



SANICHI TECHNOLOGY BERHAD

Registration No.: 200401023320 (661826-K)
(Incorporated in Malaysia)

NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting ("18th AGM" or "Meeting") of Sanichi Technology Berhad ("Sanichi" or the "Company") will be held on a virtual basis and entirely via remote participation and voting via an online meeting platform at <https://rebrand.ly/STB-AGM> operated by Mlabs Research Sdn. Bhd. from the Broadcast Venue at Sanichi Tower, Level 9, Tower 11, Avenue 5, Bangsar South, 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 26 May 2023 at 3.00 p.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits payable to the Directors of the Company of up to RM250,000.00 from 27 May 2023 until the next Annual General Meeting of the Company.
- To re-elect Datin Erdawaty Binti Mohamed who retires in accordance with Article 85 of the Company's Constitution.
- To re-appoint Messrs Al Jafree Salihin Kuzaimi PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Please refer to Explanatory Note 1 on Ordinary Business

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modifications:

5. ORDINARY RESOLUTION

- AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")**
- WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES IN THE COMPANY UNDER SECTION 85 OF THE ACT READ TOGETHER WITH ARTICLE 54 OF THE CONSTITUTION OF THE COMPANY**

Ordinary Resolution 4

"THAT subject always to the Act, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and approvals of the relevant governmental/regulatory authorities, the Directors of the Company 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 purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting;

AND THAT in connection with the above, pursuant to Section 85 of the Act read together with Article 54 of the Constitution of the Company, approval be and is hereby given to the Company to waive and disapply the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer New Shares first to the existing shareholders of the Company arising from any issuance of the New Shares pursuant to the Mandate."

6. ORDINARY RESOLUTION

APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Ordinary Resolution 5

"THAT approval be and is hereby given to Mr Ong Tee Kein, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next AGM."

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

By Order of the Board

Foo Siew Loon
(MAICSA 7006874) (SSM PC No.: 202008002104)
Company Secretary

Kuala Lumpur
28 April 2023

Notes:

- A member of the Company who is entitled to attend, participate, speak and vote at the 18th AGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy 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 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing. If the appointor is a corporation, either under the seal or signed by an officer or attorney duly authorised.
- To be valid, the instrument appointing a proxy must be deposited at the Share Registrar's office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 19 May 2023. Only members whose names appear in the General Meeting Record of Depositors as at 19 May 2023 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- All the resolutions set out in this Notice of Meeting will be put to vote by poll.

IMPORTANT NOTICE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members **WILL NOT BE ALLOWED** to attend the meeting in person at the Broadcast Venue on the day of the meeting.

As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers as revised, the 18th AGM of the Company will be conducted on a virtual basis and entirely via remote participation and voting ("RPV"). All members, proxies and/or corporate representatives shall communicate with the main venue of the AGM via real time submission of typed texts through a text box within Mlabs Research Sdn Bhd's platform during the live streaming of the AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to vgm@mlabs.com during the AGM. The questions submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman of the meeting, Board of Directors and/or Management during the Meeting.

The Company reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the 18th AGM. Any update on the 18th AGM will be announced on the Bursa Securities and the shareholders are advised to check the Company's announcement(s) made via Bursa Securities regularly.

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 Resolution 1

Section 230(1) of the Act provides amongst others, that Directors' fees and any benefits payable to the Directors of the listed company shall be approved by the shareholders at a general meeting. In this respect, the Board of Directors ("Board") wishes to seek shareholders' approval at this AGM for the payment of Directors' fees and benefits payable to the Directors of up to RM250,000.00 from 27 May 2023 until the next AGM. The estimated Directors' fees and benefits proposed are calculated based on the current Board size and number of scheduled Board and Board Committees meetings to be held. This resolution is to facilitate the payment of Directors' fees and benefits on current financial year basis. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Ordinary Resolution 2

Datin Erdawaty Binti Mohamed is subject to retirement by rotation in accordance with Article 85 of the Company's Constitution and being eligible, had offered herself

for re-election at the AGM. The Board had vide the Nomination Committee of the Company assessed the performance and contributions of Datin Erdawaty Binti Mohamed and recommended for her re-appointment. The Board had endorsed the Nomination Committee's recommendation that she be re-appointed as Director of the Company.

