THIS CIRCULAR TO THE SHAREHOLDERS OF SENI JAYA CORPORATION BERHAD IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has only conducted limited review in respect of the Proposed New Shareholders' Mandate for additional recurrent related party transactions of a revenue or trading nature prior to its issuance pursuant to the provisions of Practice Note 18 of Main Market Listing Requirements of Bursa Securities. Bursa Securities has not perused the contents of this Circular in relation to the Proposed Renewal of Shareholders' for recurrent related party transactions of a revenue or trading nature prior to the issuance of this Circular.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

SENI JAYA CORPORATION BERHAD

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO

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")

The Proposed New and Renewal of Shareholders' Mandate will be tabled as Special Business at the Thirty-Second (32nd) Annual General Meeting (**"AGM"**) of Seni Jaya Corporation Berhad (**"SJCB"** or **"the Company"**) which 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 any adjournment thereof.

This Circular, together with the 32nd AGM Notice and the Proxy Form are set out in the Annual Report of SJCB for the financial year ended 30 June 2025 which are available to download from the Company's website at https://www.senijayacorp.com/pages/pages_id/32372/ and Bursa Securities' website at www.bursamalaysia.com.

The Proxy Form should be completed and returned in accordance with the instructions therein as soon as possible and 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 not less than 48 hours before the time set for holding the AGM or any adjournment thereof. The completion and return of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day, date and time for lodging the Proxy Form	:	Monday, 8 December 2025 at 11.00 a.m.
Day, date and time of the 32nd AGM	:	Wednesday, 10 December 2025 at 11.00 a.m.

This Circular is dated 31 October 2025.

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

"Act"	:	The Companies Act 2016, as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
"AGM"	:	Annual General Meeting
"Audit Committee"	:	The Audit Committee of SJCB
"Board"	:	The Board of Directors of SJCB
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Circular"	:	This Circular to Shareholders in relation to the Proposed New and Renewal of Shareholders' Mandate dated 31 October 2025
"Director(s)"	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of the SJCB Group or its holding Company
"GASB"	:	Goldcoast Achievements Sdn Bhd [Registration No. 200501002783 (679829-A)]
"LPD"	:	1 October 2025, being the latest practicable date prior to the printing of this Circular
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
"Major Shareholder(s)"	:	Means a person who has an interest or interests in one or more voting shares in a corporation and number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation, and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the company or any other corporation which is its subsidiary or holding company

		For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act
"OKH"	:	Ong Kah Hoe is the Executive Director of SJCB and a major shareholder of SJCB with a direct interest of 6.23% and indirect interest of 4.50% by virtue of his interest in OCR Group Berhad and OCR Land Holdings Sdn Bhd
"OCRCSB"		OCR Construction Sdn Bhd [Registration No. 201401042973 (1119151-W)]
"OCRTSB"		OCR Templer Sdn Bhd [Registration No. 202401013528 (1559378-M)]
"Person(s) Connected"	:	In relation to any person (referred to as **"said Person"**) means such person who falls under any one of the following categories:- (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pensions scheme) under which the said Person or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or is/are under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
"Proposed New and Renewal of Shareholders' Mandate"	:	Proposed new and renewal of the shareholders' mandate for SJCB Group to enter into RRPTs of a revenue or trading nature
"Related Party(ies)"	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s) of SJCB

"RRPT(s)"	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day to day operations of the Company or its subsidiaries
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"Shareholders"	:	Shareholders of SJCB
"SJCB" or "the Company"	:	Seni Jaya Corporation Berhad [Registration No. 199301025122 (279860-X)]
"SJCB Group" or "the Group"	:	Collectively, SJCB and its subsidiaries as defined in Section 4 of the Act
"SJCB Shares" or "the Shares"	:	Ordinary shares in the Company
"SJSB"	:	Seni Jaya Sdn Bhd [Registration No. 198301014170 (109563-X)]
"SJPSB"	:	Seni Jaya Production Sdn Bhd [Registration No. 198901005037 (182345-P)
"UOSB"	:	Unilink Outdoor Sdn Bhd [Registration No. 201101043097 (971217-U)]
"2025 Annual Report"	:	Annual Report of SJCB issued for the financial year ended 30 June 2025

