



# SINO HUA-AN INTERNATIONAL BERHAD

(Registration No.: 200601012477 (732227-T))  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Sino Hua-An International Berhad (“SHIB” or the “Company”) to be held at Banquet Hall, 2nd Floor Kelab Perdana DiRaja Kuala Lumpur (Royal Lake Club), Taman Tasek Perdana, Jalan Cenderamulia, Off Jalan Parlimen, 50480 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 17 November 2020 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED SETTLEMENT OF RM1,500,000 DEBT OWING TO CHAN KOK SAN (“CKS”) BY THE COMPANY, VIA THE ISSUANCE OF 23,847,377 NEW ORDINARY SHARES IN SHIB (“SHIB SHARE(S)” OR “SHARE(S)”) AT AN ISSUE PRICE OF RM0.0629 PER SHARE (“PROPOSED CKS DEBT SETTLEMENT”)**

“THAT, subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board of Directors of the Company (“Board”) for the following:

- (i) the issuance by SHIB of 23,847,377 Shares (“CKS Settlement Shares”) to CKS at an issue price of RM0.0629 per Share, as settlement of the amount totalling RM1,500,000 owing by the Company to CKS;
- (ii) the CKS Settlement Shares to be issued pursuant to the Proposed CKS Debt Settlement shall be listed on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Securities”); and
- (iii) such CKS Settlement Shares shall, upon issuance and allotment, rank pari passu in all respects with the then existing ordinary shares in SHIB, save and except that the CKS Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of such CKS Settlement Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed CKS Debt Settlement.”

### ORDINARY RESOLUTION 2

**PROPOSED SETTLEMENT OF RM1,027,700 DEBT OWING TO JALEELUDEEN BIN ABU BAKER (“JAB”) BY SHIB’S SUBSIDIARY, VIA THE ISSUANCE OF 16,338,633 NEW SHARES AT AN ISSUE PRICE OF RM0.0629 PER SHARE (“PROPOSED JAB DEBT SETTLEMENT”)**

“THAT, subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board for the following:

- (i) the issuance by SHIB of 16,338,633 Shares (“JAB Settlement Shares”) to JAB at an issue price of RM0.0629 per Share, as settlement of the amount totalling RM1,027,700 owing by SHIB’s subsidiary to JAB;
- (ii) the JAB Settlement Shares to be issued pursuant to the Proposed JAB Debt Settlement shall be listed on the Main Market of Bursa Securities; and
- (iii) such JAB Settlement Shares shall, upon issuance and allotment, rank pari passu in all respects with the then existing ordinary shares in SHIB, save and except that the JAB Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of such JAB Settlement Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed JAB Debt Settlement.”

### ORDINARY RESOLUTION 3

**PROPOSED SETTLEMENT OF RM972,300 DEBT OWING TO ONG SING ENG (“OSE”) BY THE COMPANY, VIA THE ISSUANCE OF 15,457,870 NEW SHARES AT AN ISSUE PRICE OF RM0.0629 PER SHARE (“PROPOSED OSE DEBT SETTLEMENT”)**

“THAT, subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board for the following:

- (i) the issuance by SHIB of 15,457,870 Shares (“OSE Settlement Shares”) to OSE at an issue price of RM0.0629 per Share, as settlement of the amount totalling RM972,300 owing by the Company to OSE;
- (ii) the OSE Settlement Shares to be issued pursuant to the Proposed OSE Debt Settlement shall be listed on the Main Market of Bursa Securities; and
- (iii) such OSE Settlement Shares shall, upon issuance and allotment, rank pari passu in all respects with the then existing ordinary shares in SHIB, save and except that the OSE Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of such OSE Settlement Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed OSE Debt Settlement.”

### SPECIAL RESOLUTION

#### PROPOSED CHANGE OF NAME OF THE COMPANY

“THAT the name of the Company be changed from “Sino Hua-An International Berhad” to “Techna-X Berhad” (“Proposed Change of Name”) effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company.

**AND THAT** the Directors and/or the Secretaries of the Company be and are hereby authorised and empowered to carry out all the necessary steps and formalities in effecting the Proposed Change of Name.”

### BY ORDER OF THE BOARD

**CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)**  
**CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)**

Company Secretaries

Kuala Lumpur  
16 October 2020

#### Notes:

1. In respect of deposited security, only members whose names appear in the Record of Depositors on 11 November 2020 (“EGM Record of Depositors”) shall be eligible to attend the EGM.
2. A member entitled to attend and vote at the EGM is entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to attend, participate, speak and vote at the EGM.
4. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, either executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
5. 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.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of EGM and convening the EGM, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.



