

THIS CIRCULAR TO THE SHAREHOLDERS OF TECHNODEX BHD. (“TDEX” OR THE “COMPANY”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular has been reviewed by Mercury Securities Sdn Bhd, the Principal Adviser to Technodex Bhd. for the Proposed Capital Reduction (as defined herein).



TECHNODEX BHD.

(Registration No: 200301025214 (627634-A))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF TECHNODEX BHD. PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“PROPOSED CAPITAL REDUCTION”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



MERCURY SECURITIES SDN BHD

(Registration No: 198401000672 (113193-W))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting (“**EGM**”) of TDEX 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, Wilayah Persekutuan, Malaysia on Wednesday, 8 May 2024 at 11:00 a.m. The Notice of EGM together with the Proxy Form, and this Circular are available for download at our Company’s website at www.technodex.com.

If you are unable to attend and vote at the EGM and wish to appoint proxy(ies), the appointment of proxy(ies) must be made in a hard copy or electronic means in the following manner and must be received by our Company not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof:-

(i) In hard copy form

In the case of an appointment made in hard copy form, the Proxy Form must be deposited at our 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.

(ii) By 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 Boardroom Smart Investor Portal at <http://investor.boardroomlimited.com> (for Individual Shareholders only).

The completion and lodging of the Proxy Form will not preclude you from attending and voting at the EGM, should you subsequently wish to do so and in such event, your Proxy Form shall be deemed to have been revoked.

Last date and time for lodging the Proxy Form : Monday, 6 May 2024 at 11:00 a.m.

Date and time of the EGM : Wednesday, 8 May 2024 at 11:00 a.m.

This Circular is dated 27 March 2024

DEFINITIONS

“Act”	:	The Companies Act 2016, as amended from time to time including all regulations made thereunder and any re-enactment thereof
“Announcement”	:	Announcement dated 31 January 2024 in relation to the Private Placement and Proposed Capital Reduction
“Board”	:	The Board of Directors of TDEX
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“Circular”	:	This circular to the shareholders of our Company dated 27 March 2024 in relation to the Proposed Capital Reduction
“Constitution”	:	Constitution of our Company
“Directors”	:	A natural person who holds a directorship in our Company or any company within our Group, whether in an executive or non-executive capacity and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
“EGM”	:	Extraordinary general meeting
“EPS”	:	Earnings per Share
“FPE”	:	6-month financial period ended 31 December, as the case may be
“FYE”	:	Financial year ended/ending 30 June, as the case may be
“LAT”	:	Loss after tax
“LBT”	:	Loss before tax
“Listing Requirements”	:	ACE Market Listing Requirements of Bursa Securities
“LPD”	:	29 February 2024, being the latest practicable date prior to the date of this Circular
“Mercury Securities”	:	Mercury Securities Sdn Bhd (Registration No.198401000672 (113193-W))
“NA”	:	Net assets
“Placement Share(s)”	:	Up to 84,379,642 new Shares to be issued pursuant to the Private Placement
“Private Placement”	:	Private placement of up to 84,379,642 Placement Shares, representing not more than 10% of the total number of issued TDEX Shares pursuant to the general mandate obtained from our Company’s shareholders as announced by our Board on 31 January 2024 and approved by Bursa Securities on 29 February 2024
“Proposed Capital Reduction”	:	Proposed reduction of the issued share capital of TDEX pursuant to Section 116 of the Act
“Record of Depositors”	:	A record of securities holders provided by Bursa Depository under the Rules of Bursa Depository
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively

DEFINITIONS (CONT'D)

“TDEX” or “Company” : Technodex Bhd. (Registration No. 200301025214 (627634-A))

“TDEX Group” or “Group” : TDEX and its subsidiaries, collectively

“TDEX Share(s)” or “Share(s)” : Ordinary share(s) in TDEX

All references to “**our Company**” in this Circular are to TDEX and references to “**our Group**” mean our Company and our subsidiaries. References to “**we**” and “**our**” are to our Company and where the context requires, our Company and our subsidiaries.

All references to “**you**” and “**your**” in this Circular are made to our shareholders, unless the context otherwise requires.

Unless specifically referred to, words denoting the singular shall, where applicable include the plural and vice versa and words denoting the masculine gender shall where applicable, include the feminine and/or neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to any act, law, ordinance, enactment or guideline in this Circular is a reference to that act, law, ordinance, enactment or guideline as amended or re-enacted from time to time.

Any reference to a time of day and date in this Circular is a reference to Malaysian time and date, unless otherwise stated.

Any discrepancy in the figures in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding adjustments.

