

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of the Company will be held at **Danu 3, Level 2, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, on Wednesday, 25 November 2020 at 10.00 a.m.** for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Directors' and Auditors' Reports.
[Please refer to Note (a)]
- To re-elect the following Directors retiring in accordance with Clause 127 of the Constitution of the Company and being eligible, have offered themselves for re-election:
 - Ooi Guan Hoe **(Ordinary Resolution 1)**
 - Selma Enoilil Binti Mustapha Khalil **(Ordinary Resolution 2)**
- To re-elect Lee Seh Meng who retires by rotation in accordance with Clause 132 of the Constitution of the Company and being eligible, has offered himself for re-election. **(Ordinary Resolution 3)**
- To approve the payment of additional Directors' fees of RM42,000.00 for the financial year ended 30 June 2020. **(Ordinary Resolution 4)**
- To approve the payment of Directors' fees of up to RM444,000.00 for the financial year ending 30 June 2021.
[Please refer to Note (b)] **(Ordinary Resolution 5)**
- To approve the payment of Directors' benefits of up to RM18,000.00 for the financial period from 1 January 2021 until the next Annual General Meeting of the Company.
[Please refer to Note (c)] **(Ordinary Resolution 6)**
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

- Proposed Renewal of Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act").** **(Ordinary Resolution 8)**

"THAT, subject to Sections 75 and 76 of the Act, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being **AND THAT** the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities **AND THAT** such authority shall continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution of the Company at a general meeting."
[Please refer to Note (d)]

- To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

Wong Wai Foong (SSM PC No. 202008001472) (MAICSA No. 7001358)

Lim Hooi Mooi (SSM PC No. 201908000134) (MAICSA No. 0799764)

Ong Wai Leng (SSM PC No. 202008003219) (MAICSA No. 7065544)

Company Secretaries

Kuala Lumpur
27 October 2020

NOTES:-

- The Board of Directors ("Board") is cognisant of the COVID-19 pandemic as declared by the World Health Organisation which, to-date, is still subsisting. The health and safety of the Company's shareholders, Directors, staff and other stakeholders is of paramount concern for the Company. In view of foregoing, the Company wishes to advise shareholders that necessary steps and measures will be undertaken in holding the Company's Fourth Annual General Meeting ("4th AGM").

In view of the COVID-19 pandemic and further to the "Guidance and FAQs on the Conduct of General Meetings for Listed Issuers" issued by the Securities Commission, members/ proxies/ corporate representatives who wish to attend the 4th AGM in person **ARE REQUIRED TO PRE-REGISTER ("RSVP")** with the Company's share registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("Share Registrar", "Tricor" or "TIIH"), via TIIH Online website at <https://tiih.online> no later than Monday, 23 November 2020 at 10.00 a.m. Please follow the RSVP Procedures in the Administrative Guide for the 4th AGM.

- A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint not more than two (2) proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint 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.
- For a member of the Company who 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting at which the person named in the appointment proposes to vote:
 - In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. 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.
 - By electronic form**
The Proxy Form can be electronically lodged via **TIIH Online** website at <https://tiih.online> (applicable to individual member only). Kindly refer to the Administrative Guide on the procedure for electronic lodgement of proxy form via TIIH Online.
- For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 19 November 2020 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.

Explanatory Notes:

- Agenda No. 1**

This item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting ("AGM"). As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

- Ordinary Resolutions No. 4 & 5**

At the third AGM of the Company held on 28 November 2019, the Company obtained the shareholders' approval for the payment of Directors' fees of RM372,000.00 for the financial year ended 30 June 2020. In the event the Directors' fees proposed is insufficient due to emerged Board size, approval will be sought at the 4th AGM for additional fees to meet the shortfall.

Mr Lee Seh Meng was redesignated on 1 December 2019 from Alternate Director to Mr Lee Seng Thye to Deputy Managing Director of the Company. Accordingly, he will be entitled for the Directors' fees in respect of the financial year ended 30 June 2020.

- Ordinary Resolution No. 6**

This resolution is to facilitate payment of Directors' benefits for the period from 1 January 2021 until the next AGM of the Company. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Directors' benefits include allowances for travel and training programmes for directors and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees, and covers the period from 1 January 2021 until the next AGM of the Company (the due date for which the next AGM should be held).

