

TECHNODEX

TECHNODEX BHD

(Company No. 627634-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh 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 Friday, 30 October 2015 at 10.30 a.m. to transact the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 April 2015 together with the reports of the directors and auditors thereon. **Please refer to Note 1**
- To approve the payment of directors' fees for the financial year ended 30 April 2015. **Resolution 1**
- To re-elect the following Directors who retire in accordance with Article 93 of the Company's Articles of Association :
 - Mr. Kerk Han Meng **Resolution 2**
 - Mr. Tan Tian Wooli **Resolution 3**
- To re-appoint Messrs. CHI-LLTC as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 4**

As Special Business :

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

- ORDINARY RESOLUTION**
GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 **Resolution 5**

"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."

- 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)
YONG YEN LING (MAICSA 7044771)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
Date: 30 September 2015

Notes:

- The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.
- A member entitled to attend and vote at the meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the same 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.
- A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- 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.
- 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.
- 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.
- 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 set for holding the Meeting or any adjournment thereof.
- 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 Article 58(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 23 October 2015. Only members whose names appear in the General Meeting Record of Depositors as at 23 October 2015 shall be regarded as members and entitled to attend, speak and vote at the Eleventh Annual General Meeting.

EXPLANATORY NOTES TO SPECIAL BUSINESS

The Ordinary Resolution proposed under item 5 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, 34,078,500 new ordinary shares of RM0.10 each were issued by the Company at an issue price of RM0.14 per share via a private placement exercise pursuant to the general mandate granted to the Directors at the last Annual General Meeting held on 28 October 2014.

The status of utilisation of gross proceeds of RM4,770,990 raised from the private placement exercise by the Company as at 31 July 2015 were as follows:-

Details of utilisation	Proposed utilisation RM'000	Amount utilisation RM'000	Unutilised proceeds RM'000	Timeframe for utilisation
Working capital/ future investment	4,421	(2,081)	2,340	Within 24 months
Expenses in relation to the private placement	350	(350)	-	Immediately
Total	4,771	(2,431)	2,340	