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EXECUTIVE SUMMARY

This Executive Summary of the Proposed Capital Reduction only highlights the key information from other parts of the Circular. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Circular for further details before voting at the EGM.

Summary

Summary of the Proposed Capital Reduction

The Proposed Capital Reduction entails the reduction and cancellation of RM42.00 million of our Company's issued share capital by cancelling the share capital which is lost and/or unrepresented by available assets pursuant to Section 116 of the Act. The corresponding credit of RM42.00 million arising from such reduction and cancellation will be used to set off against our Company's accumulated losses while the surplus credit that is in excess of what is required towards offsetting our Company's accumulated losses, if any, will be credited to a capital reserve account of our Company which may be used to set off any future losses of our Company and/or such other purposes allowed under the law, Listing Requirements and our Constitution but excluding the diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. Save for the aforementioned purposes, the capital reserve account shall not be distributable without the leave granted by the High Court of Malaya.

Please refer to **Section 2** of this Circular for further information.

Rationale for the Proposed Capital Reduction

The Proposed Capital Reduction will enable our Company to reduce its accumulated losses via cancellation of the issued share capital, which may enhance our Company's financial profile with bankers, customers, suppliers, and investors due to an improved financial standing. The surplus credit from the cancellation of our Company's issued share capital after the reduction of our Company's accumulated losses, if any, shall be credited to our Company's capital reserve account which may be utilised to set off future losses of our Company and/or such other purposes allowed under the law, Listing Requirements and our Constitutions but excluding the diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital.

Further, by reducing the accumulated losses enables our Company to reflect on our financial position more accurately, which may facilitate the declaration of dividends if our Company has retained earnings in the future.

Please refer to **Section 3** of this Circular for further information.

Approvals Required

The Proposed Capital Reduction is subject to approvals being obtained from the following:

- (i) our shareholders at an EGM to be convened for the Proposed Capital Reduction;
- (ii) the confirmation from the High Court of Malaya pursuant to Section 116 of the Act for the Proposed Capital Reduction; and
- (iii) any other relevant authorities or parties, if required.

Please refer to **Section 7** of this Circular for further information.

Interests of Directors, major shareholders, chief executive of our Company and/or persons connected to them

None of the Directors, major shareholders, chief executive of TDEX and/or persons connected with them have any interest, direct or indirect, in the Proposed Capital Reduction.

Please refer to **Section 10** of this Circular for further information.

EXECUTIVE SUMMARY (CONT'D)

Summary
<p><u>Directors' statement and recommendation</u></p> <p>Our Board, having reviewed and considered all aspects of the Proposed Capital Reduction, including the rationale and effects of the Proposed Capital Reduction, is of the opinion that the Proposed Capital Reduction is in the best interest of our Company.</p> <p>Accordingly, our Board recommends that the shareholders of TDEX vote in favour of the resolution pertaining to the Proposed Capital Reduction to be tabled at an EGM to be convened.</p> <p>Please refer to Section 11 of this Circular for further information.</p>

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TECHNODEX BHD.

(Registration No: 200301025214 (627634-A))
(Incorporated in Malaysia)

Registered Office

Third Floor, No. 77, 79 & 81
Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

27 March 2024

Board of Directors

YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah
(Non-Independent Non-Executive Chairman)
Peh Lian Hwa (Non-Independent Non-Executive Deputy Chairman)
Tan Sze Chong (Executive Director)
Koay Xing Boon (Executive Director)
Tan Boon Wooi (Non-Independent Non-Executive Director)
Datuk Abd Hamid Bin Abu Bakar (Independent Non-Executive Director)
Saifulrizam Bin Zainal (Independent Non-Executive Director)
Fairuz Kartini Binti Ahmad (Independent Non-Executive Director)

To: The shareholders of TDEX

Dear Sir/ Madam,

PROPOSED CAPITAL REDUCTION

1 INTRODUCTION

On 31 January 2024, Mercury Securities announced on behalf of our Board that our Company proposes to undertake the Proposed Capital Reduction.

Further details of the Proposed Capital Reduction are set out in the ensuing sections.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION AND DETAILS ON THE PROPOSED CAPITAL REDUCTION AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED CAPITAL REDUCTION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE FORTHCOMING EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENT OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED CAPITAL REDUCTION TO BE TABLED AT THE FORTHCOMING EGM.