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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

Registered Office:
B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur

31 October 2025

Board of Directors:

1.	YAM Tengku Amir Nasser Ibni Tengku Ibrahim	*(Independent Non-Executive Chairman)*
2.	Ong Kah Hoe	*(Executive Director)*
3.	Dato’ Sri Anne Teo	*(Non-Independent Non-Executive Director)*
4.	Datin Lee Nai Yee	*(Non-Independent Non-Executive Director)*
5.	Julian Koh Lu Ern	*(Independent Non-Executive Director)*
6.	Lee Chin Cheh	*(Independent Non-Executive Director)*

Dear Shareholders,

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS’ MANDATE

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1. INTRODUCTION

At the AGM of the Company held on 10 December 2024, the Company sought and obtained from its shareholders the general mandate for SJCB Group to enter into RRPTs of a revenue or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for SJCB Group’s day to day operations. The aforesaid mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 32nd AGM of the Company unless authority for its renewal is obtained from the shareholders.

On 30 October 2025, the Board announced that the Company proposes to undertake the Proposed New and Renewal of Shareholders’ Mandate at the forthcoming 32nd AGM of the Company.

The purpose of this Circular is to provide you with the relevant information of the Proposed New and Renewal of Shareholders’ Mandate and to seek your approval on the ordinary resolution pertaining to the Proposed New and Renewal of Shareholders’ Mandate to be tabled at the forthcoming AGM. The notice of the AGM together with the Proxy Form is enclosed in the 2025 Annual Report of the Company for the financial year ended 30 June 2025.

SHAREHOLDERS OF SJCB ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE

2.1 The Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPTs subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;

(c) the listed issuers' circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;

(d) in a meeting to obtain shareholders' mandate, the relevant related party must comply with the requirements set out in Paragraph 10.08(7) of the Listing Requirements, details as below:-

  (i) a related party with any interest, direct or indirect, must not vote on the resolution in respect of the related party transactions;
  (ii) the interested Director(s), interested Major Shareholder(s) must ensure that persons connected with them must abstain from voting on the resolution in respect of the related party transaction; and
  (iii) Where the Interested Related Party is a person connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution in respect of the related party transaction.

(e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Upon obtaining shareholders' approval for the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate, the provisions of Paragraph 10.08 of the Listing Requirements shall not apply.

2.2 Principal Activities of SJCB Group

SJCB is an investment holding company. The details of SJCB's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

Name of Company	Effective Equity Interest (%)	Principal activities
Subsidiaries of Seni Jaya Corporation Berhad		
Seni Jaya Production Sdn. Bhd.	100	Production and fabrication of advertising display structures, supply of display materials and provision of advertising media
Seni Jaya Sdn. Bhd.	100	Provision of media advertising services
Mediamart Sdn. Bhd.	100	Supply of advertising material and provision of outdoor media and management services
Subsidiaries of Seni Jaya Production Sdn. Bhd.		
Seni Jaya OOH Sdn. Bhd.	100	Investment holding and provision of production and media advertising, events and promotion services
Subsidiaries of Seni Jaya Sdn. Bhd		
Seni Jaya Media Utama Sdn. Bhd.	70	Provision of production and media advertising, events and promotion services
Andaman Media Sdn. Bhd.	70	General advertising & publicity business and to acquire and operate franchises or privileges for advertising and public relations purposes
Saakti Billboards Sdn. Bhd.	70	Consist of general advertising and publicity and to acquire and operate franchises or privileges for advertising and public relations purposes
Tanjong Jernih Sdn. Bhd.	70	Consist of general advertising and publicity and to acquire and operate franchises or privileges for advertising and public relations purposes
Seni Jaya Partnership Sdn. Bhd.	60	Provision of media advertising services
Associate of Seni Jaya Sdn. Bhd.		
Big Tree Seni Jaya Sdn. Bhd.	40	Provision of advertising space, related services and carrying out related production works.
Subsidiary of Seni Jaya OOH Sdn. Bhd.		
Topper Media Sdn. Bhd.	100	Investment holding company
Subsidiary of Topper Media Sdn. Bhd.		
Noisy Sherbert Sdn. Bhd.	51.22	Information technology service activities

It is anticipated that SJCB Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 2.4 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

As such, the Board proposes to seek the shareholders' approval for the Proposed New and Renewal of Shareholders' Mandate for the SJCB Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 below, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. Such mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTs will also be subjected to the review procedures set out in Section 2.5 below.

