

THIS CIRCULAR 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. If you have sold or transferred all your ordinary shares of Technodex Bhd (Company No. 627634-A) ("**TDEX**" OR "**Company**") you should at once hand this Circular to the purchaser or to the transferee or to the agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. This Circular has been reviewed and approved by TA Securities Holdings Berhad.

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.

TECHNODEX

TECHNODEX BHD

(Company No: 627634-A)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RATIFICATION IN RESPECT OF THE VARIATION TO THE UTILISATION OF PROCEEDS RAISED FROM THE PRIVATE PLACEMENT EXERCISE COMPLETED ON 4 JULY 2016

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice of Extraordinary General Meeting ("EGM") of TDEX to be held at Connexion Conference & Event Centre, THE VERTICAL, Level M1 – Pinnacle 1, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Thursday, 10 August 2017 at 10.00 a.m., together with the Form of Proxy are enclosed in this Circular.

If you decide to appoint a proxy to attend and vote on your behalf at the EGM, the Form of 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 EGM, or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Date and time of the EGM : Thursday, 10 August 2017, at 10.00 a.m.

This Circular is dated 14 July 2017

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“Act”	: Companies Act 2016, as amended from time to time and include any re-enactment thereof
“Board”	: Board of Directors of TDEX
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Company No.: 635998-W)
“Circular”	: This circular dated 14 July 2017 in relation to the Proposed Ratification
“EGM”	: Extraordinary general meeting
“FPE”	: Financial period ended
“FYE”	: Financial year(s) ended/ending, as the case may be
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities
“LPD”	: 29 June 2017, being the latest practicable date prior to the issuance of this Circular
“RM” and “sen”	: Ringgit Malaysia and sen respectively
“Private Placement”	: The private placement of 37,539,390 new ordinary shares in TDEX with total proceeds raised of RM3.94 million completed on 4 July 2016
“Proposed Ratification”	: Proposed ratification in respect of the variation to the utilisation of proceeds of RM1.554 million raised from the Private Placement
“TDEX Group” or Group”	: TDEX and its subsidiaries, collectively
“TDEX” or “Company”	: TechnoDex Bhd (Company No.: 627634-A)
“Warrants 2013/2018” or “Outstanding Warrants”	: All the outstanding 84,666,350 warrants as at the LPD with an exercise price of RM0.11 which was issued on 23 September 2013 and expiring on 22 September 2018

Words importing the singular, where applicable include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

All references to the time of day in this Circular are references to Malaysian time.

All references to “you” in this Circular are to the shareholders of the Company.

TABLE OF CONTENTS

LETTER TO SHAREHOLDERS CONTAINING

Section	Page
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED RATIFICATION	2
3. RATIONALE FOR THE PROPOSED RATIFICATION	8
4. EFFECTS OF THE PROPOSED RATIFICATION	8
5. APPROVALS REQUIRED	8
6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	9
7. DIRECTORS' STATEMENT AND RECOMMENDATION	9
8. OTHER CORPORATE EXERCISE ANNOUNCED BUT PENDING COMPLETION	9
9. ESTIMATED TIMEFRAME FOR COMPLETION	9
10. EGM	9
11. FURTHER INFORMATION	10

APPENDIX

I FURTHER INFORMATION	11
NOTICE OF EGM	ENCLOSED
FORM OF PROXY	ENCLOSED

TECHNODEX

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

Registered Office:

Third Floor, No. 79 (Room A)
Jalan SS21/60,
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

14 July 2017

Board of Directors:

Steven Wong Chin Fung (*Independent Non-Executive Chairman*)
Tan Sze Chong (*Group Managing Director*)
Tan Boon Wooi (*Executive Director*)
Datuk Abd Hamid Bin Abu Bakar (*Non-Independent Non-Executive Director*)
Tan Tian Wooi (*Independent Non-Executive Director*)

To: The Shareholders of TDEX

Dear Sir/Madam,

PROPOSED RATIFICATION IN RESPECT OF THE VARIATION TO THE UTILISATION OF PROCEEDS RAISED FROM THE PRIVATE PLACEMENT EXERCISE COMPLETED ON 4 JULY 2016

1. INTRODUCTION

On 4 July 2016, TDEX had completed the private placement of 37,539,390 new ordinary shares in TDEX with total proceeds raised of RM3.94 million.

On 2 June 2017, the Company announced that it proposes to seek ratification from its shareholders in respect of the variation to the utilisation of proceeds raised from the Private Placement, of which further details are set out in Section 2 of this Circular.

