

TechnoDex

TECHNODEX BHD

(Company No.: 627634-A)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of TechnoDex Bhd 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 Monday, 7 January 2019 at 11:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, by way of poll, the following resolution:-

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF TECHNODEX BHD (“TDEX” OR “COMPANY”) PURSUANT TO SECTION 115(a) READ TOGETHER WITH SECTION 116 OF THE COMPANIES ACT 2016 (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT**, subject to the approvals of all relevant authorities/parties being obtained, where required, including but not limited to the confirmation of the High Court of Malaya (“**the Court**”) pursuant to Section 116 of the Companies Act 2016, approval be and is hereby given to the Company to reduce its issued share capital from RM70,862,819.43 (which is inclusive of the Company’s share premium account of RM1,303,918.80) to RM40,862,819.43 by RM30,000,000.00;

THAT an amount up to RM30,000,000.00, being the credit arising from the cancellation of the issued share capital of the Company, be utilised to reduce the accumulated losses of the Company (“**Accumulated Losses**”);

THAT, any credit remaining that may be in excess of what is required towards offsetting the Accumulated Losses (if any) be and is hereby applied towards crediting into a capital reserve account of the Company which shall be applied towards setting off future losses and save for the mentioned purpose, the amount standing to the credit of the capital reserve account shall not be distributable without leave of the Court;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to take all such steps as it may deem fit, necessary, expedient and appropriate to:-

- (i) implement, finalise and/or to give effect to the Proposed Share Capital Reduction with full power to assent to any conditions, modifications, variations as may be imposed or permitted by the Court and/or the relevant regulatory authorities;
- (ii) lodge the order of the Court referred to in this Special Resolution with the Companies Commission of Malaysia on such date as the Directors may determine; and

- (iii) do all acts, deeds and things and to execute all documents for and on behalf of the Company incidental and/ or as may be required or as it may be considered necessary or expedient in the best interest of the Company in order to give full effect to the Proposed Share Capital Reduction with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed or permitted by the Court and/or the relevant regulatory authorities.”

By Order of the Board
TECHNODEX BHD

TEA SOR HUA (MACS 01324)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
14 December 2018

Notes:

- (i) A member of the Company who is entitled to attend, speak and vote at the EGM is entitled to appoint more than one (1) proxy to attend, speak and vote at the EGM in his stead. Where a member appoints more than (1) proxy, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- (ii) A proxy may but need not be a member of the Company. A proxy appointed to attend, speak, and vote at the EGM shall have the same rights as the members to speak at the EGM.
- (iii) 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 TDEX Shares standing to the credit of the said securities account.
- (iv) Where a member of the Company is an exempt authorised nominee which holds TDEX Shares 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.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointor or of 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 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 48 hours before the time for holding the EGM or adjourned meeting.
- (vii) For the purpose of determining a member who shall be entitled to attend the EGM, TDEX will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of TDEX’s Constitution to issue a General Meeting Record of Depositors as at 31 December 2018. Only members whose name appears in the Record of Depositors as at 31 December 2018 shall be entitled to attend the EGM and to speak and vote thereat.
- (viii) The resolution set out in this Notice of EGM will be put to vote by poll.