4. Ordinary Resolution 3

The Board and the Audit Committee have assessed the performance of Messrs Al Jafree Salihin Kuzaimi PLT 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 14 April 2023 agreed to recommend to the shareholders of the Company for approval on the re-appointment of Messrs Al Jafree Salihin Kuzaimi PLT as the Company's external auditors for the financial year 2023.

Explanatory Notes to Special Business:

5. Ordinary Resolution 4 - Authority for Directors to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Act and Waiver of Pre-Emptive Rights

The Company had at its 17th AGM held on 27 May 2022 ("17th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) for the time being and shall continue to be in force until 31 December 2022 and thereafter, be reinstated to 10% of the total number of issued shares of the Company for the time being as stipulated under Rule 6.04(1) of the AMLR of Bursa Securities ("General Mandate"). This General Mandate will expire at the conclusion of this AGM.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last AGM held on 27 May 2022 which will lapse at the conclusion of the 18th AGM.

The Ordinary Resolution 4 proposed under item 5 of the Agenda, is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time to such person or persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company at any point in time ("10% General Mandate"). This 10% General Mandate, unless revoked or varied at general meeting, will expire at the next AGM.

This is also to approve the disapplication of statutory pre-emptive rights under Section 85 of the Act, to allot New Shares (or to grant rights over shares) without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate. The proposed ordinary resolution 4, if passed, will exclude your pre-emptive rights over all new Shares to be issued under the Authority for Directors to issue and allot shares.

6. Ordinary Resolutions 5 - Approval to continue in office as Independent Non-Executive Director

The proposed Resolution 5 is to seek shareholders' approval through a two-tier voting process to retain Mr Ong Tee Kein who has served beyond nine (9) years as an Independent Non-Executive Director of the Company, until the conclusion of the next AGM of the Company.

The full details of the Board's justification and recommendations for the retention of Mr Ong Tee Kein as Independent Director is set out on pages [X] and [X] of the Corporate Governance Overview Statement in the Annual Report 2022.

Members Entitled to Attend 18th AGM

For the purpose of determining a member who shall be entitled to attend this 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with 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 19 May 2023. Only a depositor whose name appears in the Record of Depositors as at 19 May 2023 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak 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.



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Registration No.: 200401023320 (661826-K)
(Incorporated in Malaysia)

18TH ANNUAL GENERAL MEETING

ADMINISTRATIVE NOTES FOR THE EIGHTEENTH GENERAL MEETING (“18th AGM” OR “MEETING”) OF SANICHI TECHNOLOGY BERHAD (“SANICHI” OR “THE COMPANY”)

Meeting Day, Date : Friday, 26 May 2023
Time : 3.00 p.m.
Broadcast Venue : Sanichi Tower, Level 9, Tower 11, Avenue 5, Bangsar South, 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

The 18th AGM will be held on a virtual basis and entirely via remote participation and electronic voting via an online meeting platform at <https://rebrand.ly/STB-AGM> operated by Mlabs Research Sdn. Bhd.

MODE OF MEETING

As guided by the Securities Commission Malaysia Guidance Note and Frequently Asked Questions (FAQs) on the Conduct of General Meetings for Listed Issuers as revised (“SC Guidance”), the 18th AGM of the Company will be conducted on a **virtual basis and entirely via remote participation and voting**.

REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES


Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 18th AGM using the RPV facilities operated by Mlabs Research Sdn Bhd (“Mlabs”) via <https://rebrand.ly/STB-AGM>.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 18th AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at <https://rebrand.ly/STB-AGM> operated by Mlabs.

As the 18th AGM will be conducted on a virtual basis, shareholders who are unable to participate in this 18th AGM via RPV facilities may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR THE RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate remotely in the 18th AGM using the RPV facilities are advised to follow the requirements and procedures as indicated below:

	Procedures	Actions
BEFORE THE 18th AGM DAY		
(a)	Register as a participant in Sanichi’s Virtual 18 th AGM 	<ul style="list-style-type: none">Using your computer, access the website at https://rebrand.ly/STB-AGM. Click on the Register link to register for the 18th AGM session.If you are using mobile devices, you can also scan the QR provided on the left to access the registration page.Click Register and enter your email followed by Next to fill in your details to register for the 18th AGM session.Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android, and iOS). Refer to the tutorial guide posted on the same page for assistance.

