



## SEDANIA INNOVATOR BERHAD

[Registration No. 201301044527 (1074350-A)]  
(Incorporated in Malaysia)

### NOTICE OF EIGHTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eighth Annual General Meeting (“**8th AGM**”) of Sedania Innovator Berhad (“**the Company**”) will be held at Dewan Presiden, Kelab Golf Negara Subang, Jalan SS 7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Monday, 30 May 2022 at 11:30 a.m. for the purpose of transacting the following businesses:-

#### AGENDA

##### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors’ and Auditors’ thereon. *Please refer to Explanatory Note A*
2. To approve the payment of Directors’ fees to the Directors of the Company and its subsidiaries amounting to RM546,000/- for the financial year ending 31 December 2022. Resolution 1  
*(Explanatory Notes B)*
3. To approve the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors of the Company for up to RM110,500/- from 31 May 2022 until the next Annual General Meeting (“**AGM**”) of the Company. Resolution 2  
*(Explanatory Notes B)*
4. To re-elect the following Directors who are retiring by rotation in accordance with Clause 21.6 of the Company’s Constitution and being eligible, have offered themselves for re-election: -
  - i) Datuk Noor Syafiroz Bin Mohd Noor Resolution 3
  - ii) Datuk Syed Izuan Bin Syed Kamarulbahrin Resolution 4
5. To re-elect Mr. Yoong Weng Hong Peter Andrew who retires in accordance with Clause 21.10 of the Company’s Constitution and being eligible, has offered himself for re-election. Resolution 5
6. To re-appoint Messrs. BDO PLT as the Company’s Auditors until the conclusion of the next AGM and to authorise the Directors to determine their remuneration. Resolution 6

##### AS SPECIAL BUSINESS

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

7. **Authority to Allot and Issue Shares pursuant to the Companies Act 2016** Resolution 7  
*(Explanatory Note C)*

“**THAT** subject to the Companies Act 2016 (“**Act**”), the Constitution of the Company, the 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 authorised and empowered pursuant to Sections 75(1) and 76(1) of the Act to allot and issue 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 to be 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.”

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

BY ORDER OF THE BOARD

(duly signed)

**CHUA SIEW CHUAN (SSM PC No.: 201908002648) (MAICSA 0777689)**  
**CHENG CHIA PING (SSM PC No.: 202008000730) (MAICSA 1032514)**  
Company Secretaries

Kuala Lumpur  
29 April 2022

**Notes:**

- (a) For the purpose of determining a member 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 General Meeting Record of Depositors as at **18 May 2022** and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxy or proxies to attend and/or vote in his/her stead.
- (b) A member of the Company entitled to attend and vote at this meeting is entitled to appoint more than one (1) proxy to attend, participate, 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 to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- (c) Where a member is an authorised nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- (d) 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.
- (e) 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 under the hand of an officer or attorney duly authorised.

**(f) Publication of Notice of 8th AGM and Proxy Form on corporate website**

Pursuant to Section 320(2) of the Act, a copy of the Notice of 8th AGM together with the Proxy Form are available at the corporate website of Sedania Innovator Berhad at <https://www.sedaniainnovator.com/agm>.

**(g) Appointment of Proxy(ies)**

A member may obtain the Proxy Form for the 8th AGM vide Note (f) above or the Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Malaysia Securities Berhad. The appointment of proxy(ies) may now be made vide a hard copy form or in electronic form:-

(i) Hard copy form

In the case of appointment made vide hard copy form, the instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or notarially certified copy of such power or authority, shall be deposited at the Share Registrar's Office at 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, Wilayah Persekutuan or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof i.e. no later than **Saturday, 28 May 2022 at 11:30 a.m.**

(ii) Electronic form

In the case of appointment made in electronic form, the transmission/ lodgement of Proxy Form should be made no less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof i.e. no later than **Saturday, 28 May 2022 at 11:30 a.m.**:-

(A) Vide Facsimile (**Fax Number: +603-2783 9222**); or

(B) Vide Email (**is.enquiry@my.tricorglobal.com**); or

For option **(A)** and **(B)**, the company may request any member to deposit original executed Proxy Form to the Company's Share Registrar before or on the day of meeting for verification purpose, **otherwise the said Faxed/ Emailed Proxy Form shall not be treated as valid.**

(C) Vide Tricor Online System (TIIH Online)

A member may register as a user with TIIH Online, whereby the Proxy Form for the 8th AGM may be electronically lodged via TIIH Online (applicable for individual shareholder only). The website to access TIIH Online is <https://tiih.online>.

(Kindly refer to Administrative Guide of 8th AGM – Electronic Submission of Proxy Form via TIIH Online).

**EXPLANATORY NOTE A:**

The Audited Financial Statements under 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 Statements. Hence, this Agenda item is not put forward for voting.

**EXPLANATORY NOTES B:**

Resolution 1 – Directors' fees payable for the financial year ending 31 December 2022.

Section 230(1)(b) of the Act 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 Resolution 1, if passed, will allow the payment of the Directors' fees to the Directors of the Company and its subsidiaries on monthly basis during the financial year ending 31 December 2022 based on the following remuneration structure:-

	Company		Subsidiaries	
	Chairman	Member	Chairman	Member
Director's Fee (per director per month)	RM5,000/-	RM2,500/-	RM3,000/-	RM2,500/-

Resolution 2 – Benefits payable from 31 May 2022 until the next AGM of the Company ("**Relevant Period**")

The benefits payable comprises meeting allowances, insurance coverage and travel expenses payable to the Non-Executive Chairman and Non-Executive Directors of the Company. In determining the estimated total amount of benefits payable to the Directors, various factors have been considered including the number of meetings for the Directors and Board Committees as well as the number of Directors involved in these meetings and other benefits in-kind payable to the Non-Executive Chairman and Non-Executive Directors of the Company.

The estimated amount of RM110,500/- for the Relevant Period is derived from a total of RM76,000/- for the financial year ending 31 December 2022 and RM34,500/- for the period from 1 January 2023 until the next AGM in year 2023. Payment of the benefits payable will be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 2 is passed at the 8th AGM of the Company.

In the event that the Directors' fees and benefits payable as proposed are insufficient due to enlarged Board size, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

**EXPLANATORY NOTE C:**

The Company wishes to renew the mandate on the authority to allot and issue shares pursuant to Sections 75(1) and 76(1) of the Act at the 8th AGM of the Company ("**General Mandate**").

The Company had obtained the mandate from the members at the last AGM held on 24 June 2021 ("**Previous Mandate**"). As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate and accordingly, no proceeds were raised.

The proposed Resolution 7, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding future investment project(s), working capital, acquisition(s) and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed ten per centum (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.