

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of TECHNODEX BHD. (“Technodex” 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 Monday, 28 October 2013 at 10.30 a.m. to transact the following business:-

AGENDA

1. To receive the Audited Financial Statements for the financial period ended 30 April 2013 together with the reports of the directors and auditors thereon.
2. To approve the payment of directors’ fees for the financial period ended 30 April 2013.
3. To re-elect the following Directors who retire in accordance with Article 93 of the Company’s Articles of Association :
 - i. Mr. Tan Tian Wooi
 - ii. Mr. Tan Sze Chong
4. To appoint Auditors and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172 (11) of the Companies Act, 1965, a copy of which is annexed on page 89 of the Annual Report has been received by the Company for the nomination of Messrs. CHI-LLTC (AF: 1114) for appointment as Auditors and of the intention to propose the following ordinary resolution:

“THAT Messrs. CHI-LLTC (AF: 1114) be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Horwath to hold office until the conclusion of the next annual general meeting at a remuneration to be agreed between the Directors and the Auditors.”

As Special Business :

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

5. ORDINARY RESOLUTION

GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

“THAT pursuant to Section 132D of the Companies Act, 1965, 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 10% of the issued share capital 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.”

6. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board

TEA SOR HUA (MACS 01324)

SHEE PEK HOONG (MAICSA 7052352)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

4 October 2013

**Please refer
to Note 1**

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

NOTICE OF ANNUAL GENERAL MEETING (continued)**Notes:**

- I. The Agenda No. 1 is meant for discussion only as the provision of S169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.
- II. A member shall be entitled to appoint up to two (2) proxies only to attend and vote at the same 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.
- III. 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.
- IV. 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 that always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
- V. 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.
- VI. 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 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- VII. The depositors whose names appear in the Record of Depositors as at 21 October 2013 shall be regarded as members and entitled to attend, speak and vote at the Ninth Annual General Meeting.

EXPLANATORY NOTES TO SPECIAL BUSINESS

The Ordinary Resolution proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. 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 issued share capital 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 at a general meeting to approve such an issue 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 pursuant to the general mandate granted to the Directors at the last annual general meeting held on 21 June 2012 and it will lapse at the conclusion of the Ninth annual general meeting of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

The Directors standing for re-election at the Ninth annual general meeting of the Company are as follows:-

- i. Mr. Tan Tian Wooi (Article 93)
- ii. Mr. Tan Sze Chong (Article 93)

Article 93 – One-third or nearest to one-third with a minimum of one of the Directors for the time being shall retire from office provided that all Directors, shall retire from office once at least in every three years but shall be eligible for re-election.

Details of Directors who are standing for re-election are set out in the Directors' Profile Section of the this Annual Report; while the details of their interest in the securities of the Company are set out in the Analysis of Shareholdings – Directors' Shareholdings of this Annual Report.