

## NOTICE OF THIRTY-SECOND (32<sup>ND</sup>) ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Second (32<sup>nd</sup>) Annual General Meeting (“**AGM**”) of Seni Jaya Corporation Berhad (“**the Company**”) will be held at Quartz & Opal Room, Level G, M World Hotel Petaling Jaya, 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor, Malaysia on Wednesday, 10 December 2025 at 11.00 a.m. or at any adjournment thereof, to transact the following businesses: -

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Directors’ and Auditors’ Reports thereon. *(Please refer to Explanatory Notes 1)*
- To re-elect the following Directors who are retiring pursuant to Clause 117 of the Company’s Constitution and who being eligible, have offered themselves for re-election:-
  - Dato’ Sri Anne Teo
  - Ong Kah Hoe**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
*(Please refer to Explanatory Notes 2)*
- To approve the payment of Directors’ fees and other benefits payable of not exceeding RM500,000.00 to the Non-Executive Directors of the Company for the period commencing from the 32<sup>nd</sup> AGM until the conclusion of the Thirty-Third (“**33<sup>rd</sup>”**) AGM of the Company. **Ordinary Resolution 3**  
*(Please refer to Explanatory Notes 3)*
- To re-appoint Messrs. Baker Tilly Monteiro Heng 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 4**

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions: -

- AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **Ordinary Resolution 5**  
*(Please refer to Explanatory Notes 4)*

“**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.

**AND THAT** in connection with the above and pursuant to Section 85 of the Companies Act 2016, to be read together with Clauses 14 and 15 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights in respect of all new shares, options over or grants of new shares, or any other convertible securities of the Company, and/or any new shares to be issued pursuant to such options, grants or other convertible securities, with such new shares, when issued, to rank pari passu in all respects with the existing issued shares of the Company.”

## Notice of Thirty-Second (32<sup>nd</sup>) Annual General Meeting (Continued)

6. **PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE")**

**Ordinary Resolution 6**  
*(Please refer to Explanatory Notes 5)*

**"THAT**, subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (collectively the "**Group**") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties, as specified in Section 2.4 of the Circular to Shareholders dated 31 October 2025, subject to the following:-

- (i) that such transactions and/or arrangements are necessary for the Group's day-to-day operations in its ordinary course of business, and are at arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal and in this respect, any authority conferred by this mandate shall only continue to be in force until:-
  - (a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed; or
  - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
  - (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,whichever is earlier;
- (iii) the aggregate value of the transactions conducted pursuant to the mandate during a financial year will be disclosed in the Annual Report of the Company in accordance with the Main Market Listing Requirements for the said financial year.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed New and Renewal of Shareholders' Mandate."

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)  
ANG WEE MIN (MAICSA 7076022) (SSM PC No. 202208000334)  
Company Secretaries

Kuala Lumpur  
31 October 2025

Notice of Thirty-Second (32<sup>nd</sup>) Annual General Meeting  
(Continued)**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 3 December 2025 shall be eligible to attend, speak and vote at the AGM.
2. A member entitled to participate and vote at this meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. Where a member appoints more than one (1) proxy to attend and vote at the meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
3. A proxy may, but need not be a member of the Company and 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 a member to attend, participate, speak and vote at the AGM. Upon such appointment, the proxy shall be deemed to have the authority to demand, or join in demanding, a poll.
4. The instrument appointing a proxy shall be in writing under the hand of the member or his/her 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.
5. 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.
6. The instrument appointing a proxy, together with the power of attorney or other authority (if any), under which it is signed, or a duly notarised certified copy thereof, shall be deposited at the Company's Share Registrar Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than 48 hours before the time set for holding the AGM or any adjournment thereof. The lodging of the Proxy Form does not preclude a member from attending and voting remotely at the AGM should he subsequently decide to do so, provided that a notice of termination of proxy authority in writing is given to the Company and deposited at the Company's Share Registrar Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email to [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.
7. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.

*Personal data privacy:-*

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at this meeting, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty*

## Notice of Thirty-Second (32<sup>nd</sup>) Annual General Meeting (Continued)

### Explanatory Notes:

1. Audited Financial Statements for the financial year ended 30 June 2025

This Agenda is meant for discussion only as Section 340(1) of the Companies Act, 2016 provides that the audited financial statements are to be laid in the general meeting and do not require formal approval of the shareholders. Hence, it is not put forward for voting.

