

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting ("20th AGM") of Genetec Technology Berhad ("Genetec" or the "Company") will be held at Multi-Purpose Hall, 2nd Floor, Lot 5, Jalan P10/12, Kawasan Perusahaan Bangi, 43650 Bandar Baru Bangi, Selangor Darul Ehsan, on Tuesday, 21 August 2018 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM180,000 for the financial year ended 31 March 2018.
3. To approve the payment of Directors' fees of RM312,000 for the financial year ending 31 March 2019.
4. To re-elect Mr Chen Khai Voon who is retiring in accordance with the Company's Constitution (Article 92 of the Articles of Association of the Company as adopted before the commencement of the Companies Act 2016) and being eligible, has offered himself for re-election.
5. To re-elect Mr Hew Voon Foo who is retiring in accordance with the Company's Constitution (Article 92 of the Articles of Association of the Company as adopted before the commencement of the Companies Act 2016) and being eligible, has offered himself for re-election.
6. To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)

Ordinary Resolution 1

(Please refer to Explanatory Note 2)

Ordinary Resolution 2

(Please refer to Explanatory Note 2)

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following resolutions, with or without modifications thereto:-

7. Retention of Mr Hew Voon Foo as an Independent Non-Executive Director of the Company

"THAT, subject to the passing of Ordinary Resolution 4, approval be given to Mr Hew Voon Foo who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."

Ordinary Resolution 6

(Please refer to Explanatory Note 3)

8. Authority to Directors Pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT, subject always to the Companies Act, 2016, the Company's Constitution, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be authorised and empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to:

- (i) allot shares in the Company; and/or
- (ii) grant rights to subscribe for shares in the Company; and/or
- (iii) convert any security into shares in the Company; and/or
- (iv) allot shares under an agreement or option or offer,

at any time and from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as prescribed by the AMLR of Bursa Securities and such authority under this resolution shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier, but any approval may be revoked or varied at any time by a resolution passed by the shareholders of the Company in general meeting AND THAT:

- (a) approval and authority be given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- (b) the Directors of the Company be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities."

Ordinary Resolution 7

(Please refer to Explanatory Note 4)

9. Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")

"THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be given for the Company and/or its subsidiaries, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2 of the Circular to Shareholders dated 20 July 2018 which are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiaries on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and the Proposed Renewal of Shareholders' Mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting; or
- (b) the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution."

Ordinary Resolution 8

(Please refer to Explanatory Note 5)

10. To transact any other business that may be transacted at an Annual General Meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

LOW SOOK KUAN (MAICSA 7047833)

Company Secretary
Selangor Darul Ehsan
20 July 2018

Notes:

1. A member of the Company entitled to attend, speak and vote at the meeting shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company. However, his attendance at the general meeting shall automatically revoke the proxy form and proxy's authority.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee as defined under SICDA which holds ordinary shares in the Company for the multiple beneficial owners in one 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.
4. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. If the appointer is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorised in writing.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend, speak and vote at the forthcoming 20th AGM, the Company shall be requesting the Record of Depositors as at 15 August 2018. Only a depositor whose name appears on the Record of Depositors as at 15 August 2018 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) or authorised representative to attend, speak and vote on his/her stead.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.

Abstention from Voting

9. All those Directors of the Company who are shareholders of the Company will abstain from voting on the respective resolutions under Ordinary Resolutions 1, 2, 3 and 4 as applicable, in respect of their direct and/or indirect shareholdings in Genetec.

Explanatory Notes to the Agenda:

1. Audited Financial Statements and Reports

The audited financial statements and reports are laid in accordance with the provision of Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence this agenda is not put forward for voting.

2. Payment of Directors' fees

Section 230(1) of the Companies Act 2016 requires that the fees of the directors and any benefits payable to the directors be approved at a general meeting. The proposed Ordinary Resolution 1 is on the payment of Directors' fees for the financial year ended 31 March 2018.

The proposed Ordinary Resolution 2 is to facilitate payment of Directors' fees on current financial year basis, based on the current Board size and assuming that all Directors shall hold office until the end of the financial year. In the event the Directors' fees proposed is insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. Retention of Mr Hew Voon Foo as an Independent Non-Executive Director of the Company

The proposed Ordinary Resolution 6, if passed, will enable Mr Hew Voon Foo to continue to act as Independent Director of the Company.

The Board on the recommendation of the Nomination Committee who has carried out an assessment of the Directors has recommended that Mr Hew Voon Foo who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained and continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- (a) He fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.
- (b) He has familiarised himself with the business and provides the element of objectivity to the Board of Directors.
- (c) He has actively participated in the board meetings and possesses the appropriate competencies to enable him to apply professional judgment.
- (d) He has devoted sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out his fiduciary duties in the interest of the Company during his tenure as Independent Director.

4. Authority to Directors Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, if passed, is to renew the mandate to grant authority to the Directors of the Company to issue and allot shares up to and not exceeding in total 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, 3,231,900 new ordinary shares via the private placement were issued pursuant to the general mandate obtained from the shareholders at the 19th Annual General Meeting held on 29 August 2017. The 3,231,900 new ordinary shares were issued at a price of RM1.05 per share with total placement proceeds amounting to RM3,393,495.00. The total proceeds from the said private placement exercise has been fully utilised for working capital and expenses in relation to the private placement exercise.

The renewed mandate if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to future investment project(s), business expansion and/or working capital purpose as the Directors may in their absolute discretion deem fit and to avoid any delay and cost in convening general meetings to approve such issue of shares.

5. Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")

For the proposed Ordinary Resolution 8, please refer to the Circular to Shareholders dated 20 July 2018 which is despatched together with this Annual Report for detailed information of the Proposed Renewal of Shareholders' Mandate.