**SINO HUA-AN INTERNATIONAL BERHAD**  
[Registration No. 200601012477 (732227-T)]  
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR SHAREHOLDERS AND/OR PROXIES ATTENDING THE EXTRAORDINARY GENERAL MEETING (“EGM”) (“ADMINISTRATIVE GUIDE FOR EGM”)**

**INFORMATION ON EGM**

**1. Date, Time and Venue of EGM**

Day & Date : Tuesday, 17 November 2020  
Time : 10:00 a.m.  
Venue : Banquet Hall, 2<sup>nd</sup> Floor Kelab Perdana DiRaja Kuala Lumpur (Royal Lake Club), Taman Tasek Perdana, Jalan Cenderamulia, Off Jalan Parlimen, 50480 Kuala Lumpur, Wilayah Persekutuan

**2. Entitlement to Attend**

Only depositors whose names appear in the Record of Depositors as at 11 November 2020 shall be entitled to attend, speak and vote at the EGM or appoint proxy(ies) to attend, speak and vote on his/her behalf in respect of the number of shares registered in his/her name at that mentioned date.

**3. Lodgement of Proxy Form of EGM**

- (a) If you are unable to attend the EGM and wish to appoint proxy(ies) to vote on your behalf, you may deposit your Proxy Form at the Registered Office of the Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan in accordance with the notes and instructions printed therein, not later than forty-eight (48) hours before the EGM i.e. **latest by Sunday, 15 November 2020 at 10:00 a.m..**
- (b) If you wish to attend the EGM yourself, please do not submit any Proxy Form for the EGM that you wish to attend. You will not be allowed to attend the EGM together with a proxy appointed by you. Only one of you is allowed to attend and enter the EGM venue.
- (c) If you have submitted your Proxy Form prior to the EGM and subsequently decided to attend the EGM yourself, please revoke the appointment of your proxy at the time of registration.

**4. Parking**

You may park your vehicle at the allocated visitors parking bays.

**5. Door Gifts and Food**

There will be NO door gifts and food.

**GUIDANCE FOR ATTENDANCE OF EGM**

In view of the COVID-19 outbreak, your safety remains our utmost priority. The EGM of the Company will be conducted in accordance with the General Standard Operating Procedures to Government and Private Sector (“**General SOP**”) issued by the Malaysian National Security Council on 25 June 2020 and Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 24 June 2020 and 13 October 2020 (“**SC Guidance Note & FAQs**”).

## Sino Hua-An International Berhad

[Registration No.: 200601012477 (732227-T)]

- Administrative Guide for EGM (*Cont'd*)

The Company would be implementing the following in holding its EGM:-

### 1. Prior Registration of Attendance

Shareholders who wish to attend the EGM in person are required to register ahead of the EGM and provide the following details by email to [sr.sino.egm@sshbs.com.my](mailto:sr.sino.egm@sshbs.com.my), **latest by 11 November 2020** before the EGM:-

- (a) Company name
- (b) Full name
- (c) Identity card no./ Passport no.
- (d) CDS account number
- (e) Mobile phone number

After verification of your registration against the Record of Depositors as at 11 November 2020, the Company's Share Registrar will send you an e-mail on or after 16 November 2020 to approve or reject your registration to attend physically at the EGM venue.

This is to allow the Company to make the necessary arrangement at the EGM day including in relation to the logistics.

### 2. General SOP and Precautionary Measures at the EGM

Pursuant to SC Guidance Note & FAQs, the Company will implement the following precautionary measures to minimise possible COVID-19 transmission at the EGM. Shareholders, proxies and other attendees attending the EGM are expected to **comply with all the General SOP** issued by the Malaysian National Security Council **and precautionary measures**. Anyone who **declines** to adhere to any of the measures or cooperate with the Company's staff will be **denied entry** to the EGM venue:-

- (a) Attendees must follow instructions of the coordinator at the health screening counter at the entrance to conduct body temperature check and fill a health declaration form.
- (b) Attendees with body temperature of over 37.5 Celsius or show symptoms of respiratory illness such as coughing and sneezing will be declined entry into the EGM venue.
- (c) Patient(s) under Investigation (PUI) and Person(s) under Surveillance (PUS) are **PROHIBITED** from attending the EGM.
- (d) Attendees must maintain good self-hygiene and sanitise their hands at the entrance.
- (e) Attendees must observe social distancing of at least 1 meter at any queue according to the marked spot.
- (f) Attendees **MUST** wear a face mask at all times at the EGM.
- (g) In addition to the attendance registration for the Company's records, attendees must also register with MySejahtera (QR code scanning), or manual registration for those who does not own a smartphone, to facilitate contact tracing, if required.
- (h) Attendees must take seat following the marked spot of 1 meter apart.
- (i) Attendees must always practise social distancing in the lift, washroom and EGM venue.
- (j) Attendees are **PROHIBITED** from gathering outside of the EGM venue **BEFORE** or **AFTER** the EGM.

