

TECHNA-BERHAD

[(Registration No.: X0601012477 (732227-T)]
(Incorporated in Malaysia)

NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting ("AGM") of the Company will be held at the "Hall of Fame" located at The Mines Resort & Golf Club, Jalan Kelikir, Mines Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 31 May 2022, at 10:00 a.m. for the following purposes:

A G E N D A

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note (a)]
- To approve the payment of Directors' Fees to the Non-Executive Directors for the financial year ended 31 December 2021. (Ordinary Resolution 1)
- To approve the payment of Directors' allowances and other benefits (excluding Directors' fees) to the Non-Executive Directors up to RM100,000 from 1 June 2022 until the next AGM of the Company. (Ordinary Resolution 2)
- To re-elect Mr. Balraj Singh Pannu A/L Gajjan Singh, who retires by rotation pursuant to Clause 118 of the Company's Constitution and being eligible has offered himself for re-election. (Ordinary Resolution 3)
- To re-elect Encik Ahmad Rizan Bin Ibrahim, who retires pursuant to Clause 117 of the Company's Constitution and being eligible has offered himself for re-election. (Ordinary Resolution 4)
- To appoint HLB Ler Lum Chew PTL as Auditors of the Company in place of the retiring Auditors, HLB AAC PTL, and authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 5)

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions:

- ORDINARY RESOLUTION** (Ordinary Resolution 6)

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

"THAT subject always to the Companies Act 2016 ("Act"), the Company's Constitution and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, always provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

AND THAT the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Securities; **AND FURTHER THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- ORDINARY RESOLUTION** (Ordinary Resolution 7)

PROPOSED GRANTING OF THE EMPLOYEES SHARES OPTION SCHEME ("ESOS") OPTIONS TO ENCIK AHMAD RIZAN BIN IBRAHIM

"THAT pursuant to the ESOS of up to 15% of the total number of issued shares of the Company (excluding treasury shares, if any) for the eligible employees as well as Executive and Non-Executive Directors of the Company and its subsidiaries (excluding dormant subsidiaries) ("TXB Group") as approved by the shareholders at the Extraordinary General Meeting of the Company held on 30 June 2021, approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and to grant to, at any time and from time to time throughout the duration of the Proposed ESOS, Ahmad Rizan Bin Ibrahim, being the Executive Director of the Company, Options to subscribe for up to such number of new ordinary shares in the Company ("TXB Shares") under the Proposed ESOS PROVIDED THAT

- not more than 10% of the new TXB Shares to be issued under the Proposed ESOS is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued TXB Shares (excluding treasury shares, if any); and
- not more than 75% of the new TXB Shares available under the Proposed ESOS shall be allocated in the aggregate to the Directors and senior management of TXB Group on the basis that they are crucial to the performance of TXB Group as determined by the ESOS Committee at their sole and absolute discretion;

AND subject always to such terms and conditions of the By-laws and/or adjustments which may be made in accordance with the provisions of the By-laws and Listing Requirements or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time."

- ORDINARY RESOLUTION** (Ordinary Resolution 8)

PROPOSED SHARE BUY-BACK OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK")

"THAT, subject always to the Companies Act 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company ("TXB Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the best interest of the Company, provided that:-

- the aggregate number of TXB Shares to be purchased and/or held by the Company pursuant to this Resolution shall not exceed ten per centum (10%) of the Company's total number of issued shares as at the point of purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited/unaudited financial statements of the Company (where applicable) available at the time of the purchase(s); and
- the shares of the Company to be purchased may be cancelled, retained as treasury shares, distributed as dividends to the shareholders or resold on Bursa Securities, or a combination of any of the above, at the absolute discretion of the Directors.

AND THAT the authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and shall continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM at which such Resolution was passed, at which time the authority shall lapse, unless by an Ordinary Resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- revoked or varied by an Ordinary Resolution passed by the Company's shareholders in a general meeting, whichever occurs first.

AND FURTHER THAT the Directors of the Company be authorised to do all acts, deeds and things to give full effect to Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company."

- To transact any other ordinary business of which due notice has been given.

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
28 April 2022

Explanatory Note (a)

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 ("Act"), does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

Explanatory Note to Ordinary and Special Business:

- Ms. Lim See Tow, who retires according to Clause 118 of the Company's Constitution has expressed her intention not to seek re-election. Hence, she will retire at the conclusion of the Sixteenth AGM.

