



## SANICHI TECHNOLOGY BERHAD

(Company No. 661826-K)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Sanichi Technology Berhad (“**Sanichi**” or the “**Company**”) will be held at Sanichi Technology Berhad, PLO 135, Jalan Cyber 5, Kawasan Perindustrian Senai Fasa 3, 81400 Senai, Johor Darul Takzim on Monday, 27 August 2018 at 2.00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modification:-

#### **ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,012,285,042 SHARES (“RIGHTS SHARES”) TOGETHER WITH UP TO 506,142,521 FREE DETACHABLE WARRANTS (“WARRANTS E”) ON THE BASIS OF 2 RIGHTS SHARES TOGETHER WITH 1 FREE WARRANT E FOR EVERY 1 EXISTING SHARE HELD BY THE ENTITLED SHAREHOLDERS OF SANICHI (“ENTITLED SHAREHOLDERS”) ON AN ENTITLEMENT DATE TO BE DETERMINED BY THE BOARD AT A LATER DATE (“ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

“**THAT** subject to the approval of all relevant regulatory authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the rights shares and the warrants to be issued hereunder and the new ordinary shares in the Company to be issued pursuant to the conversion of the aforesaid warrants, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to:-

- (a) to provisionally allot and issue by way of a renounceable rights issue of up to 1,012,285,042 Rights Shares together with up to 506,142,521 Warrants E to the shareholders of Sanichi (“**Shareholders**”) whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board (“**Entitlement Date**”) and/or their renounee(s), on the basis of 2 Rights Shares together with 1 free Warrant E for every 1 existing Share held at a final issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (b) to issue the Warrants E in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) and Excess Applicants (defined below), if any, who subscribe for and are allotted Rights Shares, each Warrant E conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board, subject to any adjustment to the subscription rights attached to the Warrants E in accordance with the provisions of a deed poll to be executed by the Company constituting the Warrants E (“**Deed Poll E**”);
- (c) to allot and issue such number of additional warrants pursuant to adjustments as provided under the Deed Poll E (“**Additional Warrants E**”) and to adjust from time to time the exercise price of the Warrants E as a consequence of the adjustments under the provisions of the Deed Poll E and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required); and
- (d) allot and issue such number of new Shares credited as fully paid-up to the holders of the Warrants E upon their exercise of the relevant warrants to subscribe for new Shares during the tenure of the Warrants E, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants E and such adjustments in accordance with the provisions of the Deed Poll E.

**THAT** any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons (“**Excess Applicants**”) as the Board shall determine at its absolute discretion;

**THAT** the Rights Shares and the new Shares to be issued pursuant to the exercise of the Warrants E shall be listed on the ACE Market of Bursa Securities;

**THAT** the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 4 of the Circular to Shareholders dated 10 August 2018 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

**THAT** the Rights Shares shall, upon allotment, issuance and (where applicable) full payment, rank *pari passu* in all respects with the then existing issued and paid-up Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares;

**THAT** the new Shares to be issued pursuant to the exercise of the Warrants E (including the Additional Warrants E, if any) shall, upon allotment, issue and full payment of the exercise price of the Warrants E (or the Additional Warrants E, if any), rank *pari passu* in all respects with the then existing issued and fully paid-up Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of such new Shares arising from the exercise of the Warrants E (including the Additional Warrants E, if any);

**AND THAT** this Ordinary Resolution constitutes specific approval for the issuance of Shares and securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants E (including Additional Warrants E, if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

By Order of the Board

**SANICHI TECHNOLOGY BERHAD**

**FOO SIEW LOON (MAICSA 7006874)**

Company Secretary

Kuala Lumpur

10 August 2018

#### Notes:-

1. A shareholder who is entitled to attend and vote at the meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
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 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 multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at Level 33A, Menara 1 MK, Kompleks 1 Mont Kiara, No. 1, Jalan Kiara, Mont Kiara 50480 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 77 of the Company’s Constitution to issue a General Meeting Record of Depositors as at 20 August 2018. Only members whose names appear in the General Meeting Record of Depositors as at 20 August 2018 shall be regarded as members and entitled to attend, speak and vote at the meeting.
8. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice of Extraordinary General Meeting will be put to vote by way of poll. Independent Scrutineers will be appointed to conduct the polling process and to verify the results of the poll.