



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") 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 11.30 a.m. or immediately after the conclusion or adjournment of Sanichi's Twelfth Annual General Meeting to be held at the same venue and on the same day at 10.30 a.m., whichever is the later, for the following purposes:-

ORDINARY RESOLUTION

- Proposed Authority for Share Buy-Back by the Company

THAT subject to the provisions of the Companies Act, 1965, rules, regulations and orders made pursuant to the Act (as may be amended, modified or re-enacted from time to time), provisions of Memorandum and Articles of Association of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant statutory and/or regulatory requirements, the Company be authorised, to the fullest extent permitted by law, to purchase/buy-back and hold, from time to time and at any time, such amount of ordinary shares of RM0.10 each in the Company as may be determined by the Directors of the Company from time to time, through Bursa Securities, upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that:

- (i) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total issued and paid-up ordinary share capital of the Company for the time being quoted on Bursa Securities;
- (ii) the maximum amount of funds to be allocated for the Share Buy-Back shall not exceed the aggregate of retained earnings and/or share premium account of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and

THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:

- (i) the conclusion of the next Annual General Meeting of the Company, unless the authority granted is renewed, either unconditionally or subject to conditions, at the said Annual General Meeting; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company after that date it is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:

- (a) cancel all the purchased ordinary shares; and/or
- (b) retain the purchased ordinary shares as treasury shares for distribution as dividend to the shareholders of the Company and/or resell on Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
- (c) retain part of the purchased ordinary shares as treasury shares and cancel the remaining shares;
- (d) such other manner as Bursa Securities and other relevant authorities may allow from time to time.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as may be necessary and/or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities (Central Depository) Industry Act, 1991, and the entering into and execution of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the provisions of the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Securities and all other relevant statutory and/or regulatory requirements, in the best interests of the Company."

By Order of the Board

Foo Siew Loon (MAICSA 7006874)
Company Secretary
Kuala Lumpur

11 November 2016

Notes:-

1. The agenda shall be by voted by poll pursuant to Rules 8.31A of the Listing Requirements.
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.
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.