- Ordinary Resolution No. 8**

The proposed Resolution No. 8, if passed, will empower the Directors of the Company to allot up to a maximum of 20% of the total number of issued shares of the Company (excluding treasury shares) (20% General Mandate) for the time being for such purposes as the Directors consider would be in the best interest of the Company and its shareholders.

The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit in the best interest of the Company and its shareholders.

The Board of Directors is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders as it is useful for the Company to meet its financial needs due to the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic and it will enable the Board to take swift action during the challenging time to ensure long term sustainability and interest of the Company and its shareholders.



TECHBOND GROUP BERHAD
Registration No. 201601019667 (1190604-M)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

FOURTH ANNUAL GENERAL MEETING (“4th AGM”) OF TECHBOND GROUP BERHAD

Date	: Wednesday, 25 November 2020
Time	: 10.00 a.m.
Venue of Meeting	: Danau 3, Level 2, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan
Time & Place of Registration	: From 9.00 a.m. onwards Danau 3, Level 2, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan

COVID-19: PUBLIC HEALTH PRECAUTIONARY MEASURES

The Board of Directors (“Board”) is cognisant of the Covid-19 pandemic as declared by the World Health Organisation which, to-date, is still subsisting. The health and safety of the Company’s members, Directors, staff and other stakeholders is of paramount concern for the Company. In view of the foregoing, the Company wishes to advise members that necessary steps and measures will be undertaken in holding the Company’s 4th AGM:

1. In view of the Covid-19 pandemic and further to the “Guidance and FAQs on the Conduct of General Meetings for Listed Issuers” issued by the Securities Commission, members/proxies/corporate representatives who wish to attend the 4th AGM in person **ARE REQUIRED TO PRE-REGISTER (“RSVP”)** with the Company’s share registrar, Tricor Investor & Issuing House Services Sdn Bhd (“Share Registrar”, “Tricor”, or “TIH”), via the **TIH Online** website at <https://tiah.online> no later than **Monday, 23 November 2020 at 10.00 a.m.** Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at this AGM.

2. VENUE AND SEATING ARRANGEMENT

- As a precautionary measure, the Company reserves the right to limit the number of physical attendees to be accommodated at the venue.
- In order to assist the Company in managing the turnout for the 4th AGM, members/proxies/corporate representatives are required to pre-register with the Company’s share registrar, via the **TIH Online** website at <https://tiah.online>, if the members/proxies/corporate representatives wish to attend the 4th AGM in person.
- Social distancing would be practised at all times. Members who attend the 4th AGM should maintain at least 1 metre (3 feet) distance between him/herself.
- Seats in the 4th AGM venue would be placed at least one metre (3 feet) apart from one another.

3. OTHER IMPORTANT INFORMATION

- If any of the members/proxies/corporate representatives (“Persons”) have travelled outside Malaysia in the past 14 days or if a Person is unwell with fever, dry cough, tiredness, sore throat, aches and pains, nasal congestion, runny nose, diarrhea or shortness of breath, they

must seek medical attention and quarantine themselves at home. Under such circumstances, the Persons are advised to appoint the Chairman of the meeting as their proxy to attend and vote on their behalf at the AGM.

- Generally, any Persons who:
 - (a) feel unwell before the 4th AGM; or
 - (b) have been placed on quarantine orders or stay-at-home notices; or
 - (c) have a travel history to certain countries/regions in the specified period preceding the 4th AGM, as announced by the Ministry of Health, must not attend the 4th AGM in person, and instead are strongly encouraged to appoint the Chairman of this AGM as their proxy to attend and vote on their behalf at the AGM.
- For Persons who are physically attending the 4th AGM, temperature screening on each Person will be taken at the entrance of the venue of meeting and the Persons will be required to scan the MySejahtera QR Code to check in before entering the venue of the 4th AGM. For Persons who are unable to scan the MySejahtera QR Code, a logbook will be prepared and the Persons are required to provide their name, telephone number, and body temperature before entering the venue of the 4th AGM.
- As a precautionary measure, the Company reserves the right to deny any Persons with body temperature of above 37.5°C entry into the 4th AGM venue.
- Any Persons attending the 4th AGM physically should wear a face mask in advance and throughout the 4th AGM and practice proper self-sanitisation, including the use of hand sanitisers.

