

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** THAT an Extraordinary General Meeting (“EGM”) of Techfast Holdings Berhad (“Techfast” or the “Company”) will be held and conducted by way of fully virtual meeting entirely through live streaming via Remote Participation and Voting (“RPV”) Facilities via Mlabs VGM platform operated by Mlabs Research Sdn Bhd at the main venue at Boardroom, Suite 11.1, Level 11, Menara 1 Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur (“Broadcast Venue”) on Monday, 2 August 2021 at 9:30 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 909,204,618 NEW ORDINARY SHARES IN TECHFAST (“TECHFAST SHARE(S)” OR “SHARE(S)”) (“RIGHTS SHARE(S)”) ON THE BASIS OF 2 RIGHTS SHARES FOR EVERY 1 EXISTING TECHFAST SHARE HELD, TOGETHER WITH UP TO 454,602,309 FREE DETACHABLE WARRANTS IN TECHFAST (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 RIGHTS SHARES SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

“THAT, subject to the approvals of all relevant authorities and/ or parties (if required) being obtained, where required, approval be and is hereby given to the Board of Directors of Techfast (“Board”) to undertake the Proposed Rights Issue with Warrants as follows:-

- i. to allot and issue by way of a renounceable rights issue of up to 909,204,618 Rights Shares together with up to 454,602,309 Warrants on the basis of 2 Rights Shares for every 1 existing Techfast Share held by the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board with 1 Warrant based on the salient terms set out in the Circular to shareholders of the Company dated 16 July 2021 (“Circular”) and upon the terms and conditions of the deed poll to be executed by Techfast (“Deed Poll”);
- ii. to issue and allot up to 454,602,309 of new Techfast Shares arising from the exercise of the Warrants during the tenure of the Warrants;
- iii. to issue and allot such Warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll;
- iv. to issue such Rights Shares together with Warrants as may be required to give effect to the Proposed Rights Issue with Warrants, including any persons entitled on renunciation of the provisional allotments; and
- v. to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing and quotation for the Rights Shares and the new Techfast Shares arising from the exercise of the Warrants during the tenure of the Warrants;

THAT any Rights Shares together with Warrants which are not taken up or validly taken up shall be made available for excess applications to the entitled shareholders and/ or their renouncee(s) who have applied for the excess Rights Shares with Warrants, and are intended to be allocated on a fair and equitable basis;

THAT any fractional entitlements of the Rights Shares together with Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its sole and absolute discretion deems fit and expedient, and is in the best interests of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised as set out in the Circular, and the Board be and is hereby authorised with full power to vary the manner and/ or purposes of utilisation of such proceeds in such manner as the Board, may at its absolute discretion, deem fit, necessary, expedient and/ or in the best interest of the Company, subject to the approval of the relevant authorities, where required;

THAT the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing Techfast Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Rights Shares;

THAT the Board be and is hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/ or undertakings with any party or parties, do all things as may be required to give effect to the Proposed Rights Issue with Warrants with full powers to assent to any conditions, variations, modifications and/ or amendments including to vary the manner and/ or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue with Warrants, if necessary, in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares and the new Techfast Shares arising from the exercise of the Warrants during the tenure of the Warrants to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

**ORDINARY RESOLUTION 2**

**PROPOSED DISPOSAL OF THE ENTIRE EQUITY INTEREST IN TECHFAST PRECISION SDN BHD (“TPSB”) TO LU ENG SHEAN FOR A DISPOSAL CONSIDERATION OF RM6,100,000 (“PROPOSED DISPOSAL”)**

“THAT subject to approvals of all relevant authorities and/ or parties (if required) being obtained, approval be and is hereby given for the Board to proceed with, carry out and implement the Proposed Disposal in accordance with the terms and conditions of the conditional share sale agreement dated 14 April 2021 (“SSA”), entered into between Techfast and Lu Eng Shean. The salient terms of the SSA are set out in Appendix II of the Circular;

AND THAT the Board be and is hereby authorised to take all such steps, do all acts, deeds and things and to execute all necessary documents, as may be required to give effect to and complete the Proposed Disposal 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 and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to complete the Proposed Disposal.”

**By Order of the Board****TAN TONG LANG (MAICSA 7045482/ SSM PC No. 201908002253)**

Company Secretary

Selangor Darul Ehsan

16 July 2021

**Notes:**

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual EGM using RPV Facilities provided by Mlabs Research Sdn Bhd via Webex Events platform through the link <https://rebrand.ly/TechfastEGM>.
2. A member of the Company entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote in his/ her stead. 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 participate and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorized nominee specifies the proportion of its shareholding to be represented by each proxy.
4. Where a member is an exempt authorized nominee (“EAN”) as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the EAN specifies the proportion of its shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/ her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or the hand of an office or attorney duly authorised.
6. The form of proxy must be deposited at the Company’s Share Registrar at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or fax to 03 – 6201 3121 or email to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 23 July 2021 shall be eligible to participate, speak and vote at the meeting or appoint a proxy to participate, speak and/ or vote on his/ her behalf.



**TECHFAST HOLDINGS BERHAD**  
[Registration No.: 200401009317 (647820-D)]  
(Incorporated in Malaysia)

**EXTRAORDINARY GENERAL MEETING**

**ADMINISTRATIVE GUIDE**

<b><u>Date</u></b>	<b><u>Time</u></b>	<b><u>Main Venue</u></b>
2 August 2021	9:30 a.m.	Boardroom, Suite 11.1, Level 11, Menara 1 Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur  The EGM will be hosted virtually at <a href="https://rebrand.ly/TechfastEGM">https://rebrand.ly/TechfastEGM</a> operated by Mlabs Research Sdn. Bhd.

