

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting ("AGM" or "Meeting") of TECHNODEX BHD ("the Company") will be held at Connexion Conference & Event Centre, The Vertical, Level M1 – Pinnacle 10, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Tuesday, 9 October 2018 at 11.00 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 2018 together with the reports of the Directors and Auditors thereon. **Please refer to Note (a)**

2. To approve the payment of Directors' fees and benefits of up to RM180,000 for the financial year ending 30 April 2019.

Ordinary Resolution 1

3. To re-elect Mr. Tan Sze Chong as Director who retires by rotation in accordance with Clause 93 of the Company's Constitution.

Ordinary Resolution 2

4. To re-elect the following Directors who retire in accordance with Clause 99 of the Company's Constitution:

(i) En. Saifulrizam Bin Zainal

Ordinary Resolution 3

(ii) Mr. Chang Choon Ming

Ordinary Resolution 4

5. To re-appoint CAS Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business:

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

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

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, 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 total number of issued shares 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." **Ordinary Resolution 6**

7. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in "Appendix A" with immediate effect AND THAT the Directors and/or the Secretary of the Company be authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." **Special Resolution**

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

By order of the Board

TEA SOR HUA (MACS 01324)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

30 August 2018

Notes:

- The Agenda No. 1 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, Agenda No. 1 is not put forward for voting.
- A member who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be represented 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.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.

(e) 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.

(f) 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.

(g) The instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(h) 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 58(2) of the Company's Constitution to issue a General Meeting Record of Depositors as at 2 October 2018. Only members whose names appear in the General Meeting Record of Depositors as at 2 October 2018 shall be regarded as members and entitled to attend, speak and vote at the Meeting.

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

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. Item 6 of the Agenda

The Ordinary Resolution 6 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. 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 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, 49,409,500 new ordinary shares were issued by the Company via a private placement exercise at an issue price of RM0.14 per share pursuant to the general mandate granted to the Directors at the last Annual General Meeting held on 20 October 2017.

The status of utilisation of gross proceeds of RM6,917,330 raised from the private placement exercise by the Company as at 31 July 2018 were as follows:-

Details of utilisation	Proposed utilisation RM'000	Actual utilisation RM'000	Unutilised proceeds RM'000
Commercialisation expenditure	5,000	853	4,147
Working capital	1,787	784	1,003
Expenses relating to the Private Placement	130	113	17
TOTAL	6,917	1,750	5,167

2. Item 7 of the Agenda

The Special Resolution proposed under item 7 of the Agenda is the proposed amendments to the existing Constitution of the Company, which are made mainly for the following purposes:-

- To ensure compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad; and
- To provide clarity and consistency with the amendments that arise from the Companies Act 2016 and other relevant regulatory provisions.

The shareholders' approval is sought for the Company to alter or amend the whole of the existing Constitution by the replacement with the proposed New Constitution as per "Appendix A" in accordance with the Section 36(1) of the Companies Act 2016. The "Appendix A" on the proposed New Constitution of the Company, which is circulated together with the Notice of AGM dated 30 August 2018, shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the AGM.