Administrative Guide
(Cont'd)

	Procedures	Actions
(b)	Submit your online registration	<ul style="list-style-type: none"> All the Shareholders are required to register prior to the meeting. Registration for the 18th AGM is open from 5.00 p.m. on 29 April 2023 and the registration will close at 3.00 p.m. on 24 May 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 18th AGM to ascertain their eligibility to participate in the 18th AGM using the RPV. Clicking on the link in item 1 will redirect you to the 18th AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name. Kindly fill in the CDS account number and indicate the number of shares you hold. If you have more than one CDS account, please state the CDS account number and indicate the number of shares held separately with a comma (,). Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. The system will send an email to notify that your registration for remote participation is received and pending verification. After verification of your registration against the General Meeting Record of Depositors dated 19 May 2023, the system will send you an e-mail to notify you if your registration is approved or rejected after 20 May 2023. If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.
ON THE DAY OF THE 18th AGM		
(c)	Attending Sanichi's Virtual 18 th AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the 18th AGM day, while the 2nd will be sent 1 hour before the 18th AGM session. Click Join Event in the reminder email to participate the RPV. Please ensure you have downloaded and installed Cisco WebEX Meetings application before attending the Virtual 18th AGM.
(d)	Participating with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. The session will be recorded. Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internal connection at your location.
(e)	Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the announcement of the Voting session and the duration allowed at the 18th AGM. The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given time frame. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 18th AGM, the live streaming will end.

RECORD OF DEPOSITORS (“ROD”)

Only a depositor whose name appears on the ROD as at 19 May 2023 shall be entitled to attend, speak and vote at the 18th AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend and/or vote on his/her behalf.

INDIVIDUAL MEMBERS

Individual members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the 18th AGM. Please refer to the details as set out above for information.

If an individual member is unable to attend the 18th AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

CORPORATE MEMBERS

Corporate members (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the 18th AGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the 18th AGM must deposit the following documents to ShareWorks Sdn. Bhd. at No. 2-1 Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia no later than 24 May 2023 at 3.00 p.m.:

- i. Certificate of appointment of its Corporate Representative or Proxy Form under the seal of the corporation;
- ii. Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
- iii. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, Mlabs or the Company will respond to your remote participation request.

If a Corporate member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the 18th AGM, it is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

NOMINEE COMPANY MEMBERS

The beneficiaries of the shares under a Nominee Company's CDS account (“Nominee Company member(s)”) are also strongly advised to participate and vote remotely at the 18th AGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the 18th AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 18th AGM. Nominee Company must deposit the following documents to ShareWorks Sdn. Bhd. at No. 2-1 Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia no later than 24 May 2023 at 3.00 p.m.:

- i. Proxy Form under the seal of the Nominee Company;
- ii. Copy of the proxy's MyKad (front and back)/Passport; and
- iii. Proxy's email address and mobile phone number.

Upon receipt of such documents, Mlabs or the Company will respond to your remote participation request.

If a Nominee Company member is unable to attend the 18th AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and to indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

If a member is unable to attend the 18th AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and to indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Administrative Guide (Cont'd)

REVOCAION OF PROXY

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the 18th AGM and subsequently decides to personally participate in the 18th AGM via RPV Platform, the Shareholder must contact ShareWorks Sdn. Bhd. to revoke the appointment of his/her proxy no later than 24 May 2023 at 3.00 p.m.:

POLL VOTING

The voting at the 18th AGM will be conducted by poll in accordance with Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the AGM and on Bursa Malaysia website at www.bursamalaysia.com

RECORDING/PHOTOGRAPHY

By participating at the 18th AGM, you agree that no part of the 18th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

BREAKFAST/LUNCH PACKS, DOOR GIFTS OR VOUCHERS

There will be NO distribution of breakfast / lunch packs, door gifts or vouchers.

ENQUIRY

If you have any enquiry prior to the meeting, please contact the following persons during office hours (from 9:00 a.m. to 5:30 p.m. (Monday to Friday except public holidays):

For Registration, logging in and system related:

MLabs Research Sdn Bhd
Name: Ms. Eris / Ms Jey
Telephone No.: 03-7688 1013
Email: vgm@mlabs.com

For Proxy and other matters:

ShareWorks Sdn Bhd
Name: En. Taufiq / Mr Chan Wai Kien
Telephone No.: 03-6201 1120
Email: ir@shareworks.com.my