**MODE OF MEETING**

In view of the Covid-19 outbreak and as part of the safety measures, the EGM will be conducted on a fully virtual basis through live streaming from the Main Venue.

Shareholders of the Company ("Shareholders") are NOT REQUIRED to be physically present NOR ADMITTED at the Main Venue on the day of the EGM.

Shareholders will have to register to attend the EGM remotely by using the Remote Participation and Voting ("RPV") Facilities, the details as set out below.

**RPV**

The EGM will be conducted through live streaming and online remote voting. You are encouraged to attend the EGM by using the RPV Facilities. With the RPV Facilities, you may exercise your rights as a Shareholder to participate (including to pose questions to our Board) and vote at the EGM.

**Individual Members** are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the EGM. Please refer to the details as set out under RPV Facilities for information.

If an individual member is unable to attend the EGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

**Corporate Members** (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the EGM using the RPV Facilities. Corporate Members who wish to participate and vote remotely at the EGM must contact the poll administrator, ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to our Company no later than Saturday, 31 July 2021 at 9:30 a.m.

- i. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- ii. Copy of the Corporate Representative's or proxy's MyKad (front and back)/ Passport; and'
- iii. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks Sdn. Bhd. or our Company will respond to your remote participation request.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the EGM, the Corporate Member is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

In respect of **Nominee Company Members**, the beneficiaries of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the EGM using RPV Facilities. Nominee Company Members who wish to participate and vote remotely at the EGM can request its Nominee Company to appoint him/ her as a proxy to participate and vote remotely at the EGM. Nominee Company must contact the poll administrator, ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to our Company no later than Saturday, 31 July 2021 at 9:30 a.m.

Form of Proxy under the seal of the Nominee Company;  
Copy of the proxy's MyKad (front and back)/ Passport; and  
Proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks Sdn. Bhd. or our Company will respond to your remote participation request.

If a Nominee Company Member is unable to attend the EGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

The procedures for the RPV in respect of the live streaming and remote voting at the EGM is as follows:

Procedures	Action
<b>Before EGM</b>	
1. Register as participant in Virtual EGM	<ul style="list-style-type: none"> <li>Using your computer, access the registration website at <a href="https://rebrand.ly/TechfastEGM">https://rebrand.ly/TechfastEGM</a></li> <li>Click on the <b>Register</b> link to register for the EGM session.</li> <li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li> <li>The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.</li> </ul>
2. Submit your online registration	<ul style="list-style-type: none"> <li>Shareholders who wish to participate and vote remotely at the EGM via RPV Facilities are required to register prior to the meeting. The registration will be open from <b>5p.m. on 16 July 2021</b> and the registration will close at <b>9:30 a.m. on 2 August 2021</b>.</li> <li>Clicking on the link mentioned in item 1 will redirect you to the EGM event page. Click on the <b>Register</b> link for the online registration form.</li> <li>Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for proxy).</li> <li>Insert your CDS account number(s) and indicate the number of shares you hold.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li> <li>System will send an email to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>23 July 2021</b>, the system will send you an email to notify you if your registration is approved or rejected after <b>24 July 2021</b>.</li> <li>If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.</li> </ul>

<b>On the day of EGM</b>		
3.	Attending Virtual EGM	<ul style="list-style-type: none"> <li>Two reminder emails will be sent to your inbox. First is one day before the EGM day, while the 2<sup>nd</sup> will be sent 1 hour before the EGM session.</li> <li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li> </ul>
4.	Participate with live video	<ul style="list-style-type: none"> <li>You will be given a short brief about the system.</li> <li>Your microphone is muted throughout the whole session.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li> <li>The session will be recorded.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
5.	Online Remote Voting	<ul style="list-style-type: none"> <li>The Chairman will announce the commencement of the Voting session and the duration allowed at the respective EGM.</li> <li>The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame.</li> <li>Click on the <b>Submit</b> button when you have completed.</li> <li>Votes cannot be changed once it is submitted.</li> </ul>
6.	End of remote participation	<ul style="list-style-type: none"> <li>Upon the announcement by the Chairman on the closure of the EGM, the live session will end.</li> </ul>

### **Proxy**

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally attend and participate in the EGM via RPV Platform, the Shareholder must contact ShareWorks Sdn. Bhd. to revoke the appointment of his/her proxy no later than **9:30 a.m. on 1 August 2021**.

### **Poll Voting**

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the EGM and on Bursa Malaysia website at [www.bursamalaysia.com](http://www.bursamalaysia.com)

### **No Recording or Photography**

Strictly NO recording or photography of the proceedings of the EGM is allowed.

### **No Breakfast/Lunch Packs, Door Gifts or Food Vouchers**

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers,

## **Enquiry**

If you have any enquiry prior to the meeting, please contact the following officers during office hours(from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

### **For Registration, logging in and system related:**

#### **Techfast Holdings Berhad**

Name: Mr. ZH Lee / Mr Bryan / Mr Hong

Telephone No.: 03-76881013

Email: vgm@mlabs.com

### **For Proxy and other matters:**

#### **ShareWorks Sdn. Bhd.**

Name: Mr Wee Liam / Mr Wai Kien

Telephone No: 03 6201 1120

Email: ir@shareworks.com.my