The purpose of this Circular is to provide you with information on the Proposed Ratification and to seek your approval for the resolution relating to the Proposed Ratification to be tabled at the forthcoming EGM.

It is advised that you read the contents of this Circular and the accompanying appendices carefully before voting on the resolution relating to the Proposed Ratification at the forthcoming EGM.

[The rest of this page is intentionally left blank]

2. DETAILS OF THE PROPOSED RATIFICATION

In the announcements dated 4 February 2016 and 12 February 2016 pursuant to the Private Placement, the Board had indicated that it proposes to allocate RM1.554 million out of the total proceeds for its business development expenditure and was in the midst of identifying additional businesses to acquire which are operating within the same industry and shall be related to the field of IT Security and data-related (which are complementary to the existing operations of TDEX).

On 13 April 2016, the Company announced additional information that the Company had identified businesses to acquire, which the said businesses were operating in the area of application solutions for ISO Compliance and Certifications and new products and services for the data and cyber security services segments. TDEX was in the midst of negotiating the terms of the transactions. However, after having negotiated with the vendors of the potential target company, the Company did not proceed with the said transaction as both parties were unable to agree on the right pricing.

While TDEX continued to source for a new company/business to acquire, the Company had also in early year 2016 identified business opportunities in the market to develop products in data related services i.e. to develop data content related portal platforms and new technology framework for its future software/programmes. Hence, the Company had utilised the proceeds by undertaking the development of the aforesaid products as part of its business development plans as there were no new suitable companies/business to acquire.

The status of the utilisation of proceeds for the Private Placement as at the LPD is as follows: -

Particulars	Proposed Utilisation RM'000	Actual Utilisation RM'000	Unutilised Proceeds RM'000	Timeframe for Utilisation of Proceeds
Working Capital	2,271	(2,271)	-	Utilised
Business development expenditure	1,554	⁽¹⁾ (1,554)	-	
Expenses in relation to the Private Placement	117	(117)	-	
Total	3,942	(3,942)	-	

Note:-

1. The proceeds of RM1.554 million arising from the Private Placement which was allocated for business development expenditure were meant to be utilised in new business ventures, where the business to be acquired were intended to be operating in the same industry with the Company and shall be related to the field of IT Security and data-related (which are complementary to the existing operation of TDEX). However, the proceeds have been subsequently utilised in the following manner:-

No.	Particulars	RM'000
a.	Development of data content related portal platforms ^(A)	1,237
b.	Development of new technology framework for future software/programmes ^(B)	317
	Total	1,554

(The utilisation of proceeds amounting to RM1.554 million for the development of data content related portal platforms and development of new technology framework for future software/programmes is collectively known as, the "Variation").

Notes:-

(A) Further information on the development of data-content related portal platforms are as follows: -

Types of programme/ platform	e-HR V3.0	Property Platform 2.0	e-Lending Platform	FoodHandler & MyMedical Record Platform	e-Halal Portal
Details of platform/ software/ programme	An e-commerce platform to service the human resource recruitment industry with emphasis on information technology related jobs.	An e-commerce platform to provide property information to end users.	An e-lending platform for loan processing application which is integrated into a self-serviced application interface, particularly for the operators of crowd funding and/or peer-to-peer ("P2P") license holders.	The platform is designed to manage food handlers' training and medical records, enabling the authorities to monitor the performance of the food handlers from time to time.	A portal designed for Muslim customers to assist in purchasing Halal items which include categories such as clothing, food, lifestyle and transport.
Functions	Job matching engine for jobseekers and job posting platform for employers.	<ul style="list-style-type: none"> Property transaction listing; Proprietary algorithm with statistical model to estimate property price; Research dashboard to facilitate property valuation; and Property listing management. 	<ul style="list-style-type: none"> Loan management; and Applicant and loan information. 	Ensure food handlers abide to the hygiene standards set by the Ministry of Health, Malaysia when handling food, particularly to avoid cases such as food poisoning in public schools.	To provide ease of access for Muslim consumers or businesses in undertaking their purchases via a selection of Halal products and services.
Type of portals/ example	Job portal similar to Jobstreet, Linked-in and with added features similar to Facebook.	Property portal similar to www.brickz.com.my, whereby raw property data is packaged and sold to customers	A portal which contains loan data which can be utilised for analysis and decision making in terms of loan approval, assessment of	The portal collects data of foodhandlers (i.e location, health data) for the Ministry of Education to monitor and renew	Purchase and interaction patterns will be collected and analysed for product and service selection and offerings.