2.3 Validity Period of the Proposed New and Renewal of Shareholders' Mandate

The Proposed New and Renewal of Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming 32^{nd} AGM and shall continue to be in force until:

(a) the conclusion of the next AGM of SJCB following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate is renewed;

(b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340 (2) of the Act (but shall 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 general meeting,

whichever is earlier.

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2.4 Classes of Related Parties and Nature of RRPTs

The RRPTs covered by the Proposed New and Renewal of Shareholders' Mandate are set out in table below:-

(a) Proposed New Shareholders' Mandate

Related Party & Principal Activities of Related Party	SJCB Group - Transacting Party	Nature of Transaction	Nature of relationship between SJCB Group and the Related Party(ies)	Actual value transacted up to LPD (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming 32nd AGM to the next AGM [1] (RM'000)
OCRTSB - Property development	SJSB	Sales of rental billboards and street bunting to OCRTSB, and the supply, and installation of hoarding structures.	• OKH is the Executive Director of SJCB and a major shareholder of SJCB with a direct interest of 6.23% and indirect interest of 4.50% by virtue of his interest in OCR Group Berhad and OCR Land Holdings Sdn. Bhd. • OCRTSB is a wholly owned subsidiary of Grand Superland Sdn Bhd ("**GSSB**") which in turn is a wholly owned subsidiary of OCR Group Berhad ("**OCR**"). OKH is the director of OCR and GSSB and a major shareholder of OCR with a direct interest of 25.22% and indirect interest of 9.65% by virtue of his interest in OCR Land Holdings Sdn Bhd and his parents and siblings.	35	350

Notes:

(1) The estimated values are calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and subject to changes.

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

(b) <u>Proposed Renewal of Shareholders' Mandate</u>

Related Party & Principal Activities of Related Party	SJCB Group - Transacting Party	Nature of Transaction	Nature of relationship between SJCB Group and the Related Party(ies)	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 October 2024 ("Estimated Value") (RM'000)	Actual value transacted (from date of AGM held on 10 December 2024 up to the LPD) ("Actual Value") (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming 32nd AGM to the next AGM [(1)] (RM'000)
UOSB - Principally engaged in billboard advertising activities.	SJSB	UOSB grants SJSB the exclusive rights to sell, market and manage its billboards advertisement, sites and structures with a revenue sharing business model which in the form of monthly fee to UOSB based on the percentage (%) of campaign monthly rental billed to client. The rate or percentage (%) is on arm length basis where the same applied to other media partner.	• OKH is the Executive Director of SJCB and a major shareholder of SJCB with a direct interest of 6.23% and indirect interest of 4.50% by virtue of his interest in OCR Group Berhad and OCR Land Holdings Sdn. Bhd. • OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.[(2)]	12,000	5,303	12,000

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

Related Party & Principal Activities of Related Party	SJCB Group - Transacting Party	Nature of Transaction	Nature of relationship between SJCB Group and the Related Party(ies)	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 October 2024 ("Estimated Value") (RM'000)	Actual value transacted (from date of AGM held on 10 December 2024 up to the LPD) ("Actual Value") (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming 32nd AGM to the next AGM [(1)] (RM'000)
UOSB - Principally engaged in billboard advertising activities.	SJPSB	UOSB grants SJPSB to manage all billboard production with a revenue sharing business model which in the form of monthly fee to UOSB based on percentage (%) of production billing to client. The rate or percentage (%) is on arm length basis where the same applied to other media partner.	• OKH is the Executive Director of SJCB and a major shareholder of SJCB with a direct interest of 6.23% and indirect interest of 4.50% by virtue of his interest in OCR Group Berhad and OCR Land Holdings Sdn. Bhd. • OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.[(2)]	3,000	1,114	3,000

