



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 conducted fully virtual through live streaming and meeting online platform of TIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at <https://tjih.online> or <https://tjih.com.my> (Domain Registration number with MYNIC: D1A282781) on Thursday, 29 August 2024 at 9:30 a.m., and at any adjournment thereof, 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 LONG-TERM INCENTIVE PLAN IN THE FORM OF AN EMPLOYEES’ SHARE GRANT SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF GENETEC AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED LTIP”) AND WAIVER OF PRE-EMPTIVE RIGHTS TO NEW SHARES UNDER SECTION 85(1) OF THE COMPANIES ACT 2016 (“ACT”) READ TOGETHER WITH CLAUSE 63 OF THE CONSTITUTION OF THE COMPANY

“THAT, subject to the approvals of all relevant regulatory authorities being obtained (where applicable) and to the extent permitted by law and the Constitution of the Company, the Board of Directors of Genetec (“Board”) be and is hereby authorised and empowered to:

- (i) establish, implement and administer the Proposed LTIP during the duration of the Proposed LTIP for the eligible executive directors of Genetec, eligible directors of Genetec’s subsidiaries (excluding dormant subsidiaries) and employees of Genetec and its subsidiaries (excluding dormant subsidiaries) who fulfil the eligibility criteria for participation in the Proposed LTIP (“Eligible Persons”) in accordance with the provisions of the by-laws governing the rules and regulations, terms and conditions of the Proposed LTIP (“By-Laws”), a draft of which is set out in **Appendix I** of the circular to the shareholders of Genetec dated 1 August 2024 in relation to the Proposed LTIP (“Circular”);
- (ii) allot and issue and/or transfer such number of new and existing ordinary shares in Genetec (“Genetec Share(s)” or “Share(s)”) from time to time as may be required to be allotted and issued or transferred, as the case may be, to the Eligible Persons who have accepted the award of Genetec Shares made in writing to them by the LTIP Committee and fulfilled the relevant vesting conditions (if any) pursuant to the Proposed LTIP (“Grant(s)”), provided always that the total number of Genetec Shares to be allotted and issued and/or transferred under the Proposed LTIP shall not in aggregate exceed 5% of the total number of issued Shares (excluding treasury shares, if any) in the Company at any point in time during the duration of the Proposed LTIP; and that such Genetec Shares shall, upon allotment and issuance or transfer, as the case may be, rank equally in all respects with the then existing issued Genetec Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions declared, for which the entitlement date is prior to the date on which the Genetec Shares are credited into the central depository system accounts of the respective Grants recipient;
- (iii) add, amend, modify, vary and/or delete all or any part of the rules, regulations, terms and conditions as set out in the By-Laws from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities, the Board or LTIP Committee provided that such additions, amendments, modifications, variations and/or deletions are effected and permitted in accordance with the provisions of the By-Laws;
- (iv) to appoint and authorise a committee comprising directors and/or other officers of the Company who will be responsible for, among others, implementing and administering the Proposed LTIP (“LTIP Committee”) in accordance with the By-Laws; and
- (v) do all such acts and things and to enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules and regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed LTIP.

AND THAT pursuant to Section 85(1) of the Companies Act 2016 (“Act”) read together with Clause 63 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Genetec Shares ranking equally to the existing issued Genetec Shares arising from any issuance of new Genetec Shares pursuant to the Proposed LTIP.

AND THAT the draft By-Laws as set out in **Appendix I** of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2 AND 3

PROPOSED ALLOCATION OF THE GRANTS TO THE EXECUTIVE DIRECTORS OF GENETEC PURSUANT TO THE PROPOSED LTIP

“THAT, subject to the passing of the Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given to the LTIP Committee to be appointed by the Board at any time and from time to time throughout the duration of the Proposed LTIP, to allocate the Grants to the following Executive Directors under the Proposed LTIP:

Ordinary Resolution 2 : Chin Kem Weng

Ordinary Resolution 3 : Sow Ewe Lee

Provided always **THAT**:

- (i) The executive directors and senior management do not participate in the deliberation or discussion of his/her own allocation and the allocation to any person connected with him/her (if any);
- (ii) Not more than 10% of the total Grants will be made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares of Genetec (excluding treasury shares, if any);
- (iii) Not more than 80% of the total Grants available under the Proposed LTIP shall be allocated in aggregate to the Directors and senior management of Genetec and its subsidiaries, which are not dormant.

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

AND THAT pursuant to Section 85(1) of the Act read together with Clause 63 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Genetec Shares ranking equally to the existing issued Genetec Shares arising from any issuance of new Genetec Shares pursuant to the Proposed LTIP.”

BY ORDER OF THE BOARD

LOW SOOK KUAN (MAICSA 7047833)

(SSM PC NO. 202008001384)

Company Secretary

Selangor Darul Ehsan

1 August 2024

Notes:

1. For the purpose of determining a member who shall be entitled to participate at the forthcoming EGM, the Company shall be requesting the Record of Depositors as at 19 August 2024. Only a depositor whose name appears on such Record of Depositors shall be regarded as a member and entitled to participate at the EGM as well as for appointment of proxy(ies) or authorised representative to participate on his/her stead.
2. A member of the Company entitled to participate at the EGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead. A proxy 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 of the Company 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, shall either under its common seal (if any) or under the hand of an officer or attorney of the corporation duly authorised.
6. A member who has appointed a proxy or attorney or corporate representative to participate at the EGM must request his/her proxy or attorney or corporate representative to register himself/herself at TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV facilities in the Administrative Guide for the EGM.
7. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited as follows, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in case of a poll, not less than 24 hours before the time appointed for the taking of the poll at the EGM. The resolutions set out in this Notice will be put to vote by poll.
 - (a) Deposit Hardcopy of Proxy Form
To the Company’s 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 its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (b) Deposit of Proxy Form Electronically
To the Company’s Share Registrar via TIH Online website at <https://tjih.online>. Kindly refer to the Administrative Guide for the EGM on the procedure for electronic submission of Proxy Form via TIH Online.