

# TECHNODEX

## TECHNODEX BHD.

[Registration No.: 200301025214 (627634-A)]  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifteenth Annual General Meeting of TECHNODEX BHD. ("the Company") will be held at Connexion Conference & Event Centre, The Vertical, Level M1 – Pinnacle 1, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Friday, 6 December 2019 at 10:00 a.m. to transact the following businesses:

#### AGENDA

##### As Ordinary Business:

- To receive the Audited Financial Statements for the financial period ended 30 June 2019 together with the reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**
- To approve the payment of Directors' fees and benefits of RM23,700 for the financial period ended 30 June 2019. **Ordinary Resolution 1**
- To approve the payment of Directors' fees and benefits of up to RM144,000 for the financial year ending 30 June 2020. **Ordinary Resolution 2**
- To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution.  
(i) Mr. Tan Boon Wooi **Ordinary Resolution 3**  
(ii) Datuk Abd Hamid Bin Abu Bakar **Ordinary Resolution 4**
- To re-elect Ms. Heng Ling Jy as Director who retires pursuant to Clause 91 of the Company's Constitution. **Ordinary Resolution 5**
- To re-appoint CAS Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

##### As Special Business:

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

- GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**  
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares 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 THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 7**
- To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324)**  
Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
31 October 2019

##### Notes:

- A member who is entitled to attend, participate, speak and vote at the Fifteenth Annual General Meeting ("Meeting") 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 (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 proxy appointed to attend, speak, and vote at the Meeting shall have the same rights as the member to speak 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 under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 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 2 December 2019. Only members whose names appear in the General Meeting Record of Depositors as at 2 December 2019 shall be entitled to attend, speak and vote at the Meeting.
- All the resolutions set out in this Notice of the Meeting will be put to vote by poll.

#### EXPLANATORY NOTES

- Item 1 of the Agenda – Audited Financial Statements for the financial period ended 30 June 2019**  
This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from members for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- Item 2 of the Agenda – Directors' Fees and Benefits for the financial period ended 30 June 2019**  
The shareholders have approved the Directors' fees and benefits for the period from 1 May 2018 to 30 April 2019 at the Fourteenth Annual General Meeting held on 9 October 2018. The amount of RM23,700 represents the amount payable to the Directors for the period from 1 May 2019 to 30 June 2019 in view that the Company has changed its financial year end from 30 April to 30 June.
- Item 3 of the Agenda – Directors' Fees and Benefits for the financial year ending 30 June 2020**  
Pursuant to Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017, the fee of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. In this respect, Ordinary Resolution 2, if approved, will allow the Company to pay Directors' fees and benefits to the Non-Executive Directors for the financial year ending 30 June 2020.
- Item 7 of the Agenda – General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
The Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such issuance of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.  
This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).  
As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the general mandated granted by the Directors as the Fourteenth Annual General Meeting held on 9 October 2018 which will lapse at the conclusion of the Fifteenth Annual General Meeting.