Types of programme/ platform	e-HR V3.0	Property Platform 2.0	e-Lending Platform	FoodHandler & MyMedical Record Platform	e-Halal Portal
			repayment potential etc.	foodhandlers' licenses online. Similar portals are from local municipalities council portal on license renewal.	
Potential users	Job seekers, recruitment agencies & hiring companies.	Financial institutions, auditors and accountants, estate agencies, property valuers, and property research house.	Operators for crowd funding and P2P license holders.	Canteen Operators in Public Schools in Malaysia, F&B operators, clinics, Ministry of Education Malaysia, and local authority councils.	Muslim customers and businesses
Market and profile of clients	<ul style="list-style-type: none"> • Multinational companies that are setting up regional offices in Southeast Asia and looking for local talents to fill the IT operation. • Local companies looking for candidates to fulfill IT operation needs. • Foreign companies looking for IT candidates with proficiency in English and lower salary range. 	Client profiles include the potential users as listed above	Credit guarantor/Credit Bureau Operators.	Canteen operators in public schools and universities in Malaysia.	Muslim customers/ business community.

Types of programme/ platform	e-HR V3.0	Property Platform 2.0	e-Lending Platform	FoodHandler & MyMedical Record Platform	e-Halal Portal
Total development cost	RM300,000.00	RM350,000.00	RM500,000.00	RM1,000,000.00	RM800,000.00
Percentage of development stage⁽¹⁾	30.92%	85.81%	66.37%	42.65%	10.63%
Sources of funding	Private Placement proceeds and internal funding.	Private Placement proceeds and internal funding.	Private Placement proceeds and internal funding.	Private Placement proceeds and internal funding.	Private Placement proceeds and internal funding.
Commencement date	January 2017	May 2016	January 2017	January 2017	January 2017
Target completion date	October 2017	November 2016	October 2017	October 2017	October 2017
Target commercialisation date	January 2018	March 2017	January 2018	January 2018	January 2018
Number of unit sold/ subscribers up-to- date	N/A	N/A	One (1) project engagement	N/A	N/A

Note: -

(1) Based on total amount utilised as at the LPD divided by total development cost

(B) Further information on the development of new technology framework for future software/programmes: -

Types of programme/ platform	MICE Platform (Matching, impute, conversion, extraction), Mobile Platform, & TechnoDex Platform V3.0
Details of platform/ software/ programme	<i>The platforms are created to facilitate the development of the internal programming resources to ensure standardisation and expeditious output. These additional platforms are enhancements to the existing platforms offered by the Company with improved functionality.</i>
Functions	<p>MICE</p> <ol style="list-style-type: none"> 1) Data Management and Reporting Capability. 2) Added data dictionary to standardise property addresses, title, lot numbers, and property types. <p>Mobile Platform</p> <ol style="list-style-type: none"> 1) Mobile application development environment with standardised libraries. 2) Able to be used on both i-Phone operating systems (iOS) and Android mobile applications. 3) Mobile interface templates for reusability. <p>TechnoDex Platform V3.0</p> <ol style="list-style-type: none"> 1) Mobile-enabled libraries to speed up web-to-mobile conversion. 2) Added database connectors to allow the platform to connect to multiple databases. 3) Added integration for payment gateway connectors. 4) Added scanning and text recognition capability using hashtag technology. 5) Improved search capability using schematic text instead of keyword search.
Type of portals/ example	<i>Applicable to all development projects for external clients or in-house product development.</i>
Potential users	<i>Internal product development and external clients.</i>
Market and profile of clients	<p><i>For internal product development: -</i></p> <ul style="list-style-type: none"> • Any new or existing product in the Group which requires additional functionality or processes <p><i>For external clients: -</i></p> <ul style="list-style-type: none"> • Any new or existing clients who have their own proprietary systems that requires additional functionality or processes.

Types of programme/ platform	MICE Platform (Matching, impute, conversion, extraction), Mobile Platform, & TechnoDex Platform V3.0
Total development cost	RM500,000.00
Percentage of development stage ⁽¹⁾	63.52%
Sources of funding	Private Placement proceeds and internal funding
Commencement date	January 2017
Target Completion date	October 2017
Target commercialisation date	January 2018
Number of unit sold/ subscribers up-to-date	7 subscribers

Note: -

(1) Based on total amount utilised as at the LPD divided by total development cost

In this regard, pursuant to Paragraph 8.24 of the Listing Requirements, the Company wishes to seek the approval of its shareholders for the Proposed Ratification at the forthcoming EGM.

