

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting ("21st AGM" or "Meeting") of TECHNODEX BHD. ("TDEX or "the Company") will be held at the Function Room 1 & 2 (Level 1), Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Wednesday, 10 December 2025 at 11:00 a.m. or at any adjournment thereof, to transact the following businesses with or without any modifications:

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2025 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 RM360,000.00 for the period commencing from the date immediately after this 21st AGM until the date of the next Annual General Meeting ("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) Datuk Abd Hamid Bin Abu Bakar

(Ordinary Resolution 2)

(ii) Datuk Koay Xing Boon

(Ordinary Resolution 3)

4. To note the retirement of CAS Malaysia PLT as Auditors of the Company at the conclusion of the 21st AGM.

Please refer to Explanatory Note 4

5. To grant mandate to the Board of Directors ("Board") to appoint new Auditors.

To consider and if thought fit, to pass the following ordinary resolution:-

THAT following the retirement of CAS Malaysia PLT as Auditors of the Company at the conclusion of the 21st AGM, the Board be and is hereby authorised to identify and appoint new Auditors of the Company to fill the vacancy in accordance with Section 271(5) of the Companies Act 2016, and that such new Auditors shall hold office until the conclusion of the next AGM at a remuneration to be agreed upon between the Directors and the newly appointed Auditors.

(Ordinary Resolution 4)

As Special Business:

To consider and if thought fit, pass the following resolution:

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

(Ordinary Resolution 5)

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

AND THAT 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."

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

By order of the Board

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

31 October 2025

Notes:

(a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.

(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 or 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>.

(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 3 December 2025. Only members whose names appear in the General Meeting Record of Depositors as at 3 December 2025 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 members are advised to refer to the Administrative Notes on the registration process for the Meeting.

EXPLANATORY NOTES

1. **Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2025**

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

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

Pursuant to Section 230(1) of the Act, the Directors' fees and/or 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/or benefits for the period commencing from the date immediately after this 21st 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. **Item 3 of the Agenda – Re-election of Directors**

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three (3), 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.

Following thereof, Datuk Abd Hamid Bin Abu Bakar and Datuk Koay Xing Boon will retire pursuant to Clause 85 of the Company's Constitution (collectively referred to as "Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the Meeting.

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

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

The details and profiles of the Retiring Directors are provided in the Company's Annual Report 2025.

4. **Items 4 and 5 of the Agenda – Retirement and Appointment of Auditors**

CAS Malaysia PLT has recently informed the Company of their decision not to seek for re-appointment as Auditors of the Company at the 21st AGM. To avoid any delay in the statutory audit process, the Board seeks shareholders' approval to authorise the Directors to appoint new Auditors and to determine their remuneration accordingly. The appointment will be made in compliance with the provisions of the Act, and a further announcement will be made upon the appointment of the new Auditors in due course.

5. **Item 6 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 5 proposed under item 6 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, will empower the Directors to issue and allot new Shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for such purposes as the Directors consider would be in the interest of the Company. 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), investments and/or for issuance of shares as a form of settlement of purchase consideration or repayment of borrowings or debt settlement / repayment or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

The Company had at its Twentieth AGM held on 10 December 2024 ("20th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot Shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued Shares of the Company (excluding treasury shares, if any) at any point in time ("General Mandate"). This General Mandate will expire at the conclusion of the 21st AGM.

The Company had undertaken a private placement exercise pursuant to the General Mandate ("Private Placement"). As at the date of this Notice, the Company had issued a total of 42,000 new ordinary shares under the Private Placement and raised total proceeds of RM1,848,000.00.

The details of utilisation of proceeds raised from the Private Placement were as follows:

Description	Amount of Proceed Raised RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Timeframe for Utilisation of Proceeds
Information Technology contracts and/or orders	1,428	(500)	928	Within 12 months
Working capital	-	-	-	Within 12 months
Expenses in relation to the Private Placement	420	(224)	196	Within 1 month
Total	1,848	(724)	1,124	

ADMINISTRATIVE DETAILS OF THE TWENTY-FIRST (“21ST”) ANNUAL GENERAL MEETING (“AGM”)

Meeting Date : Wednesday, 10 December 2025

Time : 11:00 a.m.

