

### 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 1, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan on Friday, 6 December 2019 at 11.00 a.m. or immediately after the conclusion or adjournment of TechnoDex Bhd’s Fifteenth (15<sup>th</sup>) Annual General Meeting, to be held at the same venue and on the same date at 10.00 a.m., whichever is later or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

#### PROPOSED PLACEMENT OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF TECHNODEX BHD (“**TDEX**” OR “**COMPANY**”) (“**PROPOSED PLACEMENT**”)

**“THAT** subject to the approval of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of TDEX (“**Board**”) to allot and issue up to 177,126,300 new ordinary shares of TDEX (“**TDEX Shares**” or “**Shares**”) (“**Placement Shares**”), representing approximately 30% of the total number of issued Shares of the Company, to be implemented in one or more tranches within 6 months from the date of approval from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the Proposed Placement or any extended period as may be approved by Bursa Securities;

**THAT** approval be and is hereby given to the Board to determine the issue price of the Placement Shares at a later date after receipt of all relevant approvals for the Proposed Placement and the issue price of the Placement Shares shall be priced at up to 20% discount to the weighted average market price of the Shares for the 5 market days immediately before the price fixing date;

**THAT** the Board be and is hereby authorised to utilise the proceeds of the Proposed Placement for such purposes and in such manner as set out in Section 2.6 of the circular to shareholders of the Company dated 5 November 2019 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

**THAT** such Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares, except that the holders of the Placement Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect and to complete the Proposed Placement;

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Placement have duly allotted and issued in accordance with the terms of the Proposed Placement.”

#### BY THE ORDER OF THE BOARD

**TEA SOR HUA** (MACS 01324)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

5 November 2019

#### Notes:

- (i) A member of the Company who is entitled to attend, participate, speak and vote at the EGM is entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the EGM in his/her stead. Where a member appoints more than (1) proxy, the member shall specify the proportion of his/her 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, participating, 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 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (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) To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 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 2 December 2019. Only members whose name appears in the Record of Depositors as at 2 December 2019 shall be entitled to attend the EGM and to participate, speak and vote thereat.
- (viii) The resolution set out in this Notice of EGM will be put to vote by poll.