3. RATIONALE FOR THE PROPOSED RATIFICATION

The Proposed Ratification is undertaken to seek the approval of the shareholders for the variation to the utilisation of proceeds of RM1.554 million arising from the Private Placement which was initially earmarked for the TDEX group's business development expenditure (which was meant to be utilised in new business ventures). However, the Company had subsequently utilised the aforesaid proceeds in the area of development of data content related portal platforms and new technology framework for TDEX's future software/programmes as an expansion of its products and services.

The data content related portal platforms is a specially designed e-commerce platform that is developed based on an intended purpose such as a portal managing information on human resource information, property information and medical records (specifically for food and beverages organisations). The new technology framework for TDEX's future software/programmes is a framework which provides a standard way to build and deploy applications which can combine different support programmes to enable the development of a project or system.

The investments into such products are expected to allow the Company to increase its product/service offerings to its customers via the introduction of new data-content related portal platforms i.e e-HR V3.0, Property Platform 2.0, e-Lending Platform, FoodHandler and MyMedical Record Platform and e-Halal Portal and new/improved technology framework for future software/programmes i.e MICE, Mobile Platform, & TechnoDex Platform V3.0. These product/service offering will allow the Group to penetrate new market segments in view of the different end users across various industries and are expected to contribute positively to the Group's bottomline and improve the Group's cash flow position. Historically, the Group has been heavily dependent on project-based revenue which led to inconsistent cash flows on a month-to-month basis. Hence, with the new additional product/services, it is expected that such offering could provide new and recurring income to the Group, contribute to the bottomline of the Group and improve the Group's cash flow position.

4. EFFECTS OF THE PROPOSED RATIFICATION

The Proposed Ratification will not have any effect on the issued share capital and shareholdings of the substantial shareholders of TDEX as well as the earnings, net assets per share and gearing of the TDEX Group for the financial year ending 30 April 2018.

Save for the Warrants 2013/2018, the Company does not have any other convertible securities. The Proposed Ratification will not give rise to any adjustments to the number and exercise price of the Outstanding Warrants.

5. APPROVALS REQUIRED

The Proposed Ratification is subject to the following approvals being obtained:-

- (i) the shareholders of the Company at an EGM to be convened; and
- (ii) the approvals of any other relevant authorities/parties, if required.

The Proposed Ratification is not conditional upon any other corporate proposals undertaken or to be undertaken by the Company.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders of the Company and/or persons connected with them has any interest, whether direct or indirect, in the Proposed Ratification.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Ratification, is of the opinion that the Proposed Ratification is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Ratification to be tabled at the forthcoming EGM.

8. OTHER CORPORATE EXERCISE ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Ratification and as disclosed below, there are no other corporate exercises announced but pending completion as at the LPD: -

- (i) Proposed acquisition of an additional 42% equity interest in Idealseed Resources Sdn Bhd by TDEX for a total purchase consideration of RM2,677,500; and
- (ii) Proposed acquisition of the remaining 50% equity interest in Surfstek Resources (R&D) Sdn Bhd by TDEX for a total purchase consideration of RM13,455,000

(collectively, the "Proposed Acquisitions").

The listing application in relation to the Proposed Acquisitions is pending the approval from Bursa Securities.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances, the Proposed Ratification will be completed upon obtaining the shareholders' approval at the forthcoming EGM to be held.

10. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Connexion Conference & Event Centre, THE VERTICAL, Level M1 – Pinnacle 1, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Thursday, 10 August 2017 at 10.00 a.m. The EGM will be held for the purpose of considering and if thought fit, to pass with or without modifications, the resolution by way of poll to give effect to the Proposed Ratification.

If you are unable to attend and vote in person at the EGM, please complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein, so as to arrive 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 EGM, or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll. The lodging of the Form of Proxy will not preclude you from attending and voting in person should you subsequently wish to do so.

11. FURTHER INFORMATION

It is advised that you refer to Appendix I for additional information.

Yours faithfully
For and on behalf of
TECHNODEX BHD

STEVEN WONG CHIN FUNG
Independent Non-Executive Chairman

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they 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 or other facts, the omission of which would make any statement herein false or misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, TDEX Group has not entered into any material contracts (not being contracts entered into the ordinary course of business), within the past (2) years preceding the LPD: -

