



SEDANIA  
INNOVATOR

## SEDANIA INNOVATOR BERHAD

(Company No.: 1074350-A)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting (AGM) of Sedania Innovator Berhad ("the Company") will be held at Dewan Presiden, Kelab Golf Negara Subang, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Monday, 15<sup>th</sup> day of May, 2017 at 10.00 a.m. for the purpose of transacting the following businesses :-

#### AGENDA

##### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' and Auditors' Reports thereon. Please refer to Explanatory Notes A
2. To approve the payment of Directors' fees of RM 122,500 in respect of the financial year ended 31 December 2016. Resolution 1
3. To re-elect Noor Syafroz bin Mohd Noor , who retires in accordance to Article 95 of the Company's Constitution, and being eligible, offer himself for re-election. Resolution 2
4. To re-elect Datuk Syed Izuan bin Syed Kamarulbahrin who retires in accordance to Article 95 of the Company's Constitution and being eligible, offer himself for re-election. Resolution 3
5. To re-elect Lau Kin Wai who retires in accordance to Article 100 of the Company's Constitution and being eligible, offer himself for re-election. Resolution 4
6. To re-appoint Messrs BDO as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 5

##### SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution.

##### 7. Ordinary Resolution

**Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act")**

Resolution 6  
(Explanatory Notes B)

"THAT subject to Sections 75 and 76 of the Act, and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as 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 total number of issued shares capital of the Company for the time being and the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company in accordance with Sections 75 and 76 of the Companies Act 2016."

##### ANY OTHER BUSINESS

8. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

**SHAHNIZA ANOM BINTI ELIAS** (LS 0006472)

**TIA HWEI PING** (MAICSA 7057636)

Company Secretaries

Selangor Darul Ehsan

21 April 2017

#### Notes:

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than (2) proxies to attend, vote and speak in his/her stead at the same meeting. A proxy may but need not be a member of the Company.
- (ii) Where a member of the Company appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
- (iii) 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.  
An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (iv) If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- (v) The instrument appointing a proxy shall be signed by the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- (vi) The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, shall be deposited at Share Registrar's Office, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- (vii) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 3 May 2017 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- (viii) Pursuant to 8.31A of the ACE market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice will be put to vote by way of poll.

#### EXPLANATORY NOTES A:

The Audited Financial Statements in Agenda 1 is intended for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the members and hence is not put for voting.

#### EXPLANATORY NOTES B:

The proposed Ordinary Resolution No. 6, if passed, would, subject to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, enable the Directors to allot and issue up to a maximum of ten per centum (10%) of the total issued and paid – up share capital of the Company at the date of such issuance for such purpose as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting (AGM) of the Company.

The mandate will enable the Directors to take swift action in case of a need for corporate exercise or fund raising activities or in the event business opportunities arise which involve the issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. The proceeds raised from the corporate exercises or fund raising activities will be utilised for funding future investment projects, working capital and/or acquisitions.