



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

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth (14th) Annual General Meeting of the Company will be held at PLO 135 Jalan Cyber 5, Kawasan Perindustrian Senai Fasa 3, 81400 Senai, Johor Darul Takzim on Wednesday, 29 May 2019 at 11.00 a.m. for the following purposes:-

AGENDA

- AS ORDINARY BUSINESS**
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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note 1 on Ordinary Business |
| 2. To approve the payment of Directors' fees and benefits payable to the Directors of the Company of RM209,500 for the financial year ended 31 December 2018. | Resolution 1 |
| 3. To approve the payment of Directors' fees and any benefits payable to the Directors of the Company of up to RM220,000 from 30 May 2019 until the next Annual General Meeting of the Company. | Resolution 2 |
| 4. To re-elect Dato' Sri Dr Pang Chow Huat, who retires in accordance with Article 127 of the Company's Constitution. | Resolution 3 |
| 5. To re-elect Dato' Abd Halim Bin Abd Hamid, who retires in accordance with Article 127 of the Company's Constitution. | Resolution 4 |
| 6. To re-appoint Messrs ChengCo PLT (formerly known as Cheng & Co) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 5 |

AS SPECIAL BUSINESS:
To consider and if thought fit, to pass with or without modifications, the following Resolutions:-

7. ORDINARY RESOLUTION AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT") **Resolution 6**

"THAT subject to Sections 75 and 76 of The Act, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company ("the Board") be and are hereby authorised to allot and issue shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Board may in its absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being;

THAT such authority shall continue to be in force until:-

- the conclusion of the next annual general meeting of the Company at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
- the expiration of the period within which the next annual general meeting is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.

AND THAT the Board be and is hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities")."

8. ORDINARY RESOLUTION AUTHORITY TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR **Resolution 7**

"THAT approval be and is hereby given for Dato' Abd Halim Bin Abd Hamid who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

9. SPECIAL RESOLUTION PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION") **Special Resolution**

"THAT approval be and is hereby given to the Company to revoke the existing Constitution of the Company in its entirety with immediate effect and in place thereof, the proposed New Constitution of the Company as set out in Appendix A attached, be and is hereby approved and adopted as the Constitution of the Company;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities."

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

By Order of the Board
Foo Siew Loon (MAICSA No. 7006874)
Company Secretary

Kuala Lumpur
30 April 2019

- Notes:-**
- A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or the hand of its attorney or an officer duly authorised.
 - Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy but 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.
 - Where a member appoints more than one (1) proxy (subject to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
 - Where a member of the Company is an exempt authorised nominee as defined under the SICDA 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 the omnibus account it holds.
 - To be valid, this duly completed proxy form must be deposited at the Registered Office of the Company at Level 33A, Menara 1MK, Kompleks 1 Mont Kiara, No.1, Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
 - Any alteration in the form of proxy must be initialled.
 - Poll Voting**
Pursuant to Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of the forthcoming 14th AGM of the Company will be put to vote by poll. Poll Administrator and Independent Scrutineer will be appointed respectively to conduct polling voting process and to verify the results of the poll.
 - Only a depositor whose name appears in the Record of Depositors as at 21 May 2019 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Explanatory Notes on Ordinary Business:-

- 1. Agenda 1**
Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act, the Audited Financial Statements do not require a formal approval of the members and hence, will not be put forward for voting.
- 2. Ordinary Resolutions 1 and 2**
Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting. In this respect, the Board wishes to seek shareholders' approval for the following payments to the Directors at the AGM in two (2) separate resolutions below mentioned:-
- Resolution 1 on payment of Directors' Fees and benefits payable to the Directors of the Company of RM209,500 for the financial year ended 31 December 2018; and
 - Resolution 2 on payment of Directors' Fees and benefits payable to the Directors of the Company of up to RM220,000 from 30 May 2019 until the next AGM.
- 3. Ordinary Resolutions 3 & 4**
Dato' Sri Dr Pang Chow Huat and Dato' Abd Halim Bin Abd Hamid are subject to retirement by rotation in accordance with Article 127 of the Company's Constitution and being eligible, have offered themselves for re-election at the 14th AGM.
- 4. Ordinary Resolution 5**
The Board and the Audit Committee have assessed the performance of Messrs ChengCo PLT (formerly known as Cheng & Co) and are satisfied with the quality of services rendered and the competency and sufficiency of resources provided to the Company. The Board at its meeting held on 25 April 2019 agreed to recommend to the shareholders of the Company for approval on the re-appointment of Messrs ChengCo PLT as the Company's external auditors for the financial year 2019.

Explanatory Notes to Special Business:-

- 1. Ordinary Resolution 6 - Authority to Directors to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Act**
The proposed Resolution 6 is a renewal mandate of the previous general mandate obtained from the shareholders at the 13th AGM held on 8 June 2018, which is expiring at the conclusion of the 14th AGM. The proposed Resolution 6, if passed, will avoid any delay and cost involved in convening a general meeting and will empower the Directors to issue up to 10% of the total number of issued shares of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.
- As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last AGM held on 8 June 2018 and the said mandate will lapse at the conclusion of the 14th AGM.
- The renewal of this mandate will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions at any time to such persons in their absolute discretion without convening a general meeting.
- 2. Ordinary Resolution 7 - Authority to continue in Office as Independent Director**
The proposed Resolution 7, if passed, will enable Dato' Abd Halim Bin Abd Hamid to continue in office as Independent Director of the Company until the conclusion of the next AGM of the Company.
- Dato' Abd Halim Bin Abd Hamid was appointed to the Board on 28 May 2008 as an Independent Director and has therefore served for more than nine (9) years.
- The Board has through the Nomination Committee, assessed the independence of Dato' Abd Halim Bin Abd Hamid. The Nomination Committee has recommended to the Board to seek shareholders' approval for Dato' Abd Halim Bin Abd Hamid to continue to act as Independent Director of the Company based on the following justifications:-
- He fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Securities and, therefore, is able to bring independence and objective judgment to the Board;
 - He understands the business nature and office culture;
 - He provides the Board with valuable advice and insight, diverse set of skills, experience and expertise;
 - He actively participates in Board deliberation and decision making in an objective manner; and
 - He does not hold any shares in the Company and does not have any business dealings with the Company, save and except as a Chairman and a member of the Board and Resolution Committees of the Company.
- The proposed Resolution 7, if passed, will enable Dato' Abd Halim Bin Abd Hamid to continue in office as Independent Director of the Company, until the conclusion of the next AGM of the Company.
- 3. Special Resolution - Proposed Adoption of New Constitution of the Company ("Proposed Adoption")**
This proposed Special Resolution, if passed, will bring the Company's Constitution in line with the Act and the recent amendments made to the ACE Market Listing Requirements of Bursa Securities.
- 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.
- For further information on the Proposed Adoption, please refer to Annexure A attached to the Annual Report 2018 of the Company.

Members Entitled to Attend 14th AGM

For the purpose of determining a member who shall be entitled to attend this 14th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the Articles of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 21 May 2019. Only a depositor whose name appears in the Record of Depositors as at 21 May 2019 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.