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2 DETAILS OF THE PROPOSED CAPITAL REDUCTION

The Proposed Capital Reduction entails the reduction and cancellation of RM42.00 million of our Company's issued share capital by cancelling the share capital which is lost and/or unrepresented by available assets pursuant to Section 116 of the Act. The corresponding credit of RM42.00 million arising from such reduction and cancellation will be used to set off against our Company's accumulated losses while the surplus credit that is in excess of what is required towards offsetting our Company's accumulated losses, if any, will be credited to a capital reserve account of our Company which may be used to set off any future losses of our Company and/or such other purposes allowed under the law, Listing Requirements and our Constitution but excluding the diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. Save for the aforementioned purposes, the capital reserve account shall not be distributable without the leave granted by the High Court of Malaya.

As at 29 February 2024, being the LPD, our Company's issued share capital is RM58,630,671.79 comprising 843,796,423 TDEX Shares. As at the LPD, our Company does not hold any treasury shares and does not have any outstanding convertible securities in issue.

For illustration purposes, the proforma effects of the Proposed Capital Reduction on our Company's and our Group's accumulated losses based on the latest audited consolidated financial statements for the FYE 2023 and the unaudited consolidated financial statements for the FPE 2023 are as follows:

	Audited As at 30 June 2023		Unaudited As at 31 December 2023	
	Company RM	Group RM	Company RM	Group RM
Accumulated losses before the Proposed Capital Reduction	(22,186,974)	(38,253,031)	(23,118,221)	(41,311,385)
Add: Credit arising from the Proposed Capital Reduction	42,000,000	42,000,000	42,000,000	42,000,000
Less: Estimated expenses for the Private Placement and Proposed Capital Reduction	(420,000)	(420,000)	(420,000)	(420,000)
Total	19,393,026	3,326,969	18,461,779	268,615
After the Proposed Capital Reduction:				
Accumulated losses	-	⁽¹⁾ (16,066,057)	-	⁽²⁾ (18,193,164)
Capital reserves	19,393,026	19,393,026	18,461,779	18,461,779
Total	19,393,026	3,326,969	18,461,779	268,615

Notes:

- (1) After crediting for the entire accumulated losses at the Company level of RM22,186,974 against the Group level of RM38,253,031.
- (2) After crediting for the entire accumulated losses at the Company level of RM23,118,221 against the Group level of RM41,311,385.

An order by the High Court of Malaya will be sought to confirm the Proposed Capital Reduction pursuant to Section 116 of the Act after receipt of approval from our shareholders at an EGM to be convened.

The effective date of the Proposed Capital Reduction will be the date of the lodgement of the sealed copy of the order of the High Court of Malaya for the Proposed Capital Reduction with the Registrar of Companies pursuant to Section 116(6) of the Act.

For the avoidance of doubt, the Proposed Capital Reduction will not result in:

- (i) any adjustment to our Company's share price;
- (ii) any change in the total number of our Shares in issue or the number of our Shares held by our shareholders;
- (iii) any payment to our shareholders; and
- (iv) any cash outflow or change in the NA of our Group, save for the estimated expenses to be incurred in relation to the Proposed Capital Reduction.

3 RATIONALE FOR THE PROPOSED CAPITAL REDUCTION

The Proposed Capital Reduction will enable our Company to reduce its accumulated losses via cancellation of the issued share capital, which may enhance our Company's financial profile with bankers, customers, suppliers, and investors due to an improved financial standing. The surplus credit from the cancellation of our Company's issued share capital after the reduction of our Company's accumulated losses, if any, shall be credited to our Company's capital reserve account which may be utilised to set off future losses of our Company and/or such other purposes allowed under the law, Listing Requirements and our Constitution but excluding the diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital.

Further, by reducing the accumulated losses enables our Company to reflect on our financial position more accurately, which may facilitate the declaration of dividends if our Company has retained earnings in the future.

4 EFFECTS OF THE PROPOSED CAPITAL REDUCTION

4.1 Issued share capital

The pro forma effect of the Proposed Capital Reduction on our Company's issued share capital are as follows:

	No. of Shares	RM
Issued share capital as at the LPD	843,796,423	58,630,672
Placement Shares to be issued pursuant to the Private Placement	84,379,642	(1)5,695,626
	928,176,065	64,326,298
Share capital to be cancelled pursuant to the Proposed Capital Reduction	-	(42,000,000)
Enlarged issued share capital	928,176,065	22,326,298

Note:

- (1) Based on the illustrative issue price of RM0.0675 per Placement Share as illustrated in the announcement in relation to the Private Placement on 31 January 2024. As at the date of this Circular, our Company has not placed out any Placement Share pursuant to the Private Placement.

