

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

MINUTES OF THE EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY 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.

- DIRECTORS PRESENT** : TAN SRI ABDUL HALIM BIN ALI (*Chairman of the Meeting*)
(*Senior Independent Non-Executive Director*)
DATUK NOOR AZRIN BIN MOHD NOOR
(*Managing Director*)
DATUK NOOR SYAFIROZ BIN MOHD NOOR
(*Executive Director*)
DATUK SYED IZUAN BIN SYED KAMARULBAHRIN
(*Independent Non-Executive Director*)
PUAN NORLIZA BINTI KAMARUDDIN
(*Independent Non-Executive Director*)
MR. YOONG WENG HONG PETER ANDREW
(*Independent Non-Executive Director*)
- MEMBERS PRESENT** : AS PER ATTENDANCE LIST
- PROXY HOLDERS PRESENT** : AS PER ATTENDANCE LIST
- INVITEES/OTHERS** : AS PER ATTENDANCE LIST
- IN ATTENDANCE** : MR. CHENG CHIA PING (*Company Secretary*)
MS. TAN ROU YIING (*Assisting the Company Secretary*)

CHAIRMAN

Tan Sri Abdul Halim Bin Ali ("**Tan Sri Chairman**") was in the chair. Tan Sri Chairman welcomed all present to the Eighth Annual General Meeting ("**8th AGM**") of the Company.

Tan Sri Chairman informed the Meeting that with regards to the health and safety of the shareholders, Directors, staff and other stakeholders, the Board of Directors ("**Board**") had decided that, this 8th AGM be held physically with strict adherence to the directives of the Ministry of Health and the National Security Council as well as following the latest updates on the Guidance Note and Frequently Asked Questions on Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia.

Tan Sri Chairman then proceeded to introduce the Directors, Company Secretary and the representatives from the External Auditors who were in attendance to all present.

QUORUM

The requisite quorum being present pursuant to Clause 19.2 of the Company's Constitution, Tan Sri Chairman declared the Meeting duly convened and called the Meeting to order at 11:30 a.m.

NOTICE

The Notice convening the Meeting dated 29 April 2022, having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

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PROCEEDINGS

Tan Sri Chairman informed the Meeting that the Company used 18 May 2022, as the determinant date for the General Meeting Records of Depositors.

Tan Sri Chairman informed all present that voting at the Meeting would be conducted by way of poll, and in compliance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). Therefore, all resolutions set out in the Notice of the 8th AGM would be voted by way of poll.

The Meeting was informed that the shareholders who were unable to attend this Meeting had appointed Tan Sri Chairman to vote on their behalf. Tan Sri Chairman would vote in his capacity as proxy in accordance with the shareholders' instructions accordingly.

The Meeting noted that the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd., would act as the Poll Administrator while Asia Securities Sdn. Bhd. has been appointed as the Independent Scrutineers to verify the results of the poll.

Shareholders were informed that voting process for all resolutions set out in the Notice of the 8th AGM would be carried out after the discussion of all Agenda items of this Meeting.

PRESENTATION BY CHIEF EXECUTIVE OFFICER ("CEO")

Tan Sri Chairman invited Mr. Daniel Ruppert ("**Mr. Ruppert**"), the CEO of the Company to provide a presentation on the performance of the Group for the financial year ended 31 December 2021 ("**FYE 2021**").

Mr. Ruppert in his presentation had covered the following key matters:-

- (i) Transformation of the Company into Environmental, Social and Governance ("ESG");
- (ii) Who Sedania has become;
- (iii) Updates and Future Prospects under Sustainable Energy & Sustainable Healthcare;
- (iv) The Group's Financial Performance for the FYE 2021; and
- (v) Corporate Growth Strategies for the next financial year.

ORDINARY BUSINESS

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON

Tan Sri Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements of the Company for the FYE 2021 together with the Reports of the Directors' and Auditors' thereon.

Tan Sri Chairman then invited questions from the floor.

Mr. Poravi A/L S P Sithambaram Pillay ("**Mr. Pillay**") (*a shareholder*) raised his comment as follows:-

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"Mr. Pillay congratulated the Company on its achievement during the FYE 2021 as seen from the notable improvement in terms of the revenue and profit after taxation. He then commended the Board of Directors and the Management team for their efforts to achieve the good results. He also mentioned that he is confident that the momentum of the good performance by the Company will continue to move on.

