

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting (“4th AGM”) of the Company will be held at Ballroom III, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor (“**Meeting Venue**”) on Thursday, 26 June 2025 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note 1]

2. To approve the Directors’ fees of up to RM514,800.00 for the period commencing from the date immediately after the date of the 4th AGM of the Company up to the date of the next Annual General Meeting to be held in 2026, in such proportions and manner as the Directors may determine as follows:- [Please refer to Explanatory Note 2] [Ordinary Resolution 1]

No.	Type of Director	Non-Executive Directors’ Fee of the Company (RM)
1.	Non-Independent Non-Executive Director	63,000.00
2.	Independent Non-Executive Directors	451,800.00
	Total	514,800.00

3. To approve the Directors’ benefits of up to RM65,700.00 for the period commencing from the date immediately after the date of the 4th AGM of the Company up to the date of the next Annual General Meeting to be held in 2026, in such proportions and manner as the Directors may determine as follows:- [Please refer to Explanatory Note 2] [Ordinary Resolution 2]

No.	Type of Director	Non-Executive Directors’ Benefits (excluding Directors’ Fee) of the Company (RM)
1.	Independent Non-Executive Directors	65,700.00
	Total	65,700.00

4. To re-elect the following Directors who retire by rotation pursuant to Clause 129.1 of the Company’s Constitution and being eligible, have offered themselves for re-election: - [Please refer to Explanatory Note 3]

- (i) Dato’ Yeow Wah Chin [Ordinary Resolution 3]
(ii) Ms. Ho Kim Poi [Ordinary Resolution 4]

5. To re-elect Ms. Aireen Omar who retires pursuant to Clause 114 of the Constitution of the Company and being eligible, has offered herself for re-election. [Please refer to Explanatory Note 3] [Ordinary Resolution 5]

6. To re-appoint Messrs. BDO PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. [Please refer to Explanatory Note 4] [Ordinary Resolution 6]

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As Special Business

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

7. ORDINARY RESOLUTION

- AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

[Please refer to
Explanatory Note 5]
[Ordinary Resolution 7]

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (**“the Act”**), the Constitution of the Company, Main Market Listing Requirements (**“MMLR”**) of Bursa Malaysia Securities Berhad (**“Bursa Securities”**) and approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (**“New Shares”**) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding any treasury shares) of the Company for the time being (**“Proposed General Mandate”**).

THAT the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Paragraph 7.08 of the MMLR of Bursa Securities and the Company’s Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued shares in the Company.

THAT such approval on the Proposed General Mandate shall continue in force until: -

- a) the conclusion of the next Annual General Meeting (**“AGM”**) of the Company held after the approval was given;
- b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

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8. **ORDINARY RESOLUTION**
- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

[Please refer to
Explanatory Note 6]
[Ordinary Resolution 8]

"THAT subject to the provisions of the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Company and/or its subsidiaries ("**Group**") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to the Shareholders dated 29 April 2025, provided that such transactions are necessary for day-to-day operations and are carried out in the ordinary course of business and at arms-length basis on normal commercial terms which are consistent with the Group's normal business practices and policies and on terms not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company ("**Proposed Renewal of RRPT Mandate**").

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in full force until:

- a) the conclusion of the next Annual General Meeting of the Company ("**AGM**") at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
 - b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - c) revoked or varied by resolution passed by the shareholders in a general meeting,
- whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider expedient or necessary (including, without limitation, to execute all such documents and to assent to any conditions, variations and/or amendments) in the interest of the Company to give effect to the transactions contemplated and/or authorised by this mandate."

9. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and/or the Companies Act 2016.

BY ORDER OF THE BOARD

TEO SOON MEI
(SSM PC No. 201908000235) (MAICSA 7018590)

LIM JIA HUEY
(SSM PC No. 201908000929) (MAICSA 7073258)

Company Secretaries

Kuala Lumpur
Dated: 29 April 2025

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Explanatory Notes on Ordinary and Special Businesses:

1. **Item 1 of the Agenda**

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (“**the Act**”) does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.

2. **Items 2 and 3 of the Agenda**

Pursuant to Section 230(1) of the Act, the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at the general meeting.