4. PRE-REGISTER RSVP PROCEDURES

Members/proxies/corporate representatives/attorneys who wish to attend and vote at the 4th AGM are to follow the requirements and procedures as summarised below:

- 1) Using your computer, access the website at <https://tjih.online>. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance.
If you are already a user with TIH Online, you are not required to register again. You will receive an **e-mail to notify** you that the remote participation is available for registration at TIH Online.
- 2) Login with your user ID and password and select the corporate event: “**(REGISTRATION) TECHBOND 4TH AGM**”.
- 3) Read and agree to the Terms & Conditions and confirm the Declaration.
- 4) Select “Register for Physical Attendance at Meeting Venue”.
- 5) Review your registration and proceed to register.
- 6) System will send an **e-mail to notify** that your registration to attend the AGM physically is received and will be verified.
- 7) After verification of your registration against the General Meeting Record of Depositors as at **19 November 2020**, the system will send you an e-mail after **23 November 2020** to approve or reject your registration to attend physically at the Meeting Venue.

5. NO DOOR GIFT/FOOD VOUCHER/REFRESHMENT

There will be **no distribution/provision of door gifts or food vouchers or refreshment** for the 4th AGM in order to ensure social distancing and as a measure to reduce crowds in accordance with the Covid-19 guidelines by the Ministry of Health.

We would like to thank our members for your kind co-operation and understanding in these challenging times.

6. GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

Only a depositor whose name appears on the ROD as at **19 November 2020** shall be entitled to attend, speak and vote at the 4th AGM or appoint proxies to attend and/or vote on his/her behalf.

7. PROXY

- If you are unable to attend the meeting on 25 November 2020, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Proxy Form.
- You may also submit the Proxy Form electronically via **TIIH Online** website at <https://tiih.online> no later than **Monday, 23 November 2020 at 10.00 a.m.** Please do read and follow the procedures to submit Proxy Form electronically below.

8. ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via Tricor’s **TIIH Online** website are summarised below:

	Procedure	Action
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: “TECHBOND 4TH AGM - Submission of Proxy Form”.• Read and agree to the Terms & Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.• Review and confirm your proxy(s) appointment.• Print proxy form for your record.

9. ANNUAL REPORT 2020

- The Company’s Annual Report 2020 is available at the Company’s website at www.techbond.com.my
- You may request for a printed copy of the Annual Report 2020 at <https://tiih.online> by selecting “Request for Annual Report” under the “Investor Services”. Alternatively, you may also make your request through telephone to our Share Registrar at the number given below. A printed

copy of the Annual Report 2020 will be posted to you within 4 market days from the date of receipt of your request. Nevertheless, we hope that you would consider the environment before you decide to request for the printed copy.

10. REGISTRATION

1. Registration will start at 9.00 a.m. in Danau 3, Level 2, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, 40460 Shah Alam, Selangor.
2. Please present your **original MyKad/passport** to the registration staff for verification.
3. Upon verification, you are required to write your name, mobile contact and sign the Attendance list placed on the registration table.
4. You will be given an identification wristband with a personalised passcode for the purpose of voting at this AGM.
5. You must wear the identification wristband throughout the AGM as no person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement in the event you lose or misplace the identification wristband.
6. If you are attending the meeting as a member as well as a proxy, you will be registered once and will be given only one identification wristband to enter the meeting hall.
7. No person will be allowed to register on behalf of another person even with the original Mykad/passport of the other person.

11. HELP DESK

1. Please proceed to the Help Desk for any clarification or queries apart from registration details.
2. The Help Desk will also handle revocation of proxy's appointment.

12. RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the 4th AGM is allowed.

13. ENQUIRY

If you have any enquiries prior to the meeting, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn. Bhd. Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia		Telephone Number
	<i>General Line</i>	603-2783 9299
	<i>Fax Number</i>	603-2783 9222
	<i>Encik Amier Arief</i>	603-2783 9250
	<i>Mr Eric Low</i>	603-2783 9267
	<i>Email</i>	<i>is.enquiry@my.tricorglobal.com</i>