On a side note, Mr. Pillay highlighted that shareholders were given voucher worth RM100/- for attending last year's virtual AGM. However, shareholders only received a packet of wet tissue this year. He wishes that the Company may consider rewarding its shareholders with better door gift moving forward, taking into consideration the efforts by the shareholders to attend this meeting to show their support towards the Company."

In view that the first item on the Agenda was only meant for discussion and would not be put forward for voting, Tan Sri Chairman declared that the Audited Financial Statements for the FYE 2021 together with the Reports of the Directors' and the Auditors' thereon be received.

2.0 RESOLUTION 1
APPROVAL FOR 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

Tan Sri Chairman informed that Resolution 1 was to seek shareholders' approval for 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.

3.0 RESOLUTION 2
APPROVAL FOR 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

Tan Sri Chairman presented Resolution 2 in respect of 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 AGM of the Company.

4.0 RESOLUTIONS 3 AND 4
RE-ELECTION OF DIRECTORS WHO WERE RETIRING IN ACCORDANCE WITH CLAUSE 21.6 OF THE COMPANY'S CONSTITUTION

Tan Sri Chairman tabled the next two (2) Resolutions pertaining to the re-election of the following Directors who were retiring in accordance with Clause 21.6 of the Company's Constitution:-

- (i) Datuk Noor Syafiroz Bin Mohd Noor (Resolution 3); and
- (ii) Datuk Syed Izuan Bin Syed Kamarulbahrin (Resolution 4).

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The Meeting was informed that Datuk Noor Syafiroz Bin Mohd Noor and Datuk Syed Izuan Bin Syed Kamarulbahrin, being eligible for re-election, had offered themselves for re-election. The Meeting noted that each re-election of Director would be voted upon by the shareholders and/or proxies on an individual basis.

5.0 RESOLUTION 5
RE-ELECTION OF MR. YOONG WENG HONG PETER ANDREW WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 21.10 OF THE COMPANY'S CONSTITUTION

Tan Sri Chairman proceeded to the next item on the Agenda in respect of the re-election of Mr. Yoong Weng Hong Peter Andrew in accordance with Clause 21.10 of the Company's Constitution.

The Meeting was informed that Mr. Yoong Weng Hong Peter Andrew being eligible for re-election, had offered himself for re-election.

6.0 RESOLUTION 6
RE-APPOINTMENT OF MESSRS. BDO PLT AS THE COMPANY'S AUDITORS UNTIL THE CONCLUSION OF THE NEXT AGM AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION

Tan Sri Chairman advised the Meeting that the next item on the Agenda was to re-appoint Messrs. BDO PLT ("**BDO**") as the Company's Auditors until the conclusion of the next AGM, and to authorise the Directors to determine their remuneration. The retiring Auditors, BDO had indicated their willingness to continue as the Auditors of the Company.

The Meeting noted that the Audit and Risk Management Committee and the Board had reviewed BDO's performance as the Auditors of the Company for the past financial year, and were satisfied with their independence, effectiveness, and performance as External Auditors of the Company.

SPECIAL BUSINESS

7.0 RESOLUTION 7
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

Tan Sri Chairman advised the Meeting that the next item on the Agenda was a Special Business to consider and if thought fit, passing of the resolution to authorise the Directors to allot and issue shares pursuant to the Companies Act 2016.

The proposed adoption of Resolution 7 was primarily to provide flexibility to the Board to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting, provided that the aggregate number of the shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being.

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8.0 ANY OTHER BUSINESS

The Meeting was advised that there was no other business to be transacted at this Meeting of which due notice had been given.

POLLING PROCESS

Tan Sri Chairman declared the registration for attendance at the Meeting closed at 12:07 p.m. to facilitate the polling process.

The representative from the Share Registrar, Puan Zakiah was invited to brief the Meeting on the poll voting process.

The Meeting was adjourned briefly at 12:10 p.m. for shareholders and proxy holders to cast their votes.

Tan Sri Chairman declared the polling closed at 12:20 p.m. The results of the poll were verified by the Independent Scrutineers, Asia Securities Sdn. Bhd.

ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 12:30 p.m. and Tan Sri Chairman invited the representative of Asia Securities Sdn. Bhd., the Independent Scrutineer appointed for the Meeting, namely Ms. Karen Yong to announce the results of the poll.

Ms. Karen Yong announced the poll results as follows:-

1.0 RESOLUTION 1

- APPROVAL FOR 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	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 1	123,608,821	99.9893	13,210	0.0107	Carried

Tan Sri Chairman declared that Resolution 1 was **CARRIED** as follows:-

"THAT Resolution 1 on 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 be approved."

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2.0 RESOLUTION 2

- APPROVAL FOR 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 AGM OF THE COMPANY**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 2	123,608,821	99.9893	13,210	0.0107	Carried

Tan Sri Chairman declared that Resolution 2 was **CARRIED** as follows:-

"THAT Resolution 2 on 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 AGM of the Company be approved."

3.0 RESOLUTION 3

- RE-ELECTION OF DATUK NOOR SYAFIROZ BIN MOHD NOOR, WHO RETIRES IN ACCORDANCE WITH CLAUSE 21.6 OF THE COMPANY'S CONSTITUTION**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 3	119,121,821	99.9998	210	0.0002	Carried

Tan Sri Chairman declared that Resolution 3 was **CARRIED** as follows:-

"THAT Resolution 3 on the re-election of Datuk Noor Syafiroz Bin Mohd Noor as a Director of the Company be approved."

4.0 RESOLUTION 4

- RE-ELECTION OF DATUK SYED IZUAN BIN SYED KAMARULBAHRIN, WHO RETIRES IN ACCORDANCE WITH CLAUSE 21.6 OF THE COMPANY'S CONSTITUTION**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 4	124,721,821	99.9998	210	0.0002	Carried

Tan Sri Chairman declared that Resolution 4 was **CARRIED** as follows:-

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"THAT Resolution 4 on the re-election of Datuk Syed Izuan Bin Syed Kamarulbahrin as a Director of the Company be approved."

5.0 RESOLUTION 5

- RE-ELECTION OF MR. YOONG WENG HONG PETER ANDREW, WHO RETIRES IN ACCORDANCE WITH CLAUSE 21.10 OF THE COMPANY'S CONSTITUTION**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 5	124,821,821	99.9998	210	0.0002	Carried

Tan Sri Chairman declared that Resolution 5 was **CARRIED** as follows:-

"THAT Resolution 5 on the re-election of Mr. Yoong Weng Hong Peter Andrew as a Director of the Company be approved."

6.0 RESOLUTION 6

- RE-APPOINTMENT OF 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	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 6	124,815,821	99.9966	4,210	0.0034	Carried

Tan Sri Chairman declared that Resolution 6 was **CARRIED** as follows:-

"THAT Messrs. BDO PLT be and is hereby appointed as the Company's Auditors until the conclusion of the next AGM and that authority be and is hereby given to the Directors to determine their remuneration."

7.0 RESOLUTION 7

- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 7	124,821,733	99.9998	298	0.0002	Carried

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Tan Sri Chairman declared that Resolution 7 was **CARRIED** as follows:-

*"**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."*

ANNOUNCEMENT ON DISTRIBUTION OF TOKEN OF APPRECIATION

At this juncture, the Executive Director of the Company, Datuk Noor Syafiroz Bin Mohd Noor ("**Datuk Firoz**") informed the Meeting that the Board took note of the comment raised by Mr. Pillay earlier. Upon due deliberation, the Board agreed that as a token of appreciation, all shareholders and/or proxy holders who have attended in this Meeting would be eligible for a cash voucher worth RM200/-, to be redeemed vide the webstore of Offspring, for the purchase of products of Offspring, at the following website:-

<https://offspringinc.com/>

Datuk Firoz informed that the abovesaid cash voucher would be emailed to the shareholders and proxy holders, based on the email address furnished to the Poll Administrator for this Meeting.

TERMINATION

There being no other business to be transacted, Tan Sri Chairman concluded the Meeting and thanked all present again for their attendance.

The Meeting ended at 12:35 p.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

- Duly Signed -

CHAIRMAN
TAN SRI ABDUL HALIM BIN ALI

Dated: 30 May 2022