku Ibrahim who retires pursuant to Clause 116 of the Constitution of the Company.		
4.	To re-elect Lee Chin Cheh who retires pursuant to Clause 116 of the Constitution of the Company.		
5.	To re-appoint Messrs. Mazars PLT as Auditors of the Company.		
6.	Proposed authority to Directors to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016		

Dated this \_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
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		
<b>Total</b>		<b>100</b>

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2022 ("**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 AGM.  
As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate via real time submission of typed texts through the RPV Q&A platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn Bhd during the live streaming of the AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) or technical support at 06-62011120 during the AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded via broadcast by the Chairman, Board of Directors and/or Management during the AGM.
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 AGM of the Company shall have the same rights as the member to attend, participate, speak and vote at the AGM 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 Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than 48 hours before the time set for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than twenty-four (24) hours before the time stipulated for holding the AGM or any adjournment thereof. Please follow the pre-register procedures as set out in the Administrative Guide of AGM. Please contact the poll administrator, ShareWorks Sdn Bhd, at 03-62011120 for further assistance.

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**Affix  
Stamp**

The Share Registrar of  
**SENI JAYA CORPORATION BERHAD**  
**(Registration No. 199301025122 (279860-X))**  
(Incorporated in Malaysia)

c/o SHAREWORKS SDN BHD  
No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan

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SENI JAYA CORPORATION BERHAD

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