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4.2 NA, NA per share and gearing

For illustration purposes, the pro forma effects of the Proposed Capital Reduction on the NA, NA per Share and gearing of our Group based on our audited consolidated statement of financial position as at 30 June 2023 are as follows:

	Audited as at 30 June 2023 RM	Pro forma (I) After the Private Placement ⁽¹⁾ RM	Pro forma (II) After Pro forma (I) and the Proposed Capital Reduction RM
Share capital	58,630,672	64,326,298	22,326,298
(Accumulated losses)	(38,253,031)	(2)(38,673,031)	(3)(16,066,057)
Capital reserves	-	-	(4)19,393,026
Equity equitable to the owner of our Company / NA	20,377,641	25,653,267	25,653,267
Non-controlling interest	(28,809)	(28,809)	(28,809)
Total Equity	20,348,832	25,624,458	25,624,458
No of TDEX Shares	843,796,423	928,176,065	928,176,065
NA per TDEX Shares (RM)	0.02	0.03	0.03
Borrowings (RM)	4,638,537	4,638,537	4,638,537
Gearing (times)	0.23	0.18	0.18

Notes:

- (1) Based on the illustrative issue price of RM0.0675 per Placement Share as illustrated in the announcement in relation to the Private Placement dated 31 January 2024. As at the date of this Circular, our Company has not placed out any Placement Share pursuant to the Private Placement.
- (2) After deducting the estimated expenses of RM420,000 in relation to the Proposed Capital Reduction and Private Placement.
- (3) After crediting for the entire accumulated losses at the Company level of RM22,186,974 against the Group level of RM38,253,031.
- (4) After cancellation of RM42,000,000 from our issued share capital to offset the accumulated losses pursuant to the Proposed Capital Reduction.

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4.3 Substantial shareholders' shareholdings

The Proposed Capital Reduction will not have any effect on the shareholdings of our Company's substantial shareholders.

4.4 Earnings and EPS

The Proposed Capital Reduction will not have any effect on our Group's earnings and EPS for the financial year ending 30 June 2024.

4.5 Convertible securities

As at the LPD, our Company does not have any outstanding convertible securities or options.

5 HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of TDEX Shares as traded on Bursa Securities for the past 12 months from March 2023 to February 2024 and up to the LPD are set out below:

	High RM	Low RM
2023		
March	0.085	0.070
April	0.080	0.070
May	0.075	0.065
June	0.075	0.065
July	0.105	0.065
August	0.080	0.060
September	0.075	0.065
October	0.070	0.060
November	0.070	0.060
December	0.085	0.060
2024		
January	0.080	0.060
February	0.070	0.060
Last transacted market price of TDEX Shares as at 30 January 2024 (being the latest trading day prior to the Announcement on the Proposed Capital Reduction and Private Placement on 31 January 2024)		0.070
Last transacted market price as at the LPD		0.070

(Source: Bloomberg)

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6 ESTIMATED TIMEFRAME FOR COMPLETION

Subject to the relevant approvals being obtained and barring any unforeseen circumstances, the Proposed Capital Reduction is expected to be completed by 3rd quarter of 2024. The tentative timeline for the implementation of the Proposed Capital Reduction is as follows:

Date	Events
8 May 2024	<ul style="list-style-type: none">• EGM for the Proposed Capital Reduction
End May 2024	<ul style="list-style-type: none">• Submission of documents to the High Court of Malaya for the Proposed Capital Reduction
Early July 2024	<ul style="list-style-type: none">• Order by the High Court of Malaya for the Proposed Capital Reduction
End July 2024	<ul style="list-style-type: none">• Effective date of the Proposed Capital Reduction• Completion of the Proposed Capital Reduction

7 APPROVALS REQUIRED

The Proposed Capital Reduction is subject to approvals being obtained from the following:

- (i) our shareholders at an EGM to be convened for the Proposed Capital Reduction;
- (ii) the confirmation from the High Court of Malaya pursuant to Section 116 of the Act for the Proposed Capital Reduction; and
- (iii) any other relevant authorities or parties, if required.

8 CONDITIONALITY

The Proposed Capital Reduction is not conditional upon any other corporate exercises undertaken or to be undertaken by our Company.

Save for the Private Placement, there is no other corporate exercise which has been announced but is pending implementation or completion by our Group prior to the issuance of this Circular.

9 CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Our Board confirms that, save for the Proposed Capital Reduction and Private Placement, there are no other corporate exercises which have been announced by our Company on Bursa Securities but are pending completion as at the date of this Circular.

10 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE OF OUR COMPANY AND/OR PERSONS CONNECTED TO THEM

None of the Directors, major shareholders, chief executive of TDEX and/or persons connected with them have any interest, direct or indirect, in the Proposed Capital Reduction.

