

TECHNODEX

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Technodex Bhd ("TDEX" or 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 Wednesday, 15 November 2017 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF AN ADDITIONAL 42% EQUITY INTEREST IN IDEALSEED RESOURCES SDN BHD ("IDEALSEED") BY TDEX FOR A TOTAL PURCHASE CONSIDERATION OF RM2,677,500 ("PROPOSED ACQUISITION I")

"**THAT**, subject to all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given for the Company to acquire an additional 210,000 ordinary shares of Idealseed, representing 42% equity interest in Idealseed for a total purchase consideration of RM2,677,500 to be satisfied by the issuance and allotment of 13,387,500 new ordinary shares of the Company ("TDEX Shares" or "Consideration Shares") at an issue price of RM0.20 per TDEX Share to Tan Wah Choy and Wong Siam Hong (collectively referred to as "Idealseed Vendors"), subject to and upon such terms and conditions as set out in the Sale and Purchase of Shares Agreement dated 2 November 2016 entered into between the Company and Idealseed Vendors for the Proposed Acquisition I.

THAT, such Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing TDEX Shares, save and except that the Consideration Shares for Proposed Acquisition I shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders of TDEX, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares for Proposed Acquisition I.

AND THAT the Directors and/or the Secretary of the Company be and are hereby authorised to take all such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or to give effect to the Proposed Acquisition I with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient to implement, finalise and/or to give effect to the Proposed Acquisition I."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF THE REMAINING 50% EQUITY INTEREST IN SURFSTEK RESOURCES (R&D) SDN BHD ("SURFSTEK R&D") BY TDEX FOR A TOTAL PURCHASE CONSIDERATION OF RM13,455,000 ("PROPOSED ACQUISITION II")

"**THAT**, subject to all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given for the Company to acquire the remaining 1,500,000 ordinary shares of SurfsTek R&D, representing 50% equity interest in SurfsTek R&D for a total purchase consideration of RM13,455,000 to be satisfied by the issuance and allotment of 67,275,000 new ordinary shares of TDEX ("TDEX Shares" or "Consideration Shares") at an issue price of RM0.20 per TDEX Share to SurfsTek Resources (M) Sdn Bhd ("SurfsTek"), subject to and upon such terms and conditions as set out in the Sale and Purchase of Shares Agreement dated 2 November 2016 entered into between the Company and SurfsTek for the Proposed Acquisition II.

THAT, such Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing TDEX Shares, save and except that the Consideration Shares for Proposed Acquisition II shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders of TDEX, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares for Proposed Acquisition II.

AND THAT the Directors and/or the Secretary of the Company be and are hereby authorised to take all such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or to give effect to the Proposed Acquisition II with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient to implement, finalise and/or to give effect to the Proposed Acquisition II."

By Order of the Board
TECHNODEX BHD

TEA SOR HUA (MACS 01324)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
Date: 30 October 2017

Notes:-

- a. A member who is entitled to attend and vote at the Extraordinary General Meeting ("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.
- 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 8 November 2017 shall be entitled to attend the Meeting and to speak and vote thereat.