



SEDANIA INNOVATOR BERHAD

(Company No.: 1074350-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("5th AGM") of Sedania Innovator Berhad ("Company") will be held at Dewan Presiden, Kelab Golf Negara Subang, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 16 May 2019 at 10:00 a.m. for the purpose of transacting the following businesses: -

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon. Please refer to Explanatory Note A
- To approve the payment of Directors' fees payable to Non-Executive Directors of the Company up to an amount of RM150,000.00 from 17 May 2019 until the next AGM of the Company. Ordinary Resolution 1 (Explanatory Notes B)
- To approve the payment of benefits payable to Non-Executive Chairman and Non-Executive Directors up to an amount of RM92,000.00 from 17 May 2019 until the next AGM of the Company. Ordinary Resolution 2 (Explanatory Notes B)
- To re-elect the following Directors who are retiring in accordance with Article 95 of the Company's Articles of Association: -
 - Datuk Noor Azrin Bin Mohd Noor; and
 - Tan Sri Nuraizah Binti Abdul Hamid.Ordinary Resolution 3 (Explanatory Note C)
- To appoint Puan Norliza Binti Kamaruddin as an Independent Non-Executive Director of the Company. Ordinary Resolution 4 (Explanatory Note D)
- To re-appoint Messrs. BDO PLT as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. Ordinary Resolution 5

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary and Special Resolutions:-

- Authority to Allot and Issue Shares pursuant to the Companies Act 2016** Ordinary Resolution 6 (Explanatory Note E)

"THAT pursuant to the Companies Act 2016 ("**Act**"), the Articles of Association of the Company, ACE Market Listing Requirements ("**ACE LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and subject to the 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 ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company"
- Proposed Adoption of New Constitution of the Company** Special Resolution (Explanatory Note F)

"THAT approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association in its entirety with immediate effect and in place thereof, the proposed new Constitution as set out in Appendix A attached herewith be and is hereby approved and adopted as the Constitution of the Company ("**Proposed Adoption of New Constitution**");

AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption of New Constitution."
- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

16 April 2019

Notes:

- 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 9 May 2019 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.
- 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. There shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- 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.
- The instrument appointing a proxy(ies) 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 Securities Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

EXPLANATORY NOTE A:

The Audited Financial Statements in Agenda 1 is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval from the members for the Audited Financial Statement. Hence, this Agenda item is not put forward for voting.

EXPLANATORY NOTES B:

Ordinary Resolution 1 – Directors' Fees payable from 17 May 2019 up to the next AGM of the Company ("**Relevant Period**").

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 17 May 2019 until the next AGM of the Company.

Ordinary Resolution 2 – Benefits payable from 17 May 2019 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 RM92,000.00 for the Relevant Period is derived from a total of RM72,000.00 for the financial year ending 31 December 2019 and RM20,000.00 for the period from 1 January 2019 until the next AGM in year 2020. 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 NOTE C:

Tan Sri Nuraizah Binti Abdul Hamid who retires in accordance with Article 95 of the Company's Articles of Association has expressed her intention not to seek for re-election. Hence, she will retire at the conclusion of the 5th AGM.

EXPLANATORY NOTE D:

In determining the eligibility of the proposed candidate stand for appointment at the forthcoming 5th AGM, the Nominating Committee had considered the requirements under Rule 2.20A of the ACE LR of the Bursa Securities and recommended Puan Norliza Binti Kamaruddin ("Puan Norliza") for appointment as an Independent Non-Executive Director of the Company. The Board had on the Board meeting held on 25 March 2019 assessed the profile of Puan Norliza and agreed to recommend the appointment of Puan Norliza to the shareholders for approval at the 5th AGM of the Company.

The details of Puan Norliza is set out under the Statement Accompanying Notice of AGM on page 118 in the Annual Report 2018.

EXPLANATORY NOTE E:

The proposed Ordinary Resolution No. 6, if passed, would, subject to the ACE LR of Bursa Securities, enable the Directors to allot and issue up to a maximum of ten per centum (10%) of the total number of issued shares 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 of the Company.

This is a renewal of the mandate obtained from the members at the last AGM ("**Previous Mandate**"). For further information, please refer to the Statement Accompanying Notice of AGM on the ensuing page.

EXPLANATORY NOTE F:

The proposed Special Resolution, if passed, will streamline the Company's Constitution with the Act, recent amendments made to the ACE LR of Bursa Securities as well as to enhance administrative efficiency.

The Proposed Adoption of new Constitution of the Company shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend and vote and do vote in person or by proxy at this meeting.