

**TECHNODEX**  
**TECHNODEX BERHAD**  
 (Company No. 627634-A)  
 (Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of TECHNODEX BERHAD ("the Company") will be held at Tioman Room, First Floor, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, 23 September 2016 at 10.30 a.m. to transact the following businesses:-

**AGENDA**

**As Ordinary Business:**

1. To receive the Audited Financial Statements for the financial year ended 30 April 2016 together with the reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees for the financial year ended 30 April 2016.
3. To re-elect the following Directors who retire in accordance with Article 93 of the Company's Articles of Association :
  - i. Mr. Tan Sze Chong
  - ii. Mr. Tan Boon Wooi
4. To appoint Messrs. CAS & Associates as Auditors in place of the existing Auditors, Messrs. CHI-LLTC, who shall hold office until the conclusion of the Twelfth Annual General Meeting.

*Please refer to Note i*

**Resolution 1**

**Resolution 2**

**Resolution 3**

**Resolution 4**

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed in the Annual Report, has been received by the Company for the nomination of Messrs. CAS & Associates, for appointment as Auditors and of the intention to propose the following ordinary resolution:-

"THAT Messrs. CAS & Associates, be and are hereby appointed as Auditors of the Company in place of the existing Auditors, Messrs. CHI-LLTC, and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors."

**As Special Business :**

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

5. **ORDINARY RESOLUTION 1  
 GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

**Resolution 5**

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

6. **ORDINARY RESOLUTION 2  
 PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM50,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM0.10 EACH TO RM100,000,000 COMPRISING 1,000,000,000 ORDINARY SHARES OF RM0.10 EACH ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

**Resolution 6**

"THAT the authorised share capital of the Company be and is hereby increased from RM50,000,000 comprising 500,000,000 ordinary shares of RM0.10 each to RM100,000,000 comprising 1,000,000,000 ordinary shares of RM0.10 each, by the creation of an additional 500,000,000 ordinary shares of RM0.10 each and such additional ordinary shares when issued shall rank pari passu in all respects with the existing ordinary shares of RM0.10 each.

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, modifications, variations and/ or amendments as may be required and/ or as the Directors deem fit, appropriate and in the best interest of the Company."

7. **SPECIAL RESOLUTION  
 PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")**

**Resolution 7**

"THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby given to the Company to amend its Memorandum of Association by deleting the existing Clause 6 in its entirety and substitute in place thereof the following new Clause 6:-

**Existing Clause 6 of the Memorandum of Association**

The capital of the Company is RM50,000,000.00 divided into 500,000,000 ordinary shares of RM0.10 each.

**New Clause 6 of the Memorandum of Association**

The authorised capital of the Company is RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each.

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the Proposed Amendment with full power to assent to any conditions, modifications, variations and/ or amendments as may be required and/ or as the Directors deem fit, appropriate and in the best interests of the Company."

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board

**TEA SOR HUA (MACS 01324)  
 YONG YEN LING (MAICSA 7044771)**  
 Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
 30 August 2016

**Notes:**

- i. The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.
- ii. A member entitled to attend and vote at the meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be presented by each proxy and only one (1) proxy specifically nominated by the member, and if no such nomination is made, the proxy whose name is ranked first in the alphabetical order shall be allowed to vote on a show of hands.
- iii. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- iv. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.
- v. 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.
- vi. 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.
- vii. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.
- viii. 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 Article 58(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 15 September 2016. Only members whose names appear in the General Meeting Record of Depositors as at 15 September 2016 shall be regarded as members and entitled to attend, speak and vote at the Twelfth Annual General Meeting.

**EXPLANATORY NOTES TO SPECIAL BUSINESS**

1. The Ordinary Resolution 1 proposed under item 5 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital 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 at a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier. This general mandate will provide flexibility to the Company for allotment of 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, 37,539,390 new ordinary shares of RM0.10 each were issued by the Company via a private placement exercise at an issue price of RM0.105 per share pursuant to the general mandate granted to the Directors at the last Annual General Meeting held on 30 October 2015. The status of utilisation of gross proceeds of RM3,941,635.95 raised from the private placement exercise by the Company as at 31 July 2016 were as follows:-

Details of utilisation	Proposed utilisation RM'000	Amount utilised RM'000	Unutilised proceeds RM'000
Working capital	2,188	-	2,188
Business development	1,554	-	1,554
Expenses relating to the Proposed Private Placement	200	117	83
<b>Total</b>	<b>3,942</b>	<b>117</b>	<b>3,825</b>

2. The Ordinary Resolution 2 proposed under item 6 of the Agenda is to accommodate any new shares to be issued by the Company arising from any future corporate exercises.
3. The Special Resolution proposed under item 7 of the Agenda is to facilitate the Proposed Increase in Authorised Capital and entails the deletion of existing Clause 6 of the Company's Memorandum of Association and substitution in place thereof a new Clause 6.