

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting ("18th AGM" or "Meeting") of TECHNODEX BHD. ("TDEX or "the Company") will be held on a fully virtual basis and entirely via remote participation and electronic voting facilities at the Broadcast Venue: Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 9 December 2022 at 11:00 a.m. or at any adjournment thereof, to transact the following businesses:

A G E N D A

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 1

2. 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 18th AGM until the date of the next AGM of the Company.

Ordinary Resolution 1

3. To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution.

(i) YTM Dato' Seri Diraja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum

Ordinary Resolution 2

(ii) Sultan Badlishah

Ordinary Resolution 3

(iii) Mr. Peh Lian Hwa

Ordinary Resolution 4

(iv) Datuk Abdul Hamid Bin Abu Bakar

4. To re-elect Mr. Koay Xing Boon who retires pursuant to Clause 91 of the Company's Constitution.

Ordinary Resolution 5

5. 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 6

As Special Business:

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

6. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT Mr. Steven Wong Chin Fung who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."

Ordinary Resolution 7

7. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (ACT)**

"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) at any point in time ("the Mandate") AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT the Mandate 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 earlier.

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 TDEX AND THAT the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of TDEX 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."

Ordinary Resolution 8

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

By order of the Board

TEA SOR HUA (MACS 01324) (CCM PC NO. 201908001272)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

31 October 2022

Notes:

- (a) A member who is entitled to attend, participate, speak and vote at the 18th AGM 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.

- (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, speak, 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:

- (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 Ground Floor or 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 lodged via the Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com>.

- (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 December 2022. Only members whose names appear in the General Meeting Record of Depositors as at 2 December 2022 shall be regarded as members and entitled to attend, participate, speak 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 Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting and in accordance with Clause 61 of the Company's Constitution. Members or proxies **WILL NOT BE ALLOWED** to attend the Meeting in person at the Broadcast Venue on the day of the Meeting. Members are advised to refer to the Administrative Notice on the registration and voting process for the Meeting.

- (j) In view of the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of the Meeting at short notice. Kindly

check Bursa Securities' and Company's website at www.technodex.com for the latest updates on the status of the Meeting.

EXPLANATORY NOTES

1. **Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2022**

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from members for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

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

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors' fees and benefits for the period commencing from the date immediately after this 18th 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.

3. **Items 3 and 4 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 (excluding Mr. Koay Xing Boon who will be retiring pursuant to Clause 91 of the Company's Constitution) are to retire pursuant to Clause 85 of the Company's Constitution.

Clause 91 of the Company's Constitution provides that the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

YTM Dato' Seri Diraja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah, Mr. Peh Lian Hwa and Datuk Abdul Hamid Bin Abu Bakar will retire pursuant to Clause 85 of the Company's Constitution whereas Mr. Koay Xing Boon pursuant to Clause 91 of the Company's Constitution. All the retiring Directors being eligible, have offered themselves for re-election at the 18th AGM.

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

The said 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 said retiring Directors are provided in the Directors' Profile on page 14 to 19 of the Company's Annual Report 2022.

4. **Item 6 of the Agenda – Retention of Independent Non-Executive Director**

The Board had assessed the independence of Mr. Steven Wong Chin Fung who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that he had met the independence and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following reasons:

- (a) he has declared and confirmed that he fulfilled the criteria under the definition of independent Director as set out in Chapter 1 of the Listing Requirements of Bursa Securities;

- (b) he has vast experience in his industry which could provide the Board with a diverse set of experience, expertise and independent judgement;

- (c) he has good knowledge of the Group's operations;

- (d) he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and

- (e) he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties in the best interest of the Company and shareholders of the Company.

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance, the retention of Mr. Steven Wong Chin Fung as an Independence Non-Executive Director of the Company is subject to the shareholders' approval through a two-tier voting process.

5. **Item 7 of the Agenda – General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 6 proposed under Item 7 of the Agenda, is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. 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 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 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 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).

