

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting ("21st 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 Wednesday, 28 August 2019 at 10.00 a.m. for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM240,000 for the financial year ending 31 March 2020.

(Please refer to Explanatory Note 1)  
**Ordinary Resolution 1**  
(Please refer to Explanatory Note 2)

- To re-elect the following Directors who is retiring in accordance with the Company's Constitution and being eligible, have offered themselves for re-election:-
  - Mr Tan Moon Teik Article 92
  - Mr Teh Kim Seng Article 92
  - Mr Sow Ewe Lee Article 99
- To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 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:-

#### 5. RETENTION OF MR HEW VOOO FOO AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be given to Mr Hew Vooon 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)

#### 6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT, subject always to the Companies Act, 2016, the Constitution of the Company, 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:

**Ordinary Resolution 7**  
(Please refer to Explanatory Note 4)

- allot shares in the Company; and/or
- grant rights to subscribe for shares in the Company; and/or
- convert any security into shares in the Company; and/or
- 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 shall commence immediately upon passing of this resolution and 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, unless such approval be revoked and varied at any time by a resolution passed by the shareholders of the Company in a general meeting AND THAT:

- 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
- 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 8**  
(Please refer to Explanatory Note 5)

#### 7. PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS TOTAL NUMBER OF ISSUED SHARES ("PROPOSED SHARE BUY-BACK")

"THAT subject to the compliance with Section 127 of the Companies Act 2016 ("Act"), the Constitution of the Company, 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 Company be authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- the aggregate number of ordinary shares which may be purchased and/or held by the Company at any point of time pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company including the shares previously purchased and retained as treasury shares (if any); and
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement/Circular to Shareholders dated 29 July 2019.

THAT such authority conferred by this resolution shall commence immediately upon the passing of this resolution and continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution is passed, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the AMLR of Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

THAT the Directors of the Company be authorised to deal with the ordinary shares so purchased, in their absolute discretion in all or any of the following manner:

- to cancel the shares so purchased;
- to retain the shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act);
- retain part of the shares so purchased as treasury shares and cancel the remainder; or
- in any other manner as may be permitted and prescribed by the Act, the AMLR of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be authorised and empowered to take such steps as are necessary and/or desirable to give effect to this resolution (including without limitation opening and maintaining central depository account(s)) and in connection therewith to enter into and execute on behalf of the Company any agreements, arrangements and guarantees with any person and in all cases with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by Bursa Securities or any relevant regulatory authority, and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

**Ordinary Resolution 9**  
(Please refer to Explanatory Note 6)

#### 8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A RENEWAL 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 set out in the Statement/Circular to Shareholders dated 29 July 2019 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:

- 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 that meeting; or
- 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
- 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."

**Special Resolution 1**  
(Please refer to Explanatory Note 7)

#### 9. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION OF NEW CONSTITUTION")

"THAT approval be given to the Company to revoke the existing Memorandum and Articles of the Company in its entirety with immediate effect and in place thereof, the proposed new Constitution as set out in Part C of the Statement/Circular to Shareholders dated 29 July 2019 be adopted as the Constitution of the Company.

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as are necessary and/or expedient with full powers to assent to any variations, modifications and/or amendments as may be required by any relevant authorities to give full effect to the foregoing."

- 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 (MAICA 7047833)

Company Secretary

Selangor Darul Ehsan

29 July 2019

#### Notes:

- 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.
- 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.
- 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.
- Where a member or the authorised nominee appoint 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.
- 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 its common seal or under the hand of an officer or attorney of the corporation duly authorised in writing.
- 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.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the forthcoming 21st AGM, the Company shall be requesting a Record of Depositors as at 22 August 2019. Any 3 depositors whose name appears on such Record of Depositors 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.
- 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.

#### 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 provides amongst others, that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Board of Directors decided that the Directors' fees for the financial year ending 31 March 2020 ("FY2020") be maintained as the previous financial year for each Director. Followed by the resignation of a non-executive director, the proposed Directors' fees for FY2020 is RM240,000 (FY2019: RM312,000).

The proposed Ordinary Resolution 1 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 Vooon Foo as an Independent Non-Executive 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 Vooon 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:

- He fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.
- He has familiarised himself with the business and provides the element of objectivity to the Board of Directors.
- He has actively participated in the board and board committee meetings and possesses the appropriate competencies to enable him to apply professional judgment.
- 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.

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

##### 4. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, if passed, is to renew the authority granted 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 ("AGM") of the Company.

The Company has been granted a general authority by its shareholders at the last AGM held on 21 August 2018 and it will lapse at the conclusion of the 21st AGM. At as the date of this Notice, the Company has not issued any new shares under the general authority which was granted at the last AGM.

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 Share Buy-Back

This proposed Ordinary Resolution 8, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase the Company's shares not more than ten per cent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the AMLR of Bursa Securities. This authority, unless revoked or varied by the shareholders, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Statement/Circular to Shareholders dated 29 July 2019 which is despatched together with this Annual Report.

##### 6. Proposed Renewal of Shareholders' Mandate

For the proposed Ordinary Resolution 9, please refer to the Statement/Circular to Shareholders dated 29 July 2019 which is despatched together with this Annual Report for detailed information of the Proposed Renewal of Shareholders' Mandate.

##### 7. Proposed Adoption of New Constitution

The proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the AMLR of Bursa Securities and to enhance administrative efficiency. The proposed new constitution shall take effect once the Special Resolution has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 21st AGM.