- Ordinary Resolution 2 - Approval for the payment of Directors' allowances and other benefits (excluding Directors' fees) to the Non-Executive Directors**

The Directors' allowances and other benefits (excluding Directors' fees) to the Non-Executive Directors envisaged to be payable from 1 June 2022 until the next AGM of the Company is as follows:

| Description | Non-Executive Directors |
|----------------|-------------------------|
| Allowances | Up to RM100,000 |
| Other Benefits | Nil |

- Ordinary Resolution 5 - Change of Auditors**

The Company's existing Auditors, HLB AAC PTL, were re-appointed as the Company's Auditors at the Fifteenth AGM to hold office until the conclusion of the Sixteenth AGM. However, in conjunction with the merger of their practice with HLB Ler Lum PTL, HLB AAC PTL will not be seeking re-appointment as the Company's Auditors under the said name, upon retiring at the forthcoming Sixteenth AGM. Pursuant therefrom, the merged practices will operate under the name "HLB Ler Lum Chew PTL" and have accordingly offered themselves and consented to be appointed as the Company's Auditors in the forthcoming Sixteenth AGM.

The Board has reviewed the recommendation from the Audit and Risk Management Committee and has agreed with the nomination and appointment of HLB Ler Lum Chew PTL as the new Auditors of the Company in place of the retiring Auditors, HLB AAC PTL, at the forthcoming Sixteenth AGM.

- Ordinary Resolution 6 - Authority to Issue Shares pursuant to the Act**

The proposed Ordinary Resolution 6 is intended to renew the general mandate on the authority granted to the Directors of the Company to issue and allot shares pursuant to the Act at the Fifteenth AGM.

The Company had been granted an increase in general mandate limit for issuance of new securities for not more than twenty per centum (20%) of the total number of issued shares of the Company for the time being by its shareholders at the Fifteenth AGM of the Company held on 30 June 2021 ("Previous Mandate"). The Previous Mandate was granted by Bursa Securities as one of their additional temporary relief measures to listed corporations via its official letter dated 16 April 2020.

As of to date, the Company had utilised the Previous Mandate by issuing 169,901,200 new ordinary shares via Private Placement. The shares were issued at the issue price of RM0.0725 each and were listed on 29 December 2021.

The details of the total proceeds raised from the Private Placement and its utilisation are disclosed in the Annual Report.

The proposed Ordinary Resolution 6, if passed, will provide flexibility and expediency to the Directors of the Company to undertake any possible fundraising activities, including but not limited to placement of shares, for the purpose of funding the Company's current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions, business expansion and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued does not exceed ten per centum (10%) of the total number of issued shares of the Company. Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next AGM of the Company.

- Ordinary Resolution 7 - Proposed Granting of Employees Shares Option Scheme ("ESOS") to Encik Ahmad Rizan Bin Ibrahim**

The shareholders had at the Extraordinary General Meeting of the Company held on 30 June 2021 approved the establishment of an ESOS of up to 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 ESOS for the eligible employees as well as Executive and Non-Executive Directors of the Company and its subsidiaries (excluding dormant subsidiaries).

The proposed Ordinary Resolution 7, if passed, will enable Encik Ahmad Rizan Bin Ibrahim who is appointed as an Executive Director of the Company on 10 September 2021, to participate in the ESOS.

Encik Ahmad Rizan Bin Ibrahim being the interested Director, will abstain and has also undertaken to ensure that persons connected to him will abstain from voting on this resolution. He has also abstained from the deliberations and voting on this resolution at the Board of Directors' Meeting.

- Ordinary Resolution 8 - Proposed Share Buy-Back**

The proposed Ordinary Resolution 8, if passed, will enable the Company to purchase its own shares of up to ten per centum (10%) of the Company's total issued shares at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next AGM of the Company.

Please refer to the Statement to Shareholders dated 28 April 2022 for further information.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 May 2022 shall be eligible to attend, participate, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
- A member entitled to attend and vote at the Meeting may appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. 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 Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
- 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, shall either be executed under the corporations' common seal or under the hand of an officer or attorney duly authorised.
- 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.
- 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 of authority, must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. All resolutions set out in this notice of Meeting are to be voted by poll.
- 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 this Meeting and convening the Meeting, 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.