11 DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, having reviewed and considered all aspects of the Proposed Capital Reduction, including the rationale and effects of the Proposed Capital Reduction, is of the opinion that the Proposed Capital Reduction is in the best interest of our Company.

Accordingly, our Board recommends that the shareholders of TDEX vote in favour of the resolution pertaining to the Proposed Capital Reduction to be tabled at an EGM to be convened.

12 EGM

Our EGM, the notice of EGM which is enclosed with this Circular, 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, Wilayah Persekutuan, Malaysia on Wednesday, 8 May 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolution pertaining to the Proposed Capital Reduction as described herein.

If you are unable to attend and vote at the EGM and wish to appoint proxy(ies), the appointment of proxy(ies) must be made in a hard copy or electronic means in the following manner and must be received by our Company not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof:-

(i) In hard copy form

In the case of an appointment made in hard copy form, the Proxy Form must be deposited at our 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.

(ii) By 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 Boardroom Smart Investor Portal at <http://investor.boardroomlimited.com> (for Individual Shareholders only).

The completion and lodging of the Proxy Form will not preclude you from attending and voting at the EGM, should you subsequently wish to do so and in such event, your Proxy Form shall be deemed to have been revoked.

13 FURTHER INFORMATION

Shareholders are advised to refer to the appendix set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
TECHNODEX BHD.

YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah
Non-Independent Non-Executive Chairman

APPENDIX I – FURTHER INFORMATION

1 DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board and our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

2 CONSENT AND DECLARATION OF CONFLICT OF INTERESTS

Mercury Securities, being the Principal Adviser for the Proposed Capital Reduction has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

Mercury Securities has confirmed that there is no conflict of interest that exists or any circumstances which would or is likely to give rise to a possible conflict of interests in relation to its role as the Principal Adviser for the Proposed Capital Reduction.

3 MATERIAL CONTRACTS

Save for the following, our Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the past 2 years immediately preceding the LPD:

- (i) Joint Venture Agreement dated 6 May 2022 between TDEX and Sweden-based Nordic Apiary Holding AB to jointly set up a joint venture entity in Malaysia for the distribution and reselling activities between the parties and enable distribution (reselling) and marketing activities regarding software services by TDEX and its third-party partners to TDEX's and/or the third-party partners' end customers in Malaysia.

4 MATERIAL COMMITMENTS

As at the LPD, there are no material commitments incurred or known to be incurred by our Group, which may have a material impact on the profits and/or NA of our Group.

5 CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities incurred or known to be incurred by our Group, which upon becoming enforceable, may have a material impact on the profits and/or NA of our Group.

6 MATERIAL LITIGATION CLAIMS AND ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims and/or arbitration either as plaintiff or defendant which may have a material effect on the financial position or business of our Group, and our Board is not aware of any proceedings, pending or threatened, or of any fact likely to give rise to any proceedings which may materially and adversely affect the financial position or business of our Group.

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APPENDIX I – FURTHER INFORMATION (CONT'D)

7 HISTORICAL FINANCIAL INFORMATION

The financial summary of our Group on the audited consolidated results for the past 4 years and the latest unaudited consolidated quarterly results are set out below:

	Audited				Unaudited	
	FYE 2020	FYE 2021	FYE 2022	FYE 2023	FPE 2022	FPE 2023
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Revenue	53,220	58,813	34,856	56,108	31,535	20,855
Cost of Sales	(48,128)	(53,660)	(32,295)	(52,308)	(29,333)	(19,372)
Gross profit	5,092	5,153	2,561	3,800	2,202	1,483
Other operating income	842	3,313	775	345	61	140
Reversal of impairment on trade receivables	-	-	12	-	-	-
Employment benefits	(3,095)	(2,937)	(2,978)	(3,406)	(1,811)	(1,716)
Key management personnel's remuneration	(1,449)	(1,840)	(1,719)	(2,126)	(963)	(1,058)
Depreciation & amortisation	(4,359)	(3,152)	(2,314)	(1,887)	(963)	(445)
Fair value gain/(loss) on investment in quoted shares	-	-	(671)	(247)	(71)	(35)
Impairment on trade receivables	-	-	-	(6)	-	-
Other expenses	(6,197)	(4,858)	(4,455)	(4,053)	(1,697)	(1,271)
Finance costs	(444)	(266)	(262)	(344)	(176)	(167)
LBT	(9,610)	(4,587)	(9,051)	(7,924)	(3,418)	(3,069)
Taxation	(62)	(207)	50	-	-	-
Loss for the financial year from continuing operations	(9,672)	(4,794)	(9,001)	(7,924)	(3,418)	(3,069)
Loss for the financial year from discontinued operation, net of tax	(652)	(427)	-	-	-	-
LAT	(10,324)	(5,221)	(9,001)	(7,924)	(3,418)	(3,069)
Loss for the financial year attributable to:						
Owners of the Company	(9,975)	(4,973)	(8,970)	(7,904)	(3,412)	(3,058)
Non-controlling interests	(349)	(248)	(31)	(20)	(6)	(11)
	(10,324)	(5,221)	(9,001)	7,924	(3,418)	(3,069)
Loss per share (sen):						
Basic (sen)	(1.60)	(0.64)	(1.09)	(0.94)	(0.40)	(0.36)
Diluted (sen)	-	(0.64)	(1.09)	(0.94)	(0.40)	(0.36)