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

Related Party & Principal Activities of Related Party	SJCB Group - Transacting Party	Nature of Transaction	Nature of relationship between SJCB Group and the Related Party(ies)	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 October 2024 ("Estimated Value") (RM'000)	Actual value transacted (from date of AGM held on 10 December 2024 up to the LPD) ("Actual Value") (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming 32nd AGM to the next AGM [(1)] (RM'000)
GASB - Principally engaged in property development activities.	SJSB	SJSB rents office premises from GASB as corporate office. [(3)]	• OKH is the Executive Director of SJCB and a major shareholder of SJCB with a direct interest of 6.23% and indirect interest of 4.50% by virtue of his interest in OCR Group Berhad and OCR Land Holdings Sdn. Bhd. • OKH is a director and major shareholder of GASB with a direct interest of 74% and indirect interest of 26% by virtue of his father, Ong Kim Chong's direct shareholdings in GASB as at the LPD date.	120	68	120

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

Related Party & Principal Activities of Related Party	SJCB Group - Transacting Party	Nature of Transaction	Nature of relationship between SJCB Group and the Related Party(ies)	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 October 2024 ("Estimated Value") (RM'000)	Actual value transacted (from date of AGM held on 10 December 2024 up to the LPD) ("Actual Value") (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming 32nd AGM to the next AGM [1] (RM'000)
OCRCSB - Construction of Residential and Commercial Properties and Property Development	SJCB	Progress billings payable to OCRCSB for the construction of corporate head office (**"Project"**). [4]	• OKH is the Executive Director of SJCB and a major shareholder of SJCB with a direct interest of 6.23% and indirect interest of 4.50% by virtue of his interest in OCR Group Berhad and OCR Land Holdings Sdn. Bhd. • OCRCSB is a wholly owned subsidiary of OCR Group Berhad ("**OCR**"). OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.22% and indirect interest of 9.65% by virtue of his interest in OCR Land Holdings Sdn. Bhd. and his parents and siblings.	5,000	2,190	-

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

<u>Notes</u>:

(1) *The estimated values are calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and subject to changes.*

(2) *The balance shareholding of 1% in UOSB is held by Ong Kah Wee (brother of OKH) and he is a person connected to OKH.*

(3) *Particulars of the office premises*

	Tenure (years)	***Area in sq.ft.***
No. A-01-01, Block Allamanda, 10 Boulevard, Lebuhraya SPRINT, Jalan PJU 6A, 47400 Petaling Jaya, Selangor.	*1*	*1,363*
No. A-01-02, Block Allamanda, 10 Boulevard, Lebuhraya SPRINT, Jalan PJU 6A, 47400 Petaling Jaya, Selangor.	*1*	*1,378*

(4) *Particulars of the Project*

Developer/ Project Owner	*OCRCSB*
Location	*Geran 54432, Lot 45822 Seksyen 39, Bandar Petaling Jaya, Daerah Petaling, Negeri Selangor*
Number of storeys, gross built-up and net lettable or useable areas	*One storey, gross built-up and useable area is 8,021 square feet*
Total Development Cost	*RM7,300,000*
Date of Commencement	*Project commenced on 26 November 2021*
Expected Date of Completion	*Delivery of vacant possession on 16 June 2025*
Stage or percentage of the completion	*100%*
Remarks	*SJCB purchased one floor of the building from OCRCSB, for its corporate head office.*

(5) *The Board hereby confirms and will ensure that the RRPTs that are contemplated under the mandate comply with Paragraph 10.09(2) of the Listing Requirements and the relevant provisions under Items 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.*

2.5 Review Methods or Procedures for the Recurrent Related Party Transactions

SJCB Group has established various methods and procedures to ensure the RRPTs are undertaken on arms' length and on normal commercial terms, which are consistent with SJCB Group's usual business practices and policies, on terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders.