The shareholders of the Company had, at the 3rd AGM of the Company held on 21 June 2024 approved the following fees and benefits payable to the Non-Executive Directors for the period from 22 June 2024 until the upcoming 4th AGM:-

- a) Non-Executive Directors’ fees of RM514,800.00 payable to the Non-Executive Directors; and
- b) Non-Executive Directors’ benefits of RM65,700.00 payable to the Non-Executive Directors.

(hereinafter collectively, referred to as “**Approved Limit**”)

The actual fees and benefits paid to the Non-Executive Directors for the said period were RM293,235.00 and RM30,750.00 respectively, and the payment did not exceed the Approved Limit by the shareholders at the 3rd AGM of the Company.

The Company is seeking shareholders’ approval for the payment of: -

- a) Ordinary Resolution 1 - Non-Executive Directors’ fees for an amount of up to RM514,800.00 payable to the Non-Executive Directors on a monthly basis for the period from 27 June 2025 until the next Annual General Meeting of the Company; and
- b) Ordinary Resolution 2 - Non-Executive Directors’ benefits for an amount of up to RM65,700.00 payable to the Non-Executive Directors on a monthly basis for the period from 27 June 2025 until the next Annual General Meeting of the Company.

The estimated Directors’ fees proposed for the financial period from 27 June 2025 until the next Annual General Meeting of the Company are derived based on the current Board size. The benefits payable to the Directors comprising of meetings allowances based on actual attendance of meetings by the Directors. The payment of benefits to the Directors will be made by the Company on a monthly basis and/or as and when incurred.

Ordinary Resolutions 1 and 2 are to facilitate payment of Directors’ fees and benefits for the financial year 2025/2026.

In the event that the proposed Directors’ fees and benefits payable are insufficient due to the enlarged Board size or additional meetings held, the Company will seek shareholders’ approval at the next annual general meeting of the Company for the additional Directors’ fees and benefits payable to meet the shortfall.

Details of Directors’ Remuneration and Benefits for the financial year ended 31 December 2024 are enumerated in the Corporate Governance Report 2024.

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3. **Items 4 and 5 of the Agenda**

Dato' Yeow Wah Chin and Ms. Ho Kim Poi, both Directors of the Company are seeking re-election as Independent Non-Executive Directors of the Company at the 4th AGM pursuant to Clause 129.1 of the Company's Constitution and being eligible, have offered themselves for re-election under Ordinary Resolutions 3 and 4 respectively.

Ms. Aireen Omar, who was appointed as Director of the Company on 21 June 2024, is seeking re-election as Independent Non-Executive Director of the Company at the 4th AGM pursuant to Clause 114 of the Company's Constitution, and being eligible, has offered herself for re-election under Ordinary Resolution 5.

The details of Dato' Yeow Wah Chin, Ms. Ho Kim Poi and Ms. Aireen Omar (hereinafter collectively referred to as "**the Retiring Directors**") are set out in the Annual Report 2024. The details of their interest in the securities of the Company can be found in the Annual Report 2024.

Based on the annual assessment conducted for the financial year ended 31 December 2024, the Nomination Committee ("**NC**") is satisfied with the performance and contribution of the Retiring Directors.

The Retiring Directors meet the criteria prescribed under Paragraph 2.20A of the Main Market Listing Requirement ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") on character, experience, integrity, competence and time to effectively discharge their role as the Directors. The Retiring Directors does not have any conflict of interest or potential conflict of interest, including interest in any business that is in competition with the Group. The NC has also assessed the Retiring Directors in accordance with the Guidelines on Fit and Proper Person of the Company and found them to have met the criteria for a fit and proper person as outlined in the said guidelines.

The Retiring Directors who are Independent Non-Executive Directors have provided their confirmation that they have fulfilled the independence criteria prescribed by the MMLR of Bursa Securities. They have also confirmed that they do not have any existing or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries or family that could affect the execution of their role as Directors.

The Board (save for the Retiring Directors whose have abstained from deliberation on discussions relating to their own re-election at the NC and Board meetings) supports the re-election of the Retiring Directors.