(Source: Annual Report and latest quarterly financial result of TDEX)

APPENDIX I – FURTHER INFORMATION (CONT'D)

Commentaries on the financial performance and financial position of our Group are as follows:

(i) FPE 2023 vs FPE 2022

Our Group recorded a lower revenue of RM20.86 million in the FPE 2023 as compared to RM31.54 million in the previous corresponding period. The decrease in revenue of RM10.68 million or 33.86% was mainly due to:

- (i) lower revenue generated from the hardware, software and professional services of RM19.35 million (FPE 2022: RM27.99 million). This is due to lower contribution from hardware project sales order arising from softer market sentiment; and
- (ii) lower revenue from the manpower outsourcing and recruitment services of RM1.50 million (FPE 2022: RM3.55 million). This was due to lower contributions from outsourcing contracts and placement services arising from lower contract value from foreign companies and softer market sentiment in local placement services.

Our Group recorded a lower LAT of RM3.07 million for the FPE 2023 as compared to RM3.42 million in the previous corresponding period, representing a decrease of RM0.35 million or 10.23%. The decrease in LAT in the FPE 2023 was mainly due to lower depreciation & amortisation costs and lower operating expenses, but was partially offset by the decrease in gross profit as a result of lower revenue in the FPE 2023.

(ii) FYE 2023 vs FYE 2022

Our Group recorded a higher revenue of RM56.11 million in the FYE 2023 as compared to RM34.86 million in the previous year. The increase in revenue of RM21.25 million or 60.96% was mainly attributable to:

- (i) higher revenue of RM50.76 million generated from the hardware, software and professional services in the FYE 2023 (FYE 2022: RM31.28 million) which was mainly attributed to higher contribution from hardware project sales orders due to higher demand from our commercial project channel that operating with an extensive retail chain as a result of corporations, retailers and government agencies prioritising the upgrade of their operational technology for business operations efficiency, which was postponed during the movement control order (“MCO”) period; and
- (ii) higher revenue of RM5.35 million from manpower outsourcing and recruitment services (FYE 2022: RM3.55 million) as a result of higher contribution from outsourcing contract and placement services arising from higher contract value from foreign companies and stronger market sentiment in local placement.

Our Group reported LAT of RM7.92 million in the FYE 2023 as compared to LAT of RM9.00 million in FYE 2022, representing a decrease of RM1.08 million or 12.00%. The decrease in LAT in the FYE 2023 was mainly due to the improvement in gross profit by RM1.24 million as a result of increased revenue, lower other operating expenses due to the impairment of goodwill and lower depreciation & amortisation costs compared to the preceding year which was partially offset by lower other operating income due to lower interest income and foreign exchange gain, higher employment benefits and key management remuneration as a result of increase in business development, sales and marketing activities.

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APPENDIX I – FURTHER INFORMATION (CONT'D)

(iii) FYE 2022 vs FYE 2021

Our Group recorded a lower revenue of RM34.86 million in the FYE 2022 as compared to RM58.81 million recorded in the previous year. The decrease in revenue of RM23.95 million or 40.72% in revenue was mainly due to:

- (i) lower revenue of RM31.28 million generated from the hardware, software and professional services in the FYE 2022 (FYE 2021: RM52.50 million) due to low customers' purchasing sentiment as a consequential to the pandemic effect where the freight charges have increased and shortages in chip components; and
- (ii) lower revenue of RM3.55 million generated from manpower outsourcing and recruitment services in the FYE 2022 (FYE 2021: RM6.17 million) due to shortages of information technology professionals worldwide.