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 8, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

The Company had at its Seventeenth AGM held on 15 December 2021 ("17th 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 10% of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("General Mandate"). This General Mandate will expire at the conclusion of this AGM.

The Company had undertaken a private placement exercise pursuant to the general mandate granted to the Directors at the Fifteenth (15th) AGM held on 2 December 2019. Sixteen (16th) AGM held on 3 December 2020 and Seventeenth (17th) AGM held on 15 December 2021. As at the date of this Notice, the Company had placed out 76,708,700 new ordinary shares which raised total proceeds of RM11.894 million ("Private Placement").

The details of utilisation of proceeds from the Private Placement as at 30 September 2022 were as follows: -



TECHNODEX BHD

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

ADMINISTRATIVE NOTES FOR EIGHTEENTH (18th) ANNUAL GENERAL MEETING (“AGM”)

Day and Date : Friday, 9 December 2022

Time : 11:00 a.m. or at any adjournment thereof

Broadcast Venue : Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia

Online Meeting Platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC – D6A357657)

Mode of Communication : (i) Submit questions to the Board of Directors prior to the 18th AGM via Boardroom’s website at <https://investor.boardroomlimited.com/> not later than 11:00 a.m. on Wednesday, 7 December 2022.
(ii) Post questions to the Board of Directors via real time submission of typed text during live streaming of 18th AGM.

MODE OF MEETING

In line with the Government’s directive and the revised Guidance Note and Frequently Asked Questions (FAQs) on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, the 18th AGM of the Company will be conducted on a **fully virtual basis and via remote participation and electronic voting facilities through live streaming from the Broadcast Venue** (“Fully Virtual AGM”).

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting and in accordance with Clause 61 of the Company’s Constitution. Shareholders or proxies or attorneys or authorised representatives **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the meeting.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on 2 December 2022 (“General Meeting Record of Depositors”) shall be eligible to attend, participate, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) at the AGM or appoint proxy(ies) to participate on his/her behalf.

PROXY FORM(S)

Shareholders are encouraged to go online and participate at the Fully Virtual AGM using remote participation and electronic voting facilities.

Shareholders who are unable to participate in our Fully Virtual AGM are encouraged to appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Proxy Form(s). Alternatively, you may use Boardroom Smart Investor Portal proxy appointment service to submit your proxy appointment.

Please take note that you must complete the Proxy Form(s) for the AGM should you wish to appoint a proxy(ies).

Please ensure that the original Proxy Form(s) is deposited at our Share Registrar’s office not less than forty-eight (48) hours before the time appointed for holding the meeting at the following address:-

Boardroom Share Registrars Sdn. Bhd.

Ground Floor or 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

Alternatively, you may deposit your Proxy Form(s) by electronic means with the Share Registrar through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com/> to sign up as user and deposit your Proxy Form(s) electronically forty-eight (48) hours before the meeting.

REVOCATION OF PROXY

If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our Fully Virtual AGM yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) as Poll Administrator to conduct the poll by way of electronic voting (“e-voting”) and Boardroom Corporate Services Sdn. Bhd. as Independent Scrutineer to verify and validate the poll results.

During the Fully Virtual AGM, the Chairman of the meeting will invite the Poll Administrator to brief on the e-voting housekeeping rules. The e-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 purposes of the Fully Virtual AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

There are two (2) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are as follows:-

- (i) Use the QR Scanner Code given in the email received after successful registration; OR
- (ii) Navigate to the website URL <https://meeting.boardroomlimited.my>.

Upon the conclusion of the e-voting session, the Independent Scrutineer will verify the poll results followed by the declaration by the Chairman of the meeting whether the resolutions put to vote were successfully carried or not.

REMOTE PARTICIPATION AND E-VOTING

Please note that the remote participation and e-voting is available to individual member, corporate shareholder, authorised nominee and exempt authorised nominee.

