

**TECHNODEX**  
**TECHNODEX BERHAD**  
(Company No: 627634-A)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting of TECHNODEX BERHAD ("the Company") will be held at Connexion Conference & Event Centre, THE VERTICAL, Level M1 – Pinnacle 10, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Friday, 20 October 2017 at 11.00 a.m. to transact the following businesses:-

**AGENDA**

**As Ordinary Business:-**

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| 1. To receive the Audited Financial Statements for the financial year ended 30 April 2017 together with the reports of the Directors and Auditors thereon.                     | <i>Please refer to Note i</i> |
| 2. To approve the payment of Directors' fees and benefits of RM171,600 for the financial year ended 30 April 2017.   | <i>Ordinary Resolution 1</i>  |
| 3. To approve the payment of Directors' fees and benefits of up to RM198,000 for the financial year ending 30 April 2018.  | <i>Ordinary Resolution 2</i>  |
| 4. To re-elect Mr. Steven Wong Chin Fung as Director who retires by rotation in accordance with Clause 93 of the Company's Constitution.                                       | <i>Ordinary Resolution 3</i>  |
| 5. To re-elect YBhg. Datuk Abd Hamid Bin Abu Bakar as Director who retires by rotation in accordance with Clause 99 of the Company's Constitution.                             | <i>Ordinary Resolution 4</i>  |
| 6. 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. | <i>Ordinary Resolution 5</i>  |

**As Special Business :**

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

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| 7. <b>GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b> | <i>Ordinary Resolution 6</i> |
|--|------------------------------|
- "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 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."
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| 8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016. |  |
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By order of the Board

**TEA SOR HUA (MACS 01324)**

Company Secretary  
Petaling Jaya, Selangor Darul Ehsan  
30 August 2017

**Notes:**

- i. The Agenda No. 1 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, Agenda No. 1 will not put forward for voting.
- ii. A member who is entitled to attend and vote at Thirteenth Annual General Meeting ("the Meeting") shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be represented 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. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- iv. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.
- v. 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.
- vi. 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.
- vii. The instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 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, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll.
- viii. 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 58(2) of the Company's Constitution to issue a General Meeting Record of Depositors as at 11 October 2017. Only members whose names appear in the General Meeting Record of Depositors as at 11 October 2017 shall be regarded as members and entitled to attend, speak and vote at the Meeting.

**EXPLANATORY NOTES TO SPECIAL BUSINESS**

1. The Ordinary Resolution 6 proposed under item 7 of the Agenda 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 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 ordinary shares were issued by the Company pursuant to the general mandate granted to the Directors at the last Annual General Meeting held on 23 September 2016 which will lapse at the conclusion of the Thirteenth Annual General Meeting.