Our Group reported higher LAT of RM9.00 million as compared to LAT of RM5.22 million in the FYE 2021, representing an increase in LAT of RM3.78 million or 72.41%. The higher LAT in the FYE 2022 was mainly due to:

- (i) higher hardware cost and freight charges, which caused by shortages of chip sets worldwide as chip sets being essential components in various electronic products, including IT hardware, has resulted in supply chain disruption and higher manufacturing costs of IT hardware. This translated to a lower gross profit by RM2.59 million, that was RM2.56 million in the FYE 2022 compared to RM5.15 million in the FYE 2021; and
- (ii) absence of gain from disposal of subsidiary in the FYE 2022 (FYE 2021: RM2.55 million). For information purposes, our Company has completed a disposal of 50% equity interest in MyProperty Data Sdn Bhd (“**MDSB**”) for a total consideration of RM3.22 million on 16 December 2020, resultant a gain from disposal of subsidiary for RM2.55 million classified in other operating income;

which was partially offset by the decrease in depreciation & amortisation cost by RM0.84 million to RM2.31 million in the FYE 2022 (FYE 2021: RM3.15 million) due to lower carrying amount of intangible assets.

(iv) FYE 2021 vs FYE 2020

The Group recorded a higher revenue of RM58.81 million in the FYE 2021 as compared to RM53.22 million in the previous year. The increase in revenue of RM5.59 million or 10.50% was mainly attributable to:

- (i) higher revenue of RM52.50 million generated from the hardware, software and professional services in the FYE 2021 (FYE 2020: RM43.50 million) which was mainly attributed to higher contribution from hardware sales orders due to higher demand of IT hardware as a result of businesses were prioritising the upgrade of their operational technology due to pandemic precaution measures for higher adaptability of automation and digitalisation in FYE 2021, which was postponed during the initial MCO period in FYE 2020; and
- (ii) the higher revenue generated from the hardware, software and professional services in the FYE 2021 was mitigated by the lower revenue of RM6.17 million from manpower outsourcing and recruitment services (FYE 2020: RM9.20 million) as a result of MCO period and restrictions, especially on recruitment and supply of IT professional expatriates. The majority of our customers were affected and halted their hiring process.

APPENDIX I – FURTHER INFORMATION (CONT'D)

The Group reported LAT of RM5.22 million in the FYE 2021 as compared to LAT of RM10.32 million in FYE 2020, representing a decrease of RM5.10 million or 49.42%. The decrease in LAT in the FYE 2021 was mainly attributable to:

- (i) one-off net gain on disposal of a subsidiary, MDSB which was classified in other operating income amounting to RM2.50 million, lower amortisation and depreciation costs, as well as the lower other operating expenses attributed to lower outsourcing IT contractor fees and project expenses: and
- (ii) lower loss from discontinued operation by RM0.22 million to RM0.43 million in the FYE 2021 (FYE 2020: RM0.65 million).

8 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our Company's registered office on Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to the date of the forthcoming EGM of our Company:

- (i) the Constitution of our Company;
- (ii) the audited consolidated financial statements of TDEX for the past 2 FYEs up to 30 June 2023 and the latest unaudited consolidated financial statements for the FPE 2023;
- (iii) the letter of consent and declaration of conflict of interests referred to in Section 2 of this Appendix I; and
- (iv) the material contract referred to in Section 3 of this Appendix I.

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TECHNODEX BHD.
Registration No.: 200301025214 (627634-A)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of Technodex Bhd. (“**TDEX**” or “**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, Wilayah Persekutuan, Malaysia on Wednesday, 8 May 2024 at 11:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF TDEX PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED CAPITAL REDUCTION”)

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, if applicable, including but not limited to the confirmation by the High Court of Malaya (“**Court**”) pursuant to Section 116 of the Act, approval be and is hereby given to the Company to implement the Proposed Capital Reduction to reduce its issued share capital via the reduction and cancellation of RM42.00 million of the Company’s issued share capital and that the corresponding credit arising from such capital reduction and cancellation shall be used to set off against the Company’s accumulated losses;

THAT any surplus credit that is in excess of what is required towards offsetting the Company’s accumulated losses pursuant to the Proposed Capital Reduction, shall be credited to a capital reserve account of the Company which may be used to set off the Company’s future losses and/or such other purposes allowed under the law, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the Company’s Constitutions but excluding the diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. Save for the aforementioned purposes, the capital reserve account shall not be distributable without leave granted by the High Court of Malaya.

AND THAT the Board of Directors of TDEX (“**Board**”) be and is hereby authorised to take all such steps as it may deem fit, necessary, expedient and appropriate to:-

- (i) implement, finalise and/or give effect to the Proposed Capital Reduction with full power to assent to any conditions, modifications, and variations as may be imposed or permitted by the relevant authorities and/ or the Court;
- (ii) lodge the order of the Court referred to in this Special Resolution with the Companies Commission of Malaysia on such date as the Board may determine; and
- (iii) do all acts, deeds and things and execute all documents for and on behalf of the Company incidental and/or as may be required or as it may be considered necessary or expedient in the best interest of the Company in order to give full effect to the Proposed Capital Reduction with full power to assent to any terms, conditions, modifications, variation and/ or amendments as may be imposed or permitted by the Court and/or the relevant regulatory authorities.”

