



SEDANIA INNOVATOR BERHAD

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

NOTICE OF THE NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting (“**9th 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 Wednesday, 24 May 2023 at 11:00 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 2022 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 2023. 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 25 May 2023 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 Azrin Bin Mohd Noor
 - ii) Puan Norliza Binti KamaruddinResolution 3
Resolution 4
(Explanatory Note C)
5. 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 5
(Explanatory Note D)

AS SPECIAL BUSINESS

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

6. **Authority to Allot and Issue Shares pursuant to the Companies Act 2016** Resolution 6
(Explanatory Note E)

“**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 pursuant to Section 85 of the Act to be read together with Clause 16.5 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to this mandate;

AND FURTHER 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.”

7. 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

28 April 2023

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 **16 May 2023** 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 9th AGM and Proxy Form on corporate website

Pursuant to Section 320(2) of the Act, a copy of the Notice of 9th 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 9th 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 Tricor 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 **Monday, 22 May 2023 at 11:00 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 **Monday, 22 May 2023 at 11:00 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 9th 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 9th 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 2023.

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 2023 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/- to RM5,000/- (case to case basis depending on subsidiary)	RM2,000/-

Resolution 2 – Benefits payable from 25 May 2023 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 2023 and RM34,500 for the period from 1 January 2024 until the next AGM in year 2024. 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 9th 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:

Datuk Noor Azrin Bin Mohd Noor and Puan Norliza Binti Kamaruddin (“**Retiring Directors**”) are standing for re-election as Directors of the Company.

The Board had, through the Nominating Committee (“**NC**”) considered the assessment of the Directors and collectively agreed that they meet the criteria as prescribed by Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. In addition, the NC also considered the Retiring Directors’ fitness and propriety with reference to the Directors’ Fit & Proper Policy. Upon that, the Board endorsed the NC’s recommendation on the re-election of the Retiring Directors.

The Retiring Directors, who retire in accordance with Clause 21.6 of the Company’s Constitution, being eligible, have offered themselves for re-election at the 9th AGM of the Company.

EXPLANATORY NOTE D:

The performance and effectiveness of Messrs. BDO PLT had been evaluated by the Audit and Risk Management Committee (“**ARMC**”), which included an assessment of the independence and objectivity of Messrs. BDO PLT.

The ARMC, being satisfied with the performance, suitability and independence of Messrs. BDO PLT as External Auditors, had recommended to the Board that Messrs. BDO PLT be re-appointed at the 9th AGM of the Company and its remuneration be determined by the Board. The Board in turn had endorsed the ARMC’s recommendation.

EXPLANATORY NOTE E:

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 9th AGM of the Company (“**General Mandate**”).

The Company had obtained the mandate from the members at the last AGM held on 30 May 2022 (“**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 6, 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.

Pursuant to Section 85 of the Act read together with Clause 16.5 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The proposed Resolution 6, if passed, will exclude your pre-emptive rights to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Resolution.