The review and disclosure procedures are as follows:

(a) Identification

(i) A list of the Related Parties will be circulated to all heads of department within the SJCB Group to notify that all transactions with the Related Parties are required to be undertaken on an arm's length basis, under normal commercial terms consistent with the Group's business practices and policies and on terms not more favourable to the Related Party(ies) than those generally available to the public and, are not to the detriment of the minority shareholders of SJCB.

(ii) All companies within the SJCB Group are required to inform the Management before entering into any RRPTs other than those entered into pursuant to the Proposed Shareholders' Mandate. In addition, all heads of department are advised to report to the Management all transactions involving Related Parties who will monitor and report to the Audit Committee for review on a quarterly basis.

(b) Authorisation

(i) The pricing methods and procedures of the transactions are to be determined by market forces, under similar commercial terms for transactions with third parties that depend on the demand and supply, quality and the availability of the products.

(ii) All types of RRPTs are carried out at arm's length and under the Group's normal commercial terms, and are 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 SJCB Group.

(iii) The Related Parties and Directors who are deemed interested have been advised of their responsibilities and obligations under the relevant Listing Requirements, the Group's policy and procedures for RRPTs.

(iv) If a member of the Board or Audit Committee has an interest, direct or indirect, in any RRPT(s), he shall abstain from any deliberations and decision-making by the Board or Audit Committee in respect of the said transaction(s).

(v) Where a transaction is valued at more than RM500,000, it will be notified to the Audit Committee and subject to approval by the Board. Where a transaction is valued at RM500,000 or less, it will be approved by a senior management staff who has been identified for this purpose and who shall have no interest in the transaction and notify the Audit Committee.

(vi) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

(vii) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Management will rely on the usual business norms and practices taking into account the efficiency, quality and type of support services to be provided to ensure that the RRPTs are not detrimental to the SJCB Group.

(c) Monitoring and Reporting

(i) A register shall be maintained by the respective companies within the SJCB Group to record all RRPTs, which are entered into pursuant to the Proposed New and Renewal of Shareholders' Mandate.

(ii) All RRPTs shall be reported to the Audit Committee on a quarterly basis together with the quarterly financial reports.

(iii) The Audit Committee will review the existing procedures, on an annual basis and as and when required, to ensure that the RRPTs are at all times carried out on commercial terms consistent with the SJCB Group's usual business practices and policies.

2.6 Amount Due and Owing by Related Parties

As at LPD, the amount due and owing to the SJCB Group by the following parties under RRPTs which has exceeded the credit terms are as follows:-

Related Party	**Amount of Outstanding RRPT Receivables (RM'000)**				**Total (RM'000)**
	< 1 year	**> 1 year to 3 years**	**> 3 years to 5 years**	**> 5 years**	
Unilink Outdoor Sdn Bhd	432	370	-	-	802
CSSB Outdoor Sdn Bhd	64	100	-	-	164
Total	496	470	-	-	966

(a) A late payment charge of 4% per annum was imposed on the outstanding sum of RM966,000 owing by the related party in respect of the collaboration fee arises from the revenue sharing business model.

(b) Management has worked out a repayment timeline for the related party to repay the outstanding amount and will continue to follow up the repayment of outstanding amount.

(c) The Board of Directors is of the opinion that Management has taken the necessary steps and is closely monitoring on the outstanding sum and therefore is confident that the outstanding sum is recoverable.

the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures and processes.

The Audit Committee will also have the discretion to request for limits to be imposed or for additional procedures and processes to be followed if it considers such requests to be appropriate. In that event, such limits or procedures and processes may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures and processes.

The Audit Committee will review the existing procedures and processes, on an annual basis and as and when required, to ensure that the RRPT(s) are at all times carried out on commercial terms consistent with the SJCB Group's usual business practices and policies.

The Audit Committee of the Company has reviewed the above procedures and processes and is satisfied that the said procedures and processes are adequate to monitor, track and identify RRPT(s) in a timely and orderly manner and are sufficient to ensure that the RRPT(s) will be carried out on commercial terms consistent with the SJCB Group's usual business practices and policies and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and are not, in the Company's opinion, detrimental to the minority shareholders. Any member of the Audit Committee who is interested in any transaction shall abstain from reviewing and deliberating on such transaction.

