

GENETEC TECHNOLOGY BERHAD

Registration No.: 199701030038 (445537-W)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") 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 Thursday, 27 August 2020 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Company's Twenty-Second Annual General Meeting to be held at the same venue on the same day at 9.30 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME ("ESOS") INVOLVING THE ISSUANCE OF NEW ORDINARY SHARES IN GENETEC REPRESENTING UP TO FIFTEEN PERCENT (15%) OF THE TOTAL NUMBER OF ISSUED SHARES OF GENETEC (EXCLUDING TREASURY SHARES, IF ANY) TO ELIGIBLE DIRECTORS AND EMPLOYEES OF GENETEC AND ITS SUBSIDIARIES ("GENETEC GROUP") ("PROPOSED NEW ESOS")

"THAT, subject to the approvals of all the relevant regulatory authorities and/or parties being obtained, including approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new ordinary shares in Genetec ("**Genetec Share(s)**") to be issued arising from the exercise of the ESOS options granted under the Proposed New ESOS ("**ESOS Option(s)**"), approval be and is hereby given for the Board of Directors of Genetec ("**Board**") to:-

- (a) establish, implement and administer the Proposed New ESOS which involves the granting of ESOS Options to all eligible employees of Genetec Group including the Directors of the Company and its subsidiaries (save for the dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed New ESOS ("**Eligible Persons**") in accordance with the by-laws of the Proposed New ESOS ("**New By-Laws**"), a draft of which is set out in Appendix II of the Circular to the shareholders of the Company dated 27 July 2020 ("**Circular**");
- (b) to approve and adopt the New By-Laws and to give effect to the Proposed New ESOS with full power to assent to any conditions, variations, modifications and/or amendments by a resolution of the Board upon recommendation of the ESOS Committee from time to time as it shall in its discretion deem fit subject to the New By-Laws and compliance with the ACE Market Listing Requirements of Bursa Securities and any other approvals as may be required by the relevant regulatory authorities;
- (c) allot and issue such number of Genetec Shares to the Eligible Persons from time to time as may be required arising from the exercise of the ESOS Options, **PROVIDED THAT** the total number of new Genetec Shares, which may be made available under the Proposed New ESOS, shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed New ESOS subject always to the following:-
 - (i) the Directors and senior management of Genetec Group do not participate in the deliberation or discussion in respect of their own allocation of the ESOS Options;
 - (ii) not more than 70% of the total number of Genetec Shares to be issued under the Proposed New ESOS shall be allocated, in aggregate, to Directors and senior management of Genetec Group; and
 - (iii) not more than ten percent (10%) of the total number of new Genetec Shares to be issued under the Proposed New ESOS would be allocated to any one Eligible Person who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the total number of issued shares of Genetec (excluding treasury shares, if any);
- (d) make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Securities for the listing of and quotation for the new Genetec Shares which may from time to time be allotted and issued pursuant to the Proposed New ESOS. Such new Genetec Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Genetec Shares, save and except that the new Genetec Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid, the entitlement date of which precedes the date of issuance of such new Genetec Shares;
- (e) extend the duration of the Proposed New ESOS for a maximum period of an additional five (5) years (the duration of the Proposed New ESOS would then be for a total period of ten (10) years from the effective date of the Proposed New ESOS), if the Board deems fit; and
- (f) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed New ESOS and the terms of the New By-Laws.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed New ESOS with full power to add, modify and/or amend to and/or delete of all or any part of the New By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the New By-Laws relating to addition, modification, amendment and/or deletion and to assent to any condition, variation, addition, modification, amendment and/or deletion as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTIONS 2 TO 6

PROPOSED GRANTING OF ESOS OPTIONS TO THE FOLLOWING DIRECTORS OF GENETEC

ORDINARY RESOLUTION 2	-	HEW VOON FOO
ORDINARY RESOLUTION 3	-	TEH KIM SENG
ORDINARY RESOLUTION 4	-	CHIN KEM WENG
ORDINARY RESOLUTION 5	-	SOW EWE LEE
ORDINARY RESOLUTION 6	-	TAN MOON TEIK

"THAT, subject to the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given to the ESOS committee to be appointed by the Board to administer the Proposed New ESOS, at any time, and from time to time, to offer and grant to the above-mentioned Directors of the Company, options to subscribe for such number of new Genetec Shares under the Proposed New ESOS, and to allot and issue such number of new Genetec Shares to him/her upon exercise of the ESOS Options, **PROVIDED THAT**:-

- (a) not more than ten percent (10%) of the total number of new Genetec Shares to be issued under the Proposed New ESOS would be allocated to any one the Director of the Company who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the total number of issued shares of Genetec (excluding treasury shares, if any); and
- (b) not more than 70% of the total number of new Genetec Shares to be issued under the Proposed New ESOS shall be allocated, in aggregate, to Directors and senior management of Genetec Group.

AND subject always to such terms and conditions of the Proposed New ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the New By-Laws and ACE Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

BY ORDER OF THE BOARD

LOW SOOK KUAN
(SSM PC NO. 202008001384)
(MAICSA 7047833)
Company Secretary

Selangor Darul Ehsan
27 July 2020

Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the forthcoming Extraordinary General Meeting, the Company shall be requesting a Record of Depositors as at 21 August 2020. Only a depositor 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.
2. A member of the Company entitled to attend, speak and vote at the meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead. A proxy must be 18 years and above, and may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportion of the member's shareholdings to be represented by each proxy.
3. Where a member is an Exempt Authorised Nominee ("**EAN**") which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
4. Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint more than 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or 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.
6. The instrument appointing a proxy must 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, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic lodgement via TIH online website at <https://tiih.online> (For further information on the electronic lodgement of proxy form, kindly refer to the Administrative Guide), not less than forty-eight (48) hours before the time appointed for the EGM or any adjournment thereof and in default the instrument of proxy shall not be treated as valid.