By Order of the Board,
TECHNODEX BHD.

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

Petaling Jaya, Selangor Darul Ehsan
27 March 2024

Notes:

- (a) A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend 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.
- (b) 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 and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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 or adjournal Meeting:-
 - (i) 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.
 - (ii) By 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 Boardroom Smart Investor Portal at <http://investor.boardroomlimited.com> (for Individual Shareholders only).
- (g) 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 2 May 2024. Only members whose names appear in the General Meeting Record of Depositors as at 2 May 2024 shall be regarded as members and entitled to attend and vote at the Meeting.
- (h) All the resolution set out in this Notice of the Meeting will be put to vote by poll.
- (i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.



TECHNODEX BHD.
Registration No.: 200301025214 (627634-A)
(Incorporated in Malaysia)

ADMINISTRATIVE NOTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Meeting Date : Wednesday, 8 May 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, Wilayah Persekutuan, Malaysia

PRECAUTIONARY MEASURES

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

- (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 EGM 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 EGM.
- (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 <https://technodex.com/investor-relations/> and Bursa Malaysia Securities Berhad’s website at <https://www.bursamalaysia.com/> from time to time for any changes to the administration of the EGM 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 EGM 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 <https://technodex.com/investor-relations/corporate-governance/agm-egm/>

1. Circular to the Shareholders



Shareholders of the Company who wish for a printed copy of the Circular to the Shareholder 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 2 May 2024 (General Meeting Record of Depositors) shall be eligible to attend the EGM 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 EGM either personally, electronically or by proxy. As the EGM 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 EGM 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 EGM whether in hard copy or by electronic means must be deposited with or submitted to Boardroom Share Registrars Sdn Bhd no later than 11:00 a.m. on Monday, 6 May 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 Share Registrar Sdn Bhd. 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-directed 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 EXTRAORDINARY GENERAL MEETING**” and click <<**Enter**>>.
- d. Go to <<**PROXY**>> and click <<**Submit eProxy Form**>>.
- 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 EGM 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.

REVOCAION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. 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 EGM 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 EGM, 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 EGM, 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 Company's Board of Directors ("**Board**") in advance of the EGM by emailing to general@technodex.com no later than 11:00 a.m. on Monday, 6 May 2024. The Board will endeavor to respond to the questions received at the EGM.

NO RECORDING OR PHOTOGRAPHY

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

ENQUIRY

If you have any enquiries prior to the EGM, 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.

TechnoDex

TECHNODEX BHD.
(Registration No.: 200301025214 (627634-A))
(Incorporated in Malaysia)

PROXY FORM

No. of shares held	
CDS Account No.	

I/We * _____ NRIC/Passport/Registration No.* _____
(full name in capital letters)

of _____
(full address)

with email address _____ mobile phone no. _____

being a member/members* of **TECHNODEX BHD.** ("the Company") hereby appoint(s):-

Full Name (in capital letters)	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Full Address (in capital letters)			
Contact No.:			
Email Address:			

and/or*

Full Name (in capital letters)	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Full Address (in capital letters)			
Contact No.:			
Email Address:			

or failing him/her*, the Chairman of the Meeting as my/our* proxy to vote for me/us* on my/our* behalf at the Extraordinary General Meeting of the Company ("EGM" or "Meeting") to 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, Wilayah Persekutuan, Malaysia on Wednesday, 8 May 2024 at 11:00 a.m. or at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her discretion.

No.	Special Resolution	For	Against
1.	To approve the Proposed Capital Reduction.		

* Delete whichever is not applicable.

Dated this _____ day of _____ 2024

Signature of Member(s) /
Common Seal



NOTES:

- (a) A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend 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.
- (b) 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 and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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 and adjourned Meeting:-
 - (i) 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.
 - (ii) By 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 Boardroom Smart Investor Portal at <http://investor.boardroomlimited.com> (for *Individual Shareholders only*).
- (g) 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 2 May 2024. Only members whose names appear in the General Meeting Record of Depositors as at 2 May 2024 shall be regarded as members and entitled to attend and vote at the Meeting.
- (h) All the resolutions set out in this Notice of the Meeting will be put to vote by poll.
- (i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Share Registrar of

TECHNODEX BHD.
(200301025214 (627634-A))

Boardroom Share Registrars Sdn Bhd

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

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