2. Ordinary Resolutions 1 and 2 – Re-election of Directors

Clause 117 of the Company's Constitution provides that at the AGM 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. Dato' Sri Anne Teo and Ong Kah Hoe, ("the retiring Directors") are standing for re-election as Directors of the Company pursuant to Clause 117 of the Company's Constitution at the 32<sup>nd</sup> AGM of the Company and being eligible has offered themselves for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at this meeting and in line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Nomination Committee has assessed Dato' Sri Anne Teo, the Non-Independent Non-Executive Director, and Ong Kah Hoe, the Executive Director of the Company, and has taken into consideration the following factors:

- (a) their performance and contribution;
- (b) their level of contribution to the Board deliberations through the application of their skills, experience and strength; and
- (c) their abilities to act in the best interests of the Company in the course of decision-making.

Upon assessment, the Nomination Committee and the Board are satisfied with the performance and effectiveness of the retiring Directors. The annual Board evaluation also confirmed that they met the performance criteria required for an effective Board. Based on these findings, the Board recommends the re-election of Dato' Sri Anne Teo and Ong Kah Hoe as Directors of the Company.

The profiles of the retiring Directors who are standing for re-election are set out in the Directors' Profile section of the Annual Report 2025.

3. Ordinary Resolution 3 – Directors' fees and other benefits payable

Pursuant to Section 230(1) of the Companies Act 2016, 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 3, if approved, will authorise the payment of Directors' fees and other benefits to the Non-Executive Directors for the period commencing from the 32<sup>nd</sup> AGM until the conclusion of the 33<sup>rd</sup> AGM of the Company.

4. Ordinary Resolution 5 - Authority to Directors to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The Proposed Ordinary Resolution 5, if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The mandate, if passed, serves as a measure to meet the Company's immediate working capital needs in the short term without relying on conventional debt financing (which will result in higher finance costs to be incurred) for the purpose of further placing of shares, funding investment project(s), working capital and/or acquisition(s). This would also eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

Notice of Thirty-Second (32<sup>nd</sup>) Annual General Meeting  
(Continued)**Explanatory Notes: (Continued)**4. Ordinary Resolution 5 - Authority to Directors to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 (Continued)

The general mandate granted to the Directors at the 31<sup>st</sup> AGM held on 10 December 2024 was not utilised and, accordingly, no proceeds were raised. As at the date of this Notice, no new shares have been issued by the Company under the previous mandate.

Pursuant to Section 85 of the Companies Act 2016 read together with Clauses 14 and 15 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

*"85. Pre-emptive rights to new shares*

- (1) *Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."*

*Clauses 14 and 15 of the Constitution of the Company provides as follows:*

*"14. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.*

*15. Notwithstanding Clause 14 above (but subject to the Act), the Company may (if required) apply to the Exchange for a waiver from convening an extraordinary general meeting to obtain shareholders' approval for further issue or issues of shares (other than bonus or rights issues) where:*

- (a) *the aggregate issues of shares (other than bonus and rights issues and other issues of shares which have been specifically approved by the shareholders in an extraordinary general meeting) in any one financial year in which such further issue or issues are made do not exceed ten per centum (10%) (or such higher percentage as the Exchange may from time to time allow either in respect of a particular financial year, generally or otherwise) of the Company's total number of issued shares; and*
- (b) *there is in force at the time of the application for such waiver, a resolution of the Company in general meeting authorizing the Directors to make such further issue or issues as stated above."*

If passed, the proposed Ordinary Resolution 5 will exclude shareholders' pre-emptive rights to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said mandate.

## Notice of Thirty-Second (32<sup>nd</sup>) Annual General Meeting (Continued)

### **Explanatory Notes: (Continued)**

5. Ordinary Resolution 6 - Proposed New and Renewal of Shareholders' Mandate

The proposed Ordinary Resolution 6 if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Further details are set out in the Circular to Shareholders dated 31 October 2025.

### **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:-

**1. Details of individual who are standing for election as directors (excluding directors standing for re-election).**

No individual is seeking election as a director at the 32<sup>nd</sup> AGM of the Company.

**2. General mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Securities.**

The details of the proposed authority to Directors to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 is set out under Explanatory Note 4.