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

REGISTRATION

- (i) Registration will start at 10:00 a.m. at Function Room 1 & 2 (Level 1), Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia.
- (ii) Please present your original MyKad/passport to the registration staff for verification.
- (iii) Upon verification, you are required to write your name and sign the attendance list placed on the registration table.
- (iv) You will be given an identification wristband with a personalised QR Code upon registration and only be allowed to enter the meeting hall if you are wearing the identification wristband. Please retain the identification wristband for voting.
- (v) If you are attending the meeting as a member as well as a proxy, you will be registered once and will be given only one identification wristband to enter the meeting hall.
- (vi) No person will be allowed to register on behalf of another person even with the original MyKad/ passport of the other person.

DIGITAL COPIES OF AGM DOCUMENTS

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

1. Annual Report 2025
2. Corporate Governance Report 2025
3. Notice of the 21st AGM and Proxy Form
4. Administrative Notes



Shareholders of the Company who wish for a printed copy of the Annual Report 2025 should submit your request to the email address at finance@technodex.com and must provide all the required information accurately, i.e. full name, CDS Account Number, full mailing address and shareholder’s mobile number. However, please consider the environmental concern before you decide to request for the printed copy.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 3 December 2025 (General Meeting Record of Depositors) shall be eligible to attend the 21st AGM and/or appoint proxy(ies) to attend, participate and/or vote on his/her behalf.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

In accordance with the Company’s Constitution, shareholders are entitled to vote at the AGM either personally, electronically or by proxy. As the 21st AGM will be conducted at Function Room 1 & 2 (Level 1), Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia, shareholders who are unable to participate in the AGM are encouraged to appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Proxy Form. All Proxy Forms and documents relating to the appointment of proxy/proxies or attorney or authorised corporate representative for the AGM whether in hard copy or by electronic means must be deposited with or submitted to Boardroom no later than 11:00 a.m. on Monday, 8 December 2025.

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 the Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com>. 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.]

- Access the website at <https://investor.boardroomlimited.com>.
- Click "Register" to sign up as a user.
- Complete registration with all the required information. Upload and attach a softcopy of your Identity Card (NRIC) (front and back) or Passport. Click "Register".
- You will receive an email from BSIP Online for email address verification. Click on "Verify Email Address" from the email received to continue with the registration.
- For corporate shareholder, kindly upload the authorisation letter as well. Click "Sign up".
- Once your email address is verified, you will be re-directed to BSIP Online 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.
- Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
- An email will be sent to you to inform the approval of your BSIP account within one (1) business day.
- Subsequently, you can login at <https://investor.boardroomlimited.com> with the email address and password filled up by you during the registration to proceed.

Step 2 – eProxy Lodgement

Individual and Corporate Shareholder

- Log in to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- Select [TECHNODEX BHD. (21ST) ANNUAL GENERAL MEETING] from the list of Meeting Event and click "Enter".
- Click "Submit eProxy form".
- Read and accept the General Terms and Conditions and enter your CDS account number.
- Enter your CDS account number and the number of shares 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(ies) appointment. Click "Apply". Download or print the eProxy form as acknowledgement.

Authorised Nominee and Exempt Authorised Nominee

- Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- Select [TECHNODEX BHD. (21ST) ANNUAL GENERAL MEETING] from the list of Meeting Event and click "Enter".
- Click on "Submit eProxy Form".
- Select the company you would like to represent.
- Proceed to download the file format for "Submission of Proxy Form" from the investor portal.
- Prepare the file for the appointment of proxy(ies) by inserting the required data.
- Proceed to upload the duly completed proxy(ies) appointment file.
- Review and confirm your proxy(ies) appointment and click "Submit".
- Download or print the eProxy Form as acknowledgement.

REVOCATION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the AGM. On revocation, your proxy(ies) will not be allowed to participate in the 21st AGM. In such event, you should advise your proxy accordingly.

VOTING PROCEDURE

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

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the 21st AGM by emailing to general@technodex.com no later than 11:00 a.m. on Monday, 8 December 2025. The Board will endeavor to respond to the questions received at the AGM.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of proceedings of the 21st AGM is allowed.

ENQUIRY

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

Technodex Bhd.

Unit E-07-03, Menara Suezcap 2
KL Gateway
No. 2, Jalan Kerinchi,
Gerbang Kerinchi Lestari
59200 Kuala Lumpur
Malaysia
General Line : +018 227 5383
Email : finance@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.