



SEDANIA
INNOVATOR

SEDANIA INNOVATOR BERHAD

(Company No.: 1074350-A)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth 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 Wednesday, 23 May 2018 at 10.00 a.m. for the purpose of transacting the following businesses: -

AGENDA

ORDINARY BUSINESS

- | | |
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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors' and Auditors' Reports thereon. | Please refer to Explanatory Notes A |
| 2. To approve the payment of Directors' fees payable to Non-Executive Directors of the Company up to an amount of RM150,000 from 24 May 2018 until the next AGM of the Company. | Resolution 1
Explanatory Note B |
| 3. To approve the payment of benefits payable to Non-Executive Chairman and Non-Executive Directors up to an amount of RM94,000 from 24 May 2018 until the next AGM of the Company. | Resolution 2
Explanatory Note B |
| 4. To re-elect the following Directors, who retire in accordance to Article 95 of the Company's Constitution, and being eligible, offer themselves for re-election: -
i) Tan Sri Abdul Halim Bin Ali; and
ii) Tan Sri Nuraizah Binti Abdul Hamid | Resolution 3
Resolution 4 |
| 5. To re-appoint Messrs. BDO as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. | Resolution 5 |

SPECIAL BUSINESS

- | | |
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| 6. To consider and if thought fit, to pass the following resolution as Ordinary Resolution. | Resolution 6
Explanatory Notes C |
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Ordinary Resolution

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

" THAT subject to Section 75 of the Companies Act 2016 and approvals of the relevant government/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 share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Companies Act 2016."

ANY OTHER BUSINESS

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

BY ORDER OF THE BOARD

TIA HWEI PING (MAICSA 7057636)

Company Secretary

Selangor Darul Ehsan

25 April 2018

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (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 15 May 2018 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:

Ordinary Resolution 1 – Directors' fees payable from 24 May 2018 up to the next AGM of the Company ("Relevant Period").

Section 230(1) of the Companies Act, 2016 provides amongst others, that "the fees" of the Directors and "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 1, if passed will allow the Company to pay Directors' fees of RM5,000.00 per month to the Non-Executive Chairman and RM2,500.00 per month each to three (3) Non-Executive Directors from 24 May 2018 until the next AGM of the Company.

Ordinary Resolution 2 – Benefits payable from 24 May 2018 until the next AGM of the Company.

The benefits payable comprises meeting allowances, insurance coverage and travel expenses payable to the Non-Executive Chairman and Non-Executive Directors. In determining the estimated total amount of benefits payable to the Directors, the Directors considered various factors including the number of meetings for the Directors and Board Committees as well as the number of Directors involved in these meetings. The estimated amount of RM94,000.00 for the Relevant Period is derived from a total of RM74,000.00 for the financial year ending 31 December 2018 and RM20,000.00 for the period from 1 January 2019 until the next AGM in 2019. Payment of the benefits payable will be made by the Company on a monthly basis and/or as and when incurred if the proposed Ordinary Resolution 2 is passed at the AGM of the Company. The Directors are of the view that it is just and equitable for the Directors to be paid benefits payable on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

EXPLANATORY NOTES C:

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.

This is the renewal of the mandate obtained from the members at the last AGM ("the previous mandate"). For further information, please refer to the Statement Accompanying Notice of Annual General Meeting on page 131 in the Annual Report 2017.