



**SANICHI TECHNOLOGY BERHAD**  
(Company No. 661826-K)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF TWELFTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at PLO 135 Jalan Cyber 5, Kawasan Perindustrian Senai Fasa 3, 81400 Senai, Johor Darul Takzim on Friday, 25 November 2016 at 10.30 a.m. to transact the following business:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
2. To approve the payment of Directors' Fees amounting to RM180,000 in respect of the financial year ended 30 June 2016 (2015 : RM180,000). (Resolution 1)
3. To re-elect Mr Ong Tee Kein, who retires pursuant to Article 127 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 2)
4. To re-appoint Messrs Cheng & Co as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 3)

**AS SPECIAL BUSINESS:**

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

5. **Ordinary Resolution - Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 4)  
"THAT, subject always to the Companies Act, 1965, ("the Act") (as may be amended, modified or re-enacted from time to time), the Articles of Association of the Company and the approvals of relevant government/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Act, to issue shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
6. To transact any other business of which due notice shall have been given.

**By Order of the Board**

Foo Siew Loon (MAICSA No.: 7006874)  
Company Secretary  
Kuala Lumpur  
31 October 2016

**Notes:**

1. The Agenda item 1 is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting. Save for Agenda item 1, all the Agenda shall be voted by poll pursuant to Rules 8.31A of ACE Market Listing Requirements of Bursa Securities.
2. A member entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at the meeting of the Company shall have the same rights as the member to speak at the meeting.
4. A member of the Company who, is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
5. Where the Form of Proxy is executed by a corporation, it must be executed under its seal or under the hand of its attorney.
6. The instruments appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company located at Level 33A, Menara 1MK, Kompleks 1 Mont Kiara, No.1 Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of poll, and in default the instrument of proxy shall not be treated as valid.
7. Only depositors whose names appear in the Record of Depositors as at 18 November 2016 shall be regarded as members and entitled to attend, speak and vote at the meeting or appoint a proxy or proxies to attend and vote in his/her stead.

**Explanatory Notes on Special Business**

**(i) Resolution 4**

**Ordinary Resolution - Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**

The proposed Resolution 4 under item 5 of the agenda, is a renewal mandate of the previous general mandate obtained from the shareholders at the Eleventh AGM of the Company held on 22 December 2015, which is expiring at the conclusion of the forthcoming AGM. The proposed Ordinary Resolution 4, if passed, will empower the Directors from the date of the Twelfth AGM, to allot up to a maximum of 10% of the issued and paid-up share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company without having to convene a separate general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The renewal of this mandate will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Eleventh AGM held on 22 December 2015 and which will lapse at the conclusion of the Twelfth AGM.