

# GENETEC TECHNOLOGY BERHAD

Registration No. 199701030038 (445537-W)

(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Sixth Annual General Meeting ("26th AGM" or "Meeting") of the Company will be conducted fully virtual through live streaming and online meeting platform of TIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia via its website at <https://tjh.online> or <https://tjh.com.my> (Domain Registration number with MYNIC: D1A282781) on Tuesday, 26 November 2024 at 10.00 a.m. for the transaction of the following businesses:-

### AGENDA

#### AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial period ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the additional payment of Directors' fees of RM102,000 which was in excess of the earlier approved amount.
- To approve the payment of Directors' fees of RM408,000 payable to the Non-Executive Directors for the financial year ending 30 June 2025.
- To re-elect the following Directors who are due to retire pursuant to the Company's Constitution and being eligible, have offered themselves for re-election:-
  - Ms. Ong Phoe Be (Clause 105)
  - Dato' Jeeventhiran a/l Ramanaidu (Clause 105)
  - Ms. Ong Siew Min (Clause 112)
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Please refer to  
Explanatory Note (a)  
**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**Ordinary Resolution 6**

#### AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following resolutions, with or without modifications thereto:-

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

**Ordinary Resolution 7**

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company and approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental and/or regulatory authorities, where required, the Directors of the Company be empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company from time to time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being AND THAT the Directors of the Company be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 63 of the Constitution of the Company, the approval be given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from the issuance of new shares pursuant to Sections 75 and 76 of the Act.

AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting or any adjournment thereof of the Company."

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' RRPT MANDATE")**

**Ordinary Resolution 8**

"THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be given to the Company and/or its subsidiaries ("Genetec Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 28 October 2024, which are necessary for the day-to-day operations in the ordinary course of business of Genetec Group on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the Proposed Renewal of Shareholders' RRPT Mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") or any adjournment thereof of the Company, at which time it will lapse unless the authority is renewed by a resolution passed at that meeting; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution."

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' RRPT MANDATE")**

**Ordinary Resolution 9**

"THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be given to the Company and/or its subsidiaries ("Genetec Group") to enter into new/additional recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 28 October 2024, which are necessary for the day-to-day operations in the ordinary course of business of Genetec Group on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the Proposed New Shareholders' RRPT Mandate is subject to annual renewal and disclosure shall be made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") or any adjournment thereof of the Company, at which time it will lapse, unless the authority is renewed by a resolution passed at that meeting; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution."

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

#### BY ORDER OF THE BOARD

LOW SOOK KUAN (MAICSA 7047833)

SSM PC No. 202008001384

Company Secretary

Selangor Daul Ehsan

28 October 2024

#### IMPORTANT NOTICE ON REMOTE PARTICIPATION AND VOTING:

- The 26th AGM of the Company will be conducted on a fully virtual basis through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia via its TIH Online website at <https://tjh.online>.
- Member(s)/Proxy(ies) who wish to attend, speak (including posting questions to the Board via real-time submission of typed texts) and vote (collectively, "participate") in the Meeting may do so remotely via the Remote Participation and Voting ("RPV") facilities. Please follow the procedures provided in the Administrative Guide for the 26th AGM in order to register and participate remotely at the Meeting via the RPV facilities.

#### Notes:

- For the purpose of determining a member who shall be entitled to participate in the 26th AGM, the Company shall be requesting a Record of Depositors as at 18 November 2024. Only a depositor whose name appears on such Record of Depositors shall be regarded as a member and entitled to participate in the Meeting as well as for appointment of proxy(ies) or authorised representative to participate in the Meeting on his/her behalf.
- A member of the Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to participate in the Meeting. A member may appoint more than one (1) proxy to participate in the 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.
- "SICDA", a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("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.
- Where a member of the Company is an exempt authorised nominee as defined under SICDA which holds ordinary shares in the Company for the multiple beneficial owners in one 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 provided that the proportion of holdings to be represented by each proxy must be specified.
- The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. Where the appointor is a corporation, the instrument appointing proxy(ies) must be made either under its common seal (if any) or signed by an officer or an attorney duly authorised.
- A member who has appointed a proxy, attorney or corporate representative to participate in the Meeting must request his/her proxy, attorney or corporate representative to register himself/herself at the TIH Online website at <https://tjh.online>. Please follow the Procedures for RPV facilities in the Administrative Guide for the 26th AGM.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notially 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 26th AGM. All resolutions set out in this Notice are to be voted by poll.

#### (a) Deposit Hardcopy of Proxy Form

To the Company's Share Registrar office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 59200 Kuala Lumpur.

Please ensure all the particulars as required in the Proxy Form are completed, signed and dated accordingly. Any alteration in the Proxy Form must be initialled.

#### (b) Deposit of Proxy Form Electronically

To the Company's Share Registrar via the TIH Online website at <https://tjh.online>. Kindly refer to the Administrative Guide on the procedure for the electronic submission of the Proxy Form via TIH Online.

