

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting ("20th AGM" or "Meeting") of TECHNODEX BHD. ("TDEX" or "the Company") will be held at the KLGCC Function Room 1 & 2 (Level 1) Main Lobby, Kuala Lumpur Golf & Country Club, 10, Jalan 1/70D Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Tuesday, 10 December 2024 at 11:00 a.m. or at any adjournment thereof, to transact the following businesses:

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
- To approve the payment of Directors' fees and/or benefits of up to RM390,000.00 for the period commencing from the date immediately after this 20th AGM until the date of the next Annual General Meeting ("AGM") of the Company.
(Ordinary Resolution 1)
- To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution:-
 - En. Saifulrizam Bin Zainal
(Ordinary Resolution 2)
 - YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibrni Almarhum Sultan Badlishah
(Ordinary Resolution 3)
 - Mr. Peh Lian Hwa
(Ordinary Resolution 4)
- To re-appoint CAS Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.
(Ordinary Resolution 5)

As Special Business:

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

- GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")**
(Ordinary Resolution 6)

"THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time ("Mandate") AND the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

AND THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**
Special Resolution

"THAT the proposed amendments to the Constitution of the Company as set out in "Appendix A", be approved and adopted with immediate effect AND THAT the Directors and/or Secretaries of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company."

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

By order of the Board

TEA SOR HUA (MAGS 01324) (CCM PC NO. 201908001272)
LEE XIANG YEE (MAICSA 7068124) (CCM PC NO. 202408000069)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
30 October 2024

Notes:

- A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend, speak, and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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 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 appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- To be valid, the instrument appointing 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 for holding the Meeting:-
 - In hard copy form**
In the case of an appointment made in hard copy form, the Proxy

Form must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

- By Electronic Form**

The Proxy Form can be electronically can be electronically submitted via e-mail to bsr.helpdesk@boardroomlimited.com (for Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee only) or submitted via Boardroom Smart Investor Portal at <http://investor.boardroomlimited.com>.

- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 3 December 2024. Only members whose names appear in the General Meeting Record of Depositors as at 3 December 2024 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.

- All the resolutions set out in this Notice of the Meeting will be put to vote by poll.

- The members are advised to refer to the Administrative Notes on the registration process for the Meeting.

EXPLANATORY NOTES

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2024**

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

- Item 2 of the Agenda – Directors' Fees and/or Benefits**

Pursuant to Section 230(1) of the Act, the Directors' fees and any benefits payable to the Directors of a listed company and/or its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors' fees and/or benefits for the period commencing from the date immediately after this 20th AGM until the date of the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for such shortfall.

- Item 3 of the Agenda – Re-election of Directors**

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, three (3) of eight (8) Directors of the Company are to retire pursuant to Clause 85 of the Company's Constitution.

Following thereof, En. Saifulrizam Bin Zainal, YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibrni Almarhum Sultan Badlishah and Mr. Peh Lian Hwa will retire pursuant to Clause 85 of the Company's Constitution (collectively referred to as "Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the 20th AGM.

The Board has endorsed the Nomination and Remuneration Committee's recommendation to seek shareholders' approval to re-elect all the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Company's Annual Report 2024.

- Item 5 of the Agenda – General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act**

The Company had at its Nineteenth AGM held on 5 December 2023 ("19th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot Shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of Shares to be issued does not exceed ten per centum (10%) of the total number of issued Shares of the Company (excluding treasury shares) at any point in time.

The Ordinary Resolution 6 proposed under item 5 of the Agenda is to seek a general mandate for issuance and allotment of new Shares in the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will provide flexibility for the Company and empower the Directors to issue and allot new Shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued Shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such new Shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of new Shares for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s). As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the general mandate granted to the Directors at the 19th AGM which will lapse at the conclusion of this 20th AGM.

Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

- Item 6 of the Agenda – Proposed Amendment to the Constitution of the Company ("Proposed Amendment")**

The Proposed Amendment primarily aims to refine Clause 54 of the Company's Constitution to provide greater clarity on the issuance of new shares or convertible securities by the Company.

