

TECHNODEX

TECHNODEX BHD

(Company No. 627634-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of TechnoDex Bhd ("TDEX" or the "Company") will be held at Redang Room, First Floor, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, 26 April 2013 at 10.30 a.m., for the purpose of considering and if thought fit, passing the following resolution with or without any modification:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 85,196,350 NEW ORDINARY SHARES OF RM0.10 EACH IN TDEX ("RIGHTS SHARE(S)") TOGETHER WITH UP TO 85,196,350 FREE DETACHABLE WARRANTS ("WARRANT(S)") AT AN ISSUE PRICE TO BE DETERMINED LATER ON THE BASIS OF ONE (1) RIGHTS SHARE TOGETHER WITH ONE (1) FREE WARRANT FOR EVERY THREE (3) EXISTING ORDINARY SHARES OF RM0.10 EACH IN TDEX ("TDEX SHARE(S)" OR "SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, BASED ON THE MINIMUM SUBSCRIPTION LEVEL OF 47,946,600 RIGHTS SHARES TOGETHER WITH 47,946,600 WARRANTS ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

THAT, subject to the approval of Bank Negara Malaysia, approval-in-principle granted by Bursa Malaysia Securities Berhad ("Bursa Securities") and all other relevant authorities/ parties (if applicable), approval be and is hereby given to the Directors of the Company for the following:

- (a) to provisionally allot and issue by way of a renounceable rights issue of up to 85,196,350 Rights Shares of RM0.10 each in TDEX together with up to 85,196,350 free detachable Warrants at an issue price to be determined and announced later, but in any case, the issue price will not be lower than the par value of the existing ordinary shares of RM0.10 each in TDEX on the basis of one (1) Rights Share and one (1) Warrant for every three (3) existing TDEX Shares held. The Rights Share will be subscribed by way of provisional allotment to shareholders whose names appear in the Record of Depositors at the close of business on a date to be determined by the Board of Directors of TDEX;
- (b) wherein each of the Warrants will carry the right to subscribe, subject to any adjustment in accordance with a deed poll ("Deed Poll") to be executed, at any time during the "Exercise Period" as defined in the Deed Poll (i.e. the period commencing on and including the date of issuance of the Warrants and ending at the close of business at 5.00 p.m., on the date preceding the fifth (5th) anniversary of the date of issuance, or if such day is not a market day, then it shall be on the immediate preceding market day), for one (1) new TDEX Share at an exercise price to be determined later, but in any case the exercise price will not be lower than the par value of the existing Shares of RM0.10 per Share;
- (c) to allot and issue such number of new TDEX Shares pursuant to the exercise of the Warrants, from time to time during the tenure of the Warrants, and such new TDEX Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing TDEX Shares provided that such new TDEX Shares then issued, shall not be entitled to any dividend, right, allotment and/ or other distribution declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the said new TDEX Shares;
- (d) to allot and issue such additional Warrants and new TDEX Shares arising from the subscription of further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities;
- (e) to do all such acts and things including but not limited to the application to Bursa Securities for the listing of and quotation for the new TDEX Shares which may from time to time be allotted and issued upon exercise of the Warrants;

THAT any fractional entitlements under the Proposed Rights Issue with Warrants shall be dealt with in such manner as the Directors shall in their absolute discretion deem expedient in the interest of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the Circular to Shareholders of the Company dated 11 April 2013 ("Circular"), and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Rights Shares and new TDEX Shares arising from exercise of the Warrants will, upon allotment and issue, rank *pari passu* in all respects with the existing ordinary shares of the Company then, save and except that they will not be entitled to any dividend, right, allotment and/ or other distribution that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issue of the Rights Shares and new TDEX Shares (as the case may be) arising from exercise of the Warrants;

THAT the Board of Directors of TDEX ("the Board") be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents (including without limitation, the Deed Poll), and to do all things and acts as may be required to give effect to the Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants.

By Order of the Board

TECHNODEX BHD

TEA SOR HUA (MACS 01324)

SHEE PEK HOONG (MAICSA 7052352)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

Date: 11 April 2013

Notes:-

1. A member shall be entitled to appoint up to two (2) proxies only to attend and vote at the meeting. The member shall specify the proportion of his shareholdings to be presented by each proxy and only one (1) proxy specifically nominated by the member, and if no such nomination is made, the proxy whose name is ranked first in the alphabetical order shall be allowed to vote on a show of hands.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. In the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
4. 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.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. The depositors whose names appear in the Record of Depositors as at 22 April 2013 shall be regarded as members and entitled to attend, speak and vote at the meeting.