2.8 Disclosure of Recurrent Related Party Transactions

Disclosure will be made in the annual report of the Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:

(a) the type of the RRPTs made; and

(b) the names of the Related Parties involved in each type of the RRPTs made and their relationships with SJCB Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed New and Renewal of Shareholders' Mandate had been obtained.

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3. RATIONALE FOR THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed New and Renewal of Shareholders' Mandate will enable SJCB Group to carry out RRPT(s) necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

The RRPT(s) carried out within the SJCB Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPT(s) are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Party(ies), the Group would have an advantage of familiarity with the background and management of the Related Party(ies), thus enabling more informed commercial decisions to be made. In most dealings with the Related Party(ies), the Group and the Related Party(ies) have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPT(s).

4. EFFECTS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed New and Renewal of Shareholders' Mandate are administrative in nature and are therefore not expected to have any effect on the issued and paid-up capital, major shareholders' shareholdings and any material effect on the consolidated net assets, consolidated earnings per share and consolidated gearing of SJCB.

5. INTEREST OF DIRECTORS AND/OR MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

As at the LPD, save as disclosed below, none of the Directors and/or Major Shareholders and/or persons connected with a Director or Major Shareholder have any interest, directly or indirectly in the Proposed New and Renewal of Shareholders' Mandate:-

Name	**Direct**		**Indirect**	
	No. of Shares	**%**	**No. of Shares**	**%**
Interested Director/ Major Shareholder				
Ong Kah Hoe	13,309,200	6.23	9,616,000	4.50[(1)]
Persons Connected				
OCR Group Berhad	7,920,000	3.71	-	-
OCR Land Holdings Sdn. Bhd.	1,696,000	0.79	-	-

Notes:

(1) Deemed interested by virtue of his interest in OCR Group Berhad and OCR Land Holdings Sdn. Bhd. pursuant to Section 8 of the Act.

Accordingly, the Interested Director and Major Shareholder of SJCB, i.e. OKH, has abstained and/or shall continue to abstain from all deliberations and voting on matters pertaining to the Proposed New and Renewal of Shareholders' Mandate at Board meetings and he will abstain from voting in respect of his direct and/or indirect shareholdings in SJCB at the forthcoming AGM on the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate.

OKH also has undertaken that he shall ensure that the persons connected with him will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed New and Renewal of Shareholders' Mandate at the forthcoming 32nd AGM.

6. APPROVALS REQUIRED

The Proposed New and Renewal of Shareholders' Mandate is conditional upon the approval of the shareholders of the Company at the forthcoming 32nd AGM.

7. DIRECTORS' RECOMMENDATION

The Directors of SJCB (save for OKH) having considered all aspects of the Proposed New and Renewal of Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Company and accordingly, the Board (save for OKH) recommended that the shareholders of SJCB vote in favour of the ordinary resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate to be tabled at the forthcoming 32nd AGM.

8. ANNUAL GENERAL MEETING

The resolution to vote on the Proposed New and Renewal of Shareholders' Mandate is set out in the Notice of 32nd AGM contained in 2025 Annual Report of the Company. The 32nd AGM 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 any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate.

If you are unable to attend and vote in person at the 32nd AGM, you are requested to complete, sign and return the Proxy Form enclosed in the 2025 Annual Report in accordance with the instructions printed therein to 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 not less than 48 hours before the time set for holding the AGM or any adjournment thereof. The completion and return of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

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

JULIAN KOH LU ERN
Independent Non-Executive Director

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of SJCB who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

As at the LPD, neither the Company nor its subsidiaries have entered into any contract which are or may be material impact to the financial position of the Group.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, neither the Company nor its subsidiaries engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against SJCB Group, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the SJCB Group

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to the date of the AGM:-

a) The Constitution of the Company; and

b) Audited consolidated financial statements for the financial year/period ended 31 December 2022 and 30 June 2024 and the latest unaudited results since the last audited financial statements.

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

EXTRACT OF NOTICE OF THE 32ND ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 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")

"**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 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."