- (i) TDEX had on 2 November 2016, entered into a sale and purchase of shares agreement with Tan Wah Choy and Wong Siam Hong ("Idealseed Vendors"), for the acquisition of an additional 210,000 ordinary shares in Idealseed Resources Sdn Bhd, representing 42% equity interest in Idealseed Resources Sdn Bhd by TDEX ("Idealseed SPA");
- (ii) TDEX had on 2 November 2016, entered into a sale and purchase of shares agreement with SurfsTek Resources (M) Sdn Bhd, for the acquisition of the remaining 1,500,000 ordinary shares of Surfstek Resources (R&D) Sdn Bhd not already held by them, representing 50% equity interest in Surfstek Resources (R&D) Sdn Bhd by TDEX ("SurfsTek SPA");
- (iii) On 28 April 2017, the Company and the Idealseed Vendors had signed a letter to extend the cut-off date to fulfill the conditions precedent of the Idealseed SPA by a further period of six (6) months up to 1 November 2017; and
- (iv) On 28 April 2017, the Company and SurfsTek Resources (M) Sdn Bhd had signed a letter to extend the cut-off date to fulfill the conditions precedent of the SurfsTek SPA by a further period of six (6) months up to 1 November 2017.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, the TDEX Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board and management of the respective companies are not aware of any proceedings pending or threatened against the TDEX Group, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of the TDEX Group.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by the Group that has not been provided for, which upon becoming enforceable, may have a material impact on the financial results/position of the Group.

As at the LPD, the Board is not aware of any material contingent liabilities incurred or known to be incurred which, upon enforceable, may have a substantial impact on the results of the Group.

FURTHER INFORMATION (CONT'D)

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection 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, during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:-

- (i) The Constitution of TDEX;
- (ii) Material contracts referred to in Section 2 above; and
- (iii) The audited consolidated financial statements of TDEX for the past two (2) financial years, i.e. FYE 30 April 2015 and FYE 30 April 2016 and the latest unaudited quarterly results of TDEX for the FYE 30 April 2017.

[The rest of this page is intentionally left blank]

TECHNODEX

TECHNODEX BHD

(Company No: 627634-A)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**Meeting**") of Technodex Bhd ("**TDEX**" or the "**Company**") will be held at Connexion Conference & Event Centre, THE VERTICAL, Level M1 – Pinnacle 1, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Thursday, 10 August 2017 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without any modifications:

ORDINARY RESOLUTION

PROPOSED RATIFICATION IN RESPECT OF THE VARIATION TO THE UTILISATION OF PROCEEDS OF RM1.554 MILLION RAISED FROM THE PRIVATE PLACEMENT EXERCISE COMPLETED ON 4 JULY 2016

"THAT the variation to the utilisation of proceeds of RM1.554 million raised from the private placement exercise completed on 4 July 2016 which has been utilised for the development of data content related portal platforms and development of new technology framework for future software/programmes, be and is hereby approved, confirmed and ratified ("**Proposed Ratification**").

THAT all acts, deeds and things carried out by the Directors and/or the Company in connection with the Proposed Ratification, be and are hereby approved, confirmed and ratified.

AND THAT the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Proposed Ratification."

By Order of the Board
TECHNODEX BHD

TEA SOR HUA (MACS 01324)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
Date: 14 July 2017

Notes:-

- a. *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 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.*
- b. *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.*
- c. *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.*

- d. *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.*
- e. *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, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll.*
- f. *In respect of deposited securities, only members whose names appear in the Record of Depositors as at 31 July 2017 shall be entitled to attend the Meeting and to speak and vote thereat.*

TECHNODEX

TECHNODEX BHD

(Company No: 627634-A)

(Incorporated in Malaysia)

FORM OF PROXY

I/We (full name in capital letters) _____

NRIC/ Company No. _____ of

(full address) _____

being a Member / Members of TECHNODEX BHD, hereby appoint(s) (full name in capital letters) _____

_____ NRIC No.: _____ of (full address) _____

or failing him/ her _____ NRIC No.: _____

of (full 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 to be held at Connexion Conference & Event Centre, THE VERTICAL, Level M1 – Pinnacle 1, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Thursday, 10 August 2017 at 10.00 a.m. or at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces on 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.	ORDINARY RESOLUTION	FOR	AGAINST
1.	Proposed Ratification		

Dated this _____ day of _____, 2017

NO. OF SHARES HELD	
CDS ACCOUNT NO.	

Signature/Common Seal of Member(s) _____

Percentage of shareholdings to be represented by the proxies:		
	No. of shares	%
Proxy 1		
Proxy 2		
TOTAL		100

Notes:-

- 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 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.
- 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.
- 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.
- 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, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll.
- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 31 July 2017 shall be entitled to attend the Meeting and to speak and vote thereat.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Share Registrar of
TECHNODEX BHD
(Company No. 627634-A)

Symphony Share Registrars Sdn. Bhd.
Level 6, Symphony House,
Pusat Dagangan Dana 1,
Jalan PJU 1A/46,
47301 Petaling Jaya,
Selangor Darul Ehsan

1st fold here