You will be able to view a live webcast of the AGM proceeding, ask questions and submit your votes in real time whilst the meeting is in progress.

Kindly follow the steps below on how to request for login ID and password:-




Before the day of the AGM	
Step	Action
1. Register Online with Boardroom Smart Investor Portal (for first time registration)	[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.] a. Access website https://investor.boardroomlimited.com/ . b. Click <<Register>> to sign up as a user. c. Complete registration and upload softcopy of MyKad (front and back) or Passport. d. Please enter a valid email address and wait for Boardroom’s email verification. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.
2. Submit Request for Remote Participation User ID and Password	[Note: The registration for remote access will be opened on Monday, 31 October 2022.] Individual Members a. Log in to https://investor.boardroomlimited.com/ . b. Select “Corporate Meeting” from main menu and select the correct Corporate Event <<TECHNODEX BHD EIGHTEENTH (18TH) VIRTUAL AGM>> and click <<Enter>>. c. Click on <<Register for RPEV>>. d. Read and agree to the Terms & Condition and click <<Next>>. e. Enter your CDS Account Number and thereafter submit your request

Before the day of the AGM

Step	Action
	<p>Appointment of Proxy</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select “TECHNODEX BHD EIGHTEENTH (18TH) VIRTUAL AGM” from the list of Corporate Meetings and click <<Enter>>. Click on <<Submit eProxy Form>>. Read and accept the General Terms and Conditions by clicking <<Next>>. Enter your CDS Account Number and number of securities held. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). 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”. Review and confirm your proxy appointment. Click <<Apply>>. Download or print the eProxy form as acknowledgement.
	<p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request. Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her email address. ✓ You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified. ✓ Upon system verification against the General Meeting Record of Depositors as at 2 December 2022, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. ✓ You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved. ✓ Please note that the closing time to submit your request for remote participation User ID and Password is on Wednesday, 7 December 2022 at 11:00 a.m. (48 hours before the commencement of the AGM)

On the day of the AGM (9 December 2022)

3. Login to Virtual Meeting Portal	<p>[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]</p> <ol style="list-style-type: none"> The Virtual Meeting Portal which can be accessed via one of the following methods will be opened for login starting an hour (1 hour) before the commencement of AGM on Friday, 9 December 2022 at 11:00 a.m.: <ul style="list-style-type: none"> Scan the QR Code provided in the email notification; or Navigate to the website at https://meeting.boardroomlimited.my Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal (Refer to Step 2 above).
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On the day of the AGM (9 December 2022)	
Step	Action
4. Participate through Live	<p>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]</p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the AGM, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p>
5. Online Remote Voting	<p>a. Once voting has been opened, the polling page  will appear with the resolutions and your voting choices.</p> <p>b. To vote simply select your voting direction from the options provided.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
6. End of Remote Participation	<p>a. Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end.</p> <p>b. You can now logout from Virtual Meeting Portal.</p>

NO VOUCHERS/DOOR GIFTS

There will be NO VOUCHER(S) OR DOOR GIFT(S) for shareholders/proxies who participate in the Fully Virtual AGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

In order to enhance the efficiency of the proceedings of the 18th AGM, shareholders may submit questions to the Company via Boardroom's website at <https://investor.boardroomlimited.com/> not later than Wednesday, 7 December 2022 at 11:00 a.m. (48 hours before the commencement of the AGM) or select the messaging icon in the virtual meeting portal to transmit questions via remote participation and electronic voting facilities during live streaming of the 18th AGM. If time permits, the Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the AGM. The shareholders are encouraged to submit questions before the 18th AGM.

RECORDING OR PHOTOGRAPHY AT THE AGM

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

ENQUIRY

If you have any enquiries prior to the AGM, please contact the following during office hours on Mondays to Fridays (except on public holidays):-

Boardroom Share Registrars Sdn. Bhd.

General Line : 603-7890 4700

Fax No. : 603-7890 4670

Email : bsr.helpdesk@boardroomlimited.com

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the 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.