The Proposed Amendment shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.

APPENDIX A

PROPOSED AMENDMENTS TO THE CONSTITUTION OF TECHNODEX BHD. (“THE COMPANY”)

This is Appendix A referred to in Agenda 6 of the Notice of Twentieth Annual General Meeting (“20th AGM”) of the Company dated 30 October 2024.

Clause No.	Existing Clause	Proposed Clause
54 <i>Offer of new Shares</i>	<p>Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares and/or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares and/or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to any offer of new shares or Securities) cannot, in the opinion of the Directors be conveniently offered under this Constitution. Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.</p>	<p>Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares and/or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares and/or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to any offer of new shares or Securities) cannot, in the opinion of the Directors be conveniently offered under this Constitution. Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.</p> <p>For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained for implementation of a scheme that involves a new issuance of shares or other convertible securities to employees of the Company and its subsidiaries and approval obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable. In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply and the Company is not required to offer new shares or convertible securities in proportion to the shareholdings of the existing Members.</p>

ADMINISTRATIVE NOTES OF THE TWENTIETH (20th) ANNUAL GENERAL MEETING (“AGM”)

Day and Date : Tuesday, 10 December 2024

Time : 11:00 a.m.

Venue : KLGCC Function Room 1 & 2 (Level 1) Main Lobby, Kuala Lumpur Golf & Country Club, 10, Jalan 1/70D Off Jalan Bukit Kiara, 60000 Kuala Lumpur

PRECAUTIONARY MEASURES

The health and safety of the attendees at the 20th AGM of Technodex Bhd. (“the Company”) is our main priority. Hence, the following precautionary measures will be taken for the conduct of the AGM:

- (i) If you are unwell with fever, cough, sore throat, flu, shortness of breath or any symptoms of the Covid-19, you are strongly advised to refrain from attending the AGM in person and to appoint a proxy or the Chairman of the meeting as your proxy to attend and vote on your behalf at the 20th AGM.
- (ii) Any attendees, particularly the high-risk individuals such as the elderly and pregnant women are strongly encouraged to wear a face mask and practice proper self-sanitisation as well as maintain social distancing throughout the meeting.
- (iii) You are advised to check the Company’s website at www.technodex.com and Bursa’s website at <https://www.bursamalaysia.com/> from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

REGISTRATION

- (i) Registration will start at 10:00 a.m. at KLGCC Function Room 1 & 2 (Level 1) Main Lobby, Kuala Lumpur Golf & Country Club, 10, Jalan 1/70D Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia.
- (ii) Please present your original MyKad/passport to the registration staff for verification.
- (iii) Upon verification, you are required to write your name and sign the attendance list placed on the registration table.

- (iv) You will be given an identification wristband with a personalised QR Code upon registration and only be allowed to enter the meeting hall if you are wearing the identification wristband. Please retain the identification wristband for voting.
- (v) 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.
- (vi) No person will be allowed to register on behalf of another person even with the original MyKad/passport of the other person.

DIGITAL COPIES OF AGM DOCUMENTS

As part of our dedicated commitment to sustainable practices, please scan the QR code for the following documents of the Company, which are also available on and can be downloaded from Bursa Malaysia Securities Berhad’s website at <https://www.bursamalaysia.com/> under Company Announcements and the Company’s website at www.technodex.com.

1. Annual Report 2024
2. Corporate Governance Report 2024
3. Notice of the 20th AGM and Proxy Form
4. Administrative Notes



Shareholders of the Company who wish for a printed copy of the Annual Report 2024 should submit your request to the email address at finance@technodex.com and must provide all the required information accurately, i.e. full name, CDS Account Number, full mailing address and shareholder’s mobile number. However, please consider the environmental concern before you decide to request for the printed copy.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 3 December 2024 (General Meeting Record of Depositors) shall be eligible to attend the 20th AGM and/or appoint proxy(ies) to attend, participate and/or vote on his/her behalf.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

In accordance with the Company's Constitution, shareholders are entitled to vote at the AGM either personally, electronically or by proxy. As the 20th AGM will be conducted at KLGCC Function Room 1 & 2 (Level 1) Main Lobby, Kuala Lumpur Golf & Country Club, 10, Jalan 1/70D Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia, shareholders who are unable to participate in the AGM are encouraged to appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Proxy Form. All Proxy Forms and documents relating to the appointment of proxy/proxies or attorney or authorised corporate representative for the AGM whether in hard copy or by electronic means must be deposited with or submitted to Boardroom no later than 11:00 a.m. on Sunday, 8 December 2024.

