



SL INNOVATION CAPITAL BERHAD

(Registration No. 201101044035 (972155-K))
(Incorporated in Malaysia)

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth (8th) Annual General Meeting (“AGM”) of SL Innovation Capital Berhad (the “Company”) will be conducted virtually through live streaming from the Broadcast venue at 23-1, Block D1, Jalan PJU 1/41, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 June 2020 at 11.00 a.m. or at any adjournment thereof for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of Directors’ fees and other benefits payable up to RM100,000 to be divided amongst the Directors in such manner as the Directors may determine for the period from 26 June 2020 until the conclusion of the next AGM of the Company. *Ordinary Resolution 1*
3. To re-elect Mr. Sim Boon Ker who is retiring pursuant to Clause 165 of the Company’s Constitution and being eligible, has offered himself for re-election. *Ordinary Resolution 2*
4. To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Ordinary Resolution 3*

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications the following resolution:-

5. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 4*

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being AND THAT 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 continue in force until the conclusion of the next AGM of the Company.”

6. To transact any other ordinary business for which due notice have been given.

By Order of the Board,

Tan Tong Lang (MAICSA 7045482)
Thien Lee Mee (LS0009760)
Company Secretaries

Kuala Lumpur
3 June 2020

Notes:

- (1) Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the 8th AGM in person at the Broadcast venue on the day of the meeting.
- (2) A member of the Company entitled to attend and vote at this meeting may appoint proxy(ies) (or in case of a corporation, a duly authorised representative) to attend and vote on his stead. A proxy may but need not be a member of the Company.
- (3) 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, the proxy form shall be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- (4) Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- (5) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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.
- (6) The instrument appointing a proxy must be deposited at the Company’s Registered Office, Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
- (7) Only the member whose names appear on the Record of Depositors as at 19 June 2020 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.

Explanatory Notes:

1. **Audited Financial Statements for the Financial Year Ended 31 December 2019**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from the shareholders for the audited financial statements. As such, this item is not put forward for voting.
2. **Ordinary Resolution 4: Authority to Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016**
The Ordinary Resolution 4 is proposed for the purpose of granting the Company a new general mandate (“General Mandate”) under Section 75 and Section 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

The Ordinary Resolution 4, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company, or during the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to, further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisitions.



SL INNOVATION CAPITAL BERHAD
(Registration No. 201101044035 (972155-K))
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDES FOR THE SHAREHOLDERS OF SL INNOVATION CAPITAL BERHAD ON THE 8TH ANNUAL GENERAL MEETING (“8TH AGM”)

Date : Thursday, 25 June 2020
Time : 11.00 a.m.
Broadcast Venue : 23-1, Block D1, Jalan PJU 1/41, Dataran Prima,
47301 Petaling Jaya, Selangor Darul Ehsan

In light of the coronavirus (COVID-19) outbreak, governmental decrees and in the best interest of public health and health of safety of our Board of Directors, employees and shareholders, the 8th AGM will be held virtually *via* a mobile app known as Zoom (“**Zoom**”). For safety reasons, shareholders will not be allowed to attend the 8th AGM in person at the Broadcast venue on the day of the meeting. Participation of the shareholders/proxy(ies) at the 8th AGM shall be strictly by way of Zoom only.

For the purpose of determining a member who shall be entitled to attend the 8th AGM, the Company shall request from Bursa Malaysia Depository Sdn Bhd a copy of the Record of Depositors (“**ROD**”) as at 19 June 2020. Only a depositor/shareholder whose name appears on the ROD as at 19 June 2020 shall be entitled to attend the 8th AGM or to appoint proxy(ies) to attend and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN THE VIRTUAL MEETING

As no shareholder/proxy shall be allowed to attend the 8th AGM in person at the Broadcast venue on the day of the meeting, all the shareholders/proxy(ies) who wish to attend the 8th AGM are required register and follow the procedures as summarised below:

1. The shareholders/proxy(ies) are required to download the Zoom *via* https://www.zoom.us/download#client_4meeting before the 8th AGM.
2. The shareholders/proxy(ies) are required to access the link provided below and present their identity card (*for Malaysian*) or passport (*for foreigner*) before the webcam for registration purpose on Thursday, 25 June 2020 from 9.30 a.m. to 10.50 a.m.:-

<https://zoom.us/j/3034956547?pwd=WGI4SG1RVVgxbE80Y2R1VGhWOWNjdz09>

3. Upon verification, the eligible shareholders/proxy(ies) will be directed further by the Company’s staff on the participation and voting process.

FOR PROXY(IES)/CORPORATE SHAREHOLDERS/NOMINEES ACCOUNTS

As the 8th AGM will be conducted virtually, members who are unable to participate in this 8th AGM may appoint proxy(ies) or the Chairman of the meeting as their proxy and indicate the voting instructions in the proxy form.

The proxy form has to be submitted to the Company’s registered office at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.

ENQUIRY

For further enquiries, kindly contact the Company’s Share Registrar at 03-2298 0263.

BASIC REQUIREMENTS FOR PARTICIPATION IN THE 8TH AGM VIA ZOOM

1. A smartphone, computer or laptop which has a speaker, a microphone and a webcam.