The Proxy Form must be deposited accordingly by Sunday, 24 November 2024 at 10.00 a.m.

#### Explanatory Notes to the Agenda :

##### Explanatory Note (a) - Audited Financial Statements and Reports

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

##### Ordinary Resolution 1 - Additional Payment of Directors' Fees

The proposed Ordinary Resolution 1 is to facilitate the shortfall payment of Directors' fees of RM102,000 which was in excess of the earlier approved amount in the last Annual General Meeting ("AGM") held on 29 September 2023.

The shareholders had at the last AGM approved the Directors' fees of RM392,000 for the financial period from 1 April 2023 to 31 March 2024. However, the approved amount was insufficient due to the change in the financial year end of the Company and the restructuring in the Board composition during the financial period ended 30 June 2024.

##### Ordinary Resolution 2 - Payment of Directors' Fees for Financial Year Ending (FYE) 30 June 2025

Section 230(1) of the Act provides amongst others, that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Accordingly, shareholders' approval is sought for the payment of the directors' fee for FYE 30 June 2025 amounting to RM408,000.

The proposed Ordinary Resolution 2 is to facilitate payment of Directors' fees on the current financial year basis, based on the current Board size and assuming that all Directors shall hold office until the end of the next financial year. In the event the proposed Directors' fees are insufficient, approval will be sought at the next AGM for additional fees to meet the shortfall.

##### Ordinary Resolutions 3, 4 and 5 - Re-election of Directors

In accordance with Clause 105 of the Company's Constitution, one-third (1/3) of the Directors shall retire by rotation at the AGM. As such, Ms. Ong Phoe Be and Dato' Jeeventhiran a/l Ramanaidu are due for retirement as the Directors of the Company in this AGM.

In furtherance to Clause 112 of the Company's Constitution, any new Director appointed during the year shall retire at the AGM. Therefore, Ms. Ong Siew Min, appointed on 2 October 2023, is due for retirement.

For the purpose of determining the eligibility of the Directors to stand for re-election at the AGM of the Company, the Board through its Nomination Committee undertakes an evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which includes the following:

- Contribution and performance of each individual Director;
- Independence of the Independent Non-Executive Director; and
- Fit and proper assessment.

Based on the results of the above evaluation, the Board is satisfied with the Directors' performance and the level of contribution to the Board in terms of experience, expertise, integrity, competency, participation, and contribution as well as their abilities to act in the best interest of the Company. The Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

Upon the assessment and recommendation of the Nomination Committee, the Board supported the re-election of Ms. Ong Phoe Be, Dato' Jeeventhiran a/l Ramanaidu and Ms. Ong Siew Min ("the Retiring Directors").

The Retiring Directors have offered themselves for re-election. The profile of the Retiring Directors is set out in the 'Profile of Directors' including their interests in the shares of the Company disclosed under Analysis of Shareholdings' of the Annual Report 2024.

The proposed Ordinary Resolutions 3, 4 and 5, if passed, will allow the Retiring Directors to be re-elected as the Directors of the Company.

##### Ordinary Resolution 6 - Re-appointment of Auditors

The Audit Committee has assessed the suitability and independence of Messrs Baker Tilly Monteiro Heng PLT, the External Auditors ("EA") and was satisfied with the suitability of EA based on the quality of audit, performance, competency and sufficiency of resources of the audit team provided to the Group and also found the EA has sufficiently objective and independent. The Board, therefore, endorsed the Audit Committee's recommendation for the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company.

The proposed Ordinary Resolution 6, if passed, will allow Messrs Baker Tilly Monteiro Heng PLT to be re-appointed as the Auditors of the Company for the ensuing year.

##### Ordinary Resolution 7 - Authority to Issue Shares pursuant to Companies Act 2016 And Waiver of Pre-emptive Rights

The proposed Ordinary Resolution 7, if passed, is to grant a renewed general mandate ("General Mandate") and empower the Directors of the Company to issue and allot new shares of up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares, if any) of the Company from time to time as the Directors of the Company consider would be in the best interest of the Company, without the need to convene a separate general meeting so as to avoid incurring additional cost and time. This authority shall continue in force until the conclusion of the next AGM of the Company or any adjournment thereof unless revoked or varied at a general meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM of the Company and which will lapse at the conclusion of the 26th AGM of the Company.

This General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to funding future investment project(s), business expansion and/or working capital purposes as the Directors may in their absolute discretion deem necessary and feasible. At this juncture, there is no decision to issue any additional shares.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85(1) of the Act and Clause 63 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85(1) of the Act and Clause 63 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Act, which will result in a dilution to their shareholding percentage in the Company.

##### Ordinary Resolutions 8 and 9 - Proposed Renewal of Shareholders' RRPT Mandate and Proposed New Shareholders' RRPT Mandate

The proposed Ordinary Resolutions 8 and 9, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 28 October 2024, which is accessible online on the Company's website at [www.genetec.net](http://www.genetec.net), for detailed information.