Alternatively, instead of attending, shareholders may appoint the Chairman as their proxy to cast their votes.

## Sino Hua-An International Berhad

[Registration No.: 200601012477 (732227-T)]

- Administrative Guide for EGM (*Cont'd*)

### **Important Notes**

*This Administrative Guide for EGM has taken into account the latest measures to-date to deal with the COVID-19 situation announced and/or implemented in Malaysia which affect the holding or conduct of general meetings. The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the EGM. Any material developments will be announced on Bursa Malaysia Securities Berhad ("**Bursa Securities**") and shareholders are advised to check the Company's announcement(s) made via Bursa Securities regularly for updates on the EGM and/or material developments.*

### **3. Submission of Questions prior to EGM**

Shareholders are encouraged to submit questions ahead of the EGM and email your questions to [halimah@sinohuaan.com](mailto:halimah@sinohuaan.com), **latest by Sunday, 15 November 2020 at 10:00 a.m.**

The Company will endeavour to answer your question(s) at the EGM if time permits or by email after the EGM. A written record of the questions and answers would be published in the key summary matters of the EGM (to be uploaded by the Company in its corporate website in due course).

The EGM proceedings will focus on the proposed resolutions with the view to minimise crowd gathering time in an enclosed environment.

### **4. Registration**

- (a) Registration will start at 8:30 a.m. and will end at such time as may be determined by the Chairman of the EGM.
- (b) Registration will take place at the registration booths located at the entrance to the EGM venue. You are required to queue accordingly.
- (c) Please produce your original National Registration Identification Card ("**NRIC**") or Passport for verification by the Share Registrar. Please ensure that you collect your NRIC or Passport thereafter.
- (d) After verification, you are required to write your name and sign on the attendance list provided by the Share Registrar. Thereafter, you will be given an identification wristband.
- (e) No individual will be allowed to enter the meeting hall without the identification wristband. There will be no replacement in the event that you lose or misplace the identification wristband.
- (f) You are not allowed to register on behalf of another person even with the original NRIC or Passport of that other person.
- (g) The registration counter is solely for verification of identity and registration purposes. If you have any enquires on other matters, please refer to our staff who will be at hand to provide assistance.

### **CORPORATE MEMBER**

Any corporate member who wishes to appoint a representative instead of a proxy to attend the meeting should submit the original certificate of appointment under the seal of the corporation to Registered Office of the Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan at any time before the time appointed for holding the EGM or to the registration staff on the meeting day for the Company's records.

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- Administrative Guide for EGM (*Cont'd*)

**CIRCULAR**

1. The Circular is available on the Company's website at <http://sinohuaan.listedcompany.com/egm.html> and also on Bursa Securities's website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under "Company Announcements".
2. If you wish to request for a printed copy of the Circular, please forward your request by completing the Requisition Form provided. A copy of the Circular will be sent to you by ordinary post within four (4) market days from the date of receipt of the written request or earliest possible due to any restriction caused by the movement control order. You may also collect the same at the EGM.

**ENQUIRY**

Should you have any enquiries, please contact the Share Registrar at Tel: +603-2084 9000 and/or Fax: +603-2094 9940 / 2095 0292 during office hours:

- |     |                      |  |
|-----|----------------------|--|
| (1) | Mr. Wong Piang Yoong | (email: <a href="mailto:piang.yoong.wong@sshbs.com.my">piang.yoong.wong@sshbs.com.my</a> ) |
| (2) | Pn. Nurhayati Ang    | (email: <a href="mailto:nurhayati.ang@sshbs.com.my">nurhayati.ang@sshbs.com.my</a> )       |

Alternatively, you may contact the Company at Tel: +603-7733 7180 during office hours:

- |     |                    |  |
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| (1) | Pn. Halimah Hashim | (email: <a href="mailto:halimah@sinohuaan.com">halimah@sinohuaan.com</a> ) |
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