SANICHI TECHNOLOGY BERHAD

Registration No. 200401023320 (661826-K)

NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting ("**20th AGM**" or "**Meeting**") of Sanichi Technology Berhad ("**Sanichi**" or the "**Company**") will be held at Sanichi Tower, Level 9, Tower 11, Avenue 5, Bangsar South, 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 29 August 2025 at 2.30 p.m. or at any adjournment thereof, 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 March 2025 together with the Reports of the Directors and Auditors thereon.	***Please refer to Explanatory Note 1 on Ordinary Business***
2.	To approve the payment of Directors' fees and benefits payable to the Directors of the Company of up to RM350,000.00 from 30 August 2025 until the next Annual General Meeting of the Company.	***Ordinary Resolution 1***
3.	To re-elect Dato' Sri Dr Pang Chow Huat as Director of the Company, who retires in accordance with Clause 85 of the Constitution of the Company and being eligible, has offered himself for re-election.	***Ordinary Resolution 2***
4.	To re-elect Mr Ong Tee Kein as Director of the Company, who retires in accordance with Clause 85 of the Constitution of the Company and being eligible, has offered himself for re-election.	***Ordinary Resolution 3***
5.	To re-appoint Messrs Morison LC PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	***Ordinary Resolution 4***

AS SPECIAL BUSINESS:

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

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

Ordinary Resolution 5

"THAT subject always to the Act, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company and approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby authorised to issue and allot 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 Clause 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."

7. 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
31 July 2025

Notes:

1. A member of the Company who is entitled to attend, participate, speak and vote at the 20th 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.

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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 Constitution of the Company to issue a General Meeting Record of Depositors as at 21 August 2025. Only members whose names appear in the General Meeting Record of Depositors as at 21 August 2025 shall be regarded as members and entitled to attend, speak and vote at the Meeting.

8. All the resolutions set out in this Notice of Meeting will be put to vote by poll.

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 – Directors' fees and benefits payable to the Directors

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 RM350,000.00 from 30 August 2025 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 Resolutions 2 & 3 – Re-election of Directors who retire in accordance with Clause 85 of the Constitution of the Company

Dato' Sri Dr Pang Chow Huat is subject to retirement by rotation in accordance with Clause 85 of the Constitution of the Company and being eligible, has offered himself for re-election as Director of the Company at the 20th AGM. The Board had via the Nomination and Remuneration Committee of the Company assessed the performance, contributions and fitness of Dato' Sri Dr Pang Chow Huat and recommended for his re-appointment. The Board had endorsed the Nomination and Remuneration Committee's recommendation that he be re-appointed as Director of the Company.

Mr Ong Tee Kein is subject to retirement by rotation in accordance with Clause 85 of the Constitution of the Company and being eligible, has offered himself for re-election as Director of the Company at the 20th AGM. The Board had via the Nomination and Remuneration Committee of the Company assessed the performance, contributions and fitness of Mr Ong Tee Kein and recommended for his re-appointment. The Board (save for the retiring Director) had endorsed the Nomination and Remuneration Committee's recommendation that he be re-appointed as Director of the Company.

4. Ordinary Resolution 4 – Re-appointment of Messrs Morison LC PLT as Auditors of the Company

The Board and the Audit Committee ("AC") have assessed the performance of Messrs Morison LC PLT and are satisfied with the quality of services rendered and the competency and sufficiency of resources provided to the Company. The Board was satisfied with the assessment performed and reported by the AC and approved the AC's recommendation to the shareholders of the Company for approval on their re-appointment as the Company's external auditors for the financial year 2026.

Explanatory Notes to Special Business:

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

The Company had at its 19th AGM held on 30 August 2024 ("19th 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 10% of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("10% General Mandate"). This 10% 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 mandate granted to the Directors at the last AGM held on 30 August 2024 which will lapse at the conclusion of the 20th AGM.

The Ordinary Resolution 5 proposed under item 6 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 5, 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.

Members Entitled to Attend 20th AGM

For the purpose of determining a member who shall be entitled to attend this 20th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 21 August 2025. Only a depositor whose name appears in the Record of Depositors as at 21 August 2025 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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(pursuant to Paragraph 8.29(2) of the AMLR of Bursa Securities)

1. Details of individuals who are standing for election as Directors

No individual is standing for election as director at the forthcoming 20th AGM of the Company.

The information required pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance in relation to the Directors who are standing for re-election at the 20th AGM is provided in the Directors' Profile of the Annual Report 2025, including their latest interests in the shares of the Company disclosed under Analysis of Shareholdings of the Annual Report 2025.

2. Statement relating to general mandate for issue of securities in accordance with Rule 6.04(3) of the AMLR of Bursa Securities.

Details of the general mandate to issue securities in the Company pursuant to Sections 75 and 76 of the Act are set out in Explanatory Note 5 to Special Business of the Notice of 20th AGM.