The appointment of Proxy may be made in hard copy or electronic form as follows:

1. In hard copy form

Shareholders may deposit the duly executed Proxy Form at the Share Registrar's office of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

2. In electronic form

The Proxy Form can be electronically submitted via e-mail to bsr.helpdesk@boardroomlimited.com (for Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee only) or submitted via BSIP at <https://investor.boardroomlimited.com> (for individual shareholders only). The steps are as follows:

Step 1 – Register Online with BSIP (for first time registration only)

Note: If you have already signed up with BSIP, you are not required to register again. You may proceed to Step 2 – eProxy Lodgement.

- a. Access website at <https://investor.boardroomlimited.com>.
- b. Click <<REGISTER>> to sign up as a user.
- c. Complete registration and upload softcopy of your MyKAD (front and back) (for Malaysian) or Passport in JPEG, PNG or PDF format.
- d. Please enter a valid email address and wait for email verification from Boardroom. Click on <<Verify E-mail Address>> from the e-mail received to continue with the registration.
- e. Once your email address is verified, you will be re-direct to BSIP for verification of mobile number. Click on Request OTP Code and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click << Enter>> to complete the process.
- f. Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.

Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 – eProxy Lodgement

- a. Access website <https://investor.boardroomlimited.com>.
- b. Login with your User ID and Password.
- c. Select <<MEETING EVENT>> from main menu and select the correct Meeting Event "TECHNODEX BHD (20TH) ANNUAL GENERAL MEETING" and click <<Enter>>.
- d. Go to <<PROXY>> and click <<Submit eProxy From>>.
- e. Read the terms & conditions and confirm the Declaration.
- f. Enter your CDS Account Number and indicate the number of securities.
- g. Appoint your proxy(ies) or the Chairman of the 20th AGM and enter the required details for your proxy(ies).
- h. Indicate your voting instructions – "FOR" or "AGAINST" or "ABSTAIN". If you wish to have your proxy(ies) to act upon his/her discretion, please indicate "DISCRETIONARY".
- i. Review and confirm your proxy(ies) appointment.
- j. Click <<Apply>>.
- k. Download or print the eProxy Form acknowledgement.

REVOCATION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the AGM. On revocation, your proxy(ies) will not be allowed to participate in the 20th AGM. In such event, you should advise your proxy accordingly.

VOTING PROCEDURE

- In accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the AGM will be conducted by poll. The Company has appointed Boardroom as the Poll Administrator to conduct the poll by way of electronic polling (“e-Polling”) and Sky Corporate Services Sdn. Bhd. as the Scrutinisers to verify and validate the poll results.
- During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
- For the purpose of this AGM, Shareholder/Proxy will be ushered by the Poll Administrator representatives to the polling stations to cast their votes via e-Polling.
- Upon completion of the voting session, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly carried or otherwise.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the 20th AGM by emailing to general@technodex.com no later than 11:00 a.m. on Sunday, 8 December 2024. The Board will endeavor to respond to the questions received at the AGM.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of proceedings of the 20th AGM is allowed.

ENQUIRY

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday (9:00 a.m. to 5:00 p.m.):

Technodex Bhd.

Unit E-07-03, Menara Suezcap 2
KL Gateway
No. 2, Jalan Kerinchi,
Gerbang Kerinchi Lestari
59200 Kuala Lumpur
Malaysia
General Line : +603-7932 0111
Fax Number : +603-7932 0222
Email : general@technodex.com

Boardroom Share Registrars Sdn. Bhd.

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
General Line : +603-7890 4700
Fax Number : +603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty.