

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting (“18th AGM” or “Meeting”) of TECHNODEX BHD. (“TDEX or “the Company”) will be held on a fully virtual basis and entirely via remote participation and electronic voting facilities at the Broadcast Venue: Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 9 December 2022 at 11:00 a.m. or at any adjournment thereof, to transact the following businesses:

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**
2. To approve the payment of Directors’ fees and/or benefits of up to RM390,000.00 for the period commencing from the date immediately after this 18th AGM until the date of the next AGM of the Company. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company’s Constitution.
 - (i) YTM Dato’ Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah **Ordinary Resolution 2**
 - (ii) Mr. Peh Lian Hwa **Ordinary Resolution 3**
 - (iii) Datuk Abd Hamid Bin Abu Bakar **Ordinary Resolution 4**
4. To re-elect Mr. Koay Xing Boon who retires pursuant to Clause 91 of the Company’s Constitution. **Ordinary Resolution 5**
5. To re-appoint CAS Malaysia PLT as Auditors of the Company until the conclusion of the next AGM 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 resolutions:

6. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 7**

“THAT Mr. Steven Wong Chin Fung who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company.”
7. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”)** **Ordinary Resolution 8**

“THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time (“the Mandate”) AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT the Mandate shall continue in force until the conclusion of the next AGM of the Company held next 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.

THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of TDEX AND THAT the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of TDEX in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

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

By order of the Board

TEA SOR HUA (MACS 01324) (CCM PC NO. 201908001272)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

31 October 2022

Notes:

- (a) A member who is entitled to attend, participate, speak and vote at the 18th 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 (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (b) 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, speak, and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (c) 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.
- (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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (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 the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (f) To be valid, the instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting:-
- (i) In hard copy form
In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
- (ii) By Electronic Form
The Proxy Form can be electronically lodged via the Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com>.
- (g) 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 2022. Only members whose names appear in the General Meeting Record of Depositors as at 2 December 2022 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.
- (h) All the resolutions set out in this Notice of the Meeting will be put to vote by poll.
- (i) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting and in accordance with Clause 61 of the Company's Constitution. Members or proxies WILL NOT BE ALLOWED to attend the Meeting in person at the Broadcast Venue on the day of the Meeting. Members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.
- (j) In view of the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of the Meeting at short notice. Kindly check Bursa Securities' and Company's website at www.technodex.com for the latest updates on the status of the Meeting.

EXPLANATORY NOTES

1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 June 2022

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.

2. Item 2 of the Agenda - Directors' Fees and/or Benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees 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. This resolution is to facilitate payment of Directors' fees and benefits for the period commencing from the date immediately after this 18th AGM until the date of the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for such shortfall.

3. Items 3 and 4 of the Agenda - Re-election of Directors

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, three (3) of eight (8) Directors of the Company (excluding Mr. Koay Xing Boon who will be retiring pursuant to Clause 91 of the Company's Constitution) are to retire pursuant to Clause 85 of the Company's Constitution.

Clause 91 of the Company's Constitution provides that the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah, Mr. Peh Lian Hwa and Datuk Abd Hamid Bin Abu Bakar will retire pursuant to Clause 85 of the Company's Constitution whereas Mr. Koay Xing Boon pursuant to Clause 91 of the Company's Constitution. All the retiring Directors being eligible, have offered themselves for re-election at the 18th AGM.

The Board has endorsed the Nomination and Remuneration Committee's recommendation to seek shareholders' approval to re-elect all the said retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The said retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the said retiring Directors are provided in the Directors' Profile on pages 14 to 19 of the Company's Annual Report 2022.

4. Item 6 of the Agenda - Retention of Independent Non-Executive Director

The Board had assessed the independence of Mr. Steven Wong Chin Fung who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that he had met the independence and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following reasons:

- (a) he has declared and confirmed that he fulfilled the criteria under the definition of Independent Director as set out in Chapter 1 of the Listing Requirements of Bursa Securities;
- (b) he has vast experience in his industry which could provide the Board with a diverse set of experience, expertise and independent judgement;
- (c) he has good knowledge of the Group's operations;

- (d) he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- (e) he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties in the best interest of the Company and shareholders of the Company.

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance, the retention of Mr. Steven Wong Chin Fung as an Independent Non-Executive Director of the Company is subject to the shareholders' approval through a two-tier voting process.

5. Item 7 of the Agenda – General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 8 proposed under item 7 of the Agenda, is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. 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 the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and 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).

The Company had at its Seventeenth AGM held on 15 December 2021 (“17th 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 to such persons, at any time, 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 does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at any point in time (“General Mandate”). This General Mandate will expire at the conclusion of this AGM.

The Company had undertaken a private placement exercise pursuant to the general mandate granted to the Directors at the Fifteenth (15th) AGM held on 6 December 2019, Sixteenth (16th) AGM held on 3 December 2020 and Seventeenth (17th) AGM held on 15 December 2021. As at the date of this Notice, the Company had placed out 76,708,700 new ordinary shares which raised total proceeds of RM11.894 million (“Private Placement”).

The details of utilisation of proceeds from the Private Placement as at 30 September 2022 were as follows:-

Details of Utilisation	Amount of Proposed raised (RM'000)	Deviation (RM'000)	Actual Utilisation (RM'000)	Unutilised proceed (RM'000)	Timeframe for Utilisation of proceeds
Information Technology contracts and orders	11,594.00	157.00	(10,212.00)	1,539.00	Within 18 months
Expenses for the Private Placement	300.00	(157.00)	(143.00)	0.00	Within 1 month
TOTAL	11,894.00	-	(10,355.00)	1,539.00	