4. **Item 6 of the Agenda**

The Board has through the Audit and Risk Management Committee ("**ARMC**"), considered the re-appointment of Messrs. BDO PLT as Auditors of the Company. The factors considered by the ARMC in making the recommendation to the Board to table their re-appointment at the 4th AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report 2024.

5. **Item 7 of the Agenda**

Ordinary Resolution 7 is to seek a renewal of the general mandate for allotment and issuance of shares by the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed the prescribed limit under the MMLR of Bursa Securities ("**General Mandate**").

However, pursuant to Section 85(1) of the Act, the Company's Constitution and MMLR of Bursa Securities, the New Shares will have to be offered to the existing shareholders of the Company unless there is a direction to the contrary given in the general meeting of the Company. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 7, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, which then would allow the Directors to issue New Shares to any person without having to offer the said New Shares equally to all existing shareholders of the Company prior to the issuance. This will result in a dilution to the shareholding percentage of the existing shareholders of the Company.

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This proposed Resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of the issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

The Board of Directors of the Company is of the view that the General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last Annual General Meeting of the Company held on 21 June 2024 and which will lapse at the conclusion of the 4th AGM.

6. **Item 8 of the Agenda**

This proposed Ordinary Resolution 8, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and on normal commercial terms not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority Shareholders of the Company. The procurement of the Proposed Renewal of RRPT Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential Recurrent Related Party Transactions arise. The shareholders' mandate is subject to renewal on an annual basis.

The authority given for Ordinary Resolution 8 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Further information on Ordinary Resolution 8 is set out in the Circular to Shareholders of the Company dated 29 April 2025 which is despatched together with the Annual Report for the financial year ended 31 December 2024.

Notes:

- (1) The 4th AGM of the Company will be held at Meeting Venue, Members and proxies will have to attend physically in person at the Meeting Venue.
- (2) A member who is entitled to attend and vote at the 4th AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 4th AGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the 4th AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- (3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (4) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

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- (5) The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.
- (6) The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the Register and/or subject to the Constitution of the Company in relation to the Record of Depositors made available to the Company.
- (7) The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty eight (48) hours before the time appointed for holding the 4th AGM or at any adjournment thereof:-

In Hardcopy Form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

By Electronic Means

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide for the 4th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

- (8) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- (9) Last date and time for lodging the proxy form is Tuesday, 24 June 2025 at 10.00 a.m.
- (10) For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. Alternatively, please bring the **ORIGINAL** certificate of appointment of authorised representative to the meeting if it has not been deposited with the Share Registrar.

The certificate of appointment of authorised representative should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (11) Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in this Notice of 4th AGM will be put to vote by poll.
 - (12) In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2025 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 4th AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.

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- (13) Those proxy forms which are indicated with “√” in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the form of proxy must be initialed.
- (14) Shareholders are advised to check the Company’s website at www.senheng.com and announcements from time to time for any changes to the administration of the 4th AGM.

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 4th AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose of the member’s personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 4th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 4th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company 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.

STATEMENT ACCOMPANYING THE NOTICE OF THE FOURTH ANNUAL GENERAL MEETING (“4TH AGM”)

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”))

1. STATEMENT RELATING TO THE RE-ELECTION OF DIRECTOR

Ordinary Resolution 5 on the Re-election of Director

The following Director was appointed during the financial year, is standing for re-election as Directors of the Company at the 4th AGM under Ordinary Resolution 5 pursuant to Clause 114 of the Company’s Constitution:-

- (i) Ms. Aireen Omar

Ms. Aireen Omar, as the Independent Non-Executive Director has provided her confirmation that she fulfilled the independence criteria prescribed by the MMLR of Bursa Securities. She has confirmed that she does not have any existing or potential conflict of interest, business or family that could affect the execution of her role as Director.

The profile of Ms. Aireen Omar including her declaration of conflict of interests is set out in Annual Report 2024 of the Company.

2. STATEMENT RELATING TO THE GENERAL MANDATE FOR ISSUANCE OF SECURITIES

Ordinary Resolution 7 on the general mandate for the issuance and allotment of securities

Details on the general mandate for the issuance and allotment of securities in accordance to Paragraph 6.04 of the MMLR of Bursa Securities are provided under the Explanatory Note 5 of the Notice of the 4th AGM.