



TECHNA-X BERHAD

[Registration No. 200601012477 (732227-T)]
(Incorporated in Malaysia)

NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting (“**AGM**”) of the Company will be held at the “Hall of Fame” located at The Mines Resort & Golf Club, Jalan Kelikir, Mines Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 30 May 2023 at 10:00 a.m. for the following purposes:-

A G E N D A

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon. *[Please refer to Explanatory Note (a)]*
2. To approve the payment of Directors’ fees to the Non-Executive Directors amounting to RM90,000.00 for the financial year ended 31 December 2022. *(Ordinary Resolution 1)*
3. To approve the Directors’ benefits payable to the Non-Executive Directors of up to RM30,000.00 from 30 May 2023 until the next AGM of the Company to be held in the year 2024. *(Ordinary Resolution 2)*
4. To re-elect the following Directors, who are due to retire pursuant to Clause 118 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (a) Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja’afar; and *(Ordinary Resolution 3)*
 - (b) Datuk Lim Chih Li @ Lin ZhiLi. *(Ordinary Resolution 4)*
5. To re-elect the following Directors, who are due to retire pursuant to Clause 117 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (a) Mr. Fan Kah Seong; and *(Ordinary Resolution 5)*
 - (b) Puan Aidawati Binti Dahari. *(Ordinary Resolution 6)*
6. To re-appoint Messrs. HLB Ler Lum Chew PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration. *(Ordinary Resolution 7)*

As Special Business

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

7. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES
ACT 2016**

*(Ordinary
Resolution 8)*

"THAT subject always to the Companies Act 2016 ("**Act**"), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, always provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding Treasury Shares, if any) for the time being;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities; **AND THAT** such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.

AND FURTHER THAT pursuant to Section 85 of the Act to be read together with Clause 17 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act."

8. **ORDINARY RESOLUTION
PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK
OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF
ISSUED SHARES OF THE COMPANY ("PROPOSED RENEWAL OF
SHARE BUY-BACK")**

*(Ordinary
Resolution 9)*

"THAT, subject always to the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities and all other applicable laws, guidelines, rules and regulations for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company ("**TXB Shares**") as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities as the Directors may deem fit and expedient in the best interest of the Company, provided that:-

- (i) the aggregate number of TXB Shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the Company's total number of issued shares as quoted on Bursa Malaysia Securities as at the point of purchase(s);

- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited/unaudited financial statements of the Company (where applicable) available at the time of the purchase(s); and
- (iii) the TXB Shares to be purchased may be cancelled, retained as treasury shares, distributed as dividends to the shareholders or resold on Bursa Malaysia Securities, or a combination of any of the above, at the absolute discretion of the Directors.

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time the authority shall lapse, unless by an Ordinary Resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by an Ordinary Resolution passed by the Company's shareholders in a general meeting,

whichever occurs first.

AND FURTHER THAT the Directors of the Company be authorised to do all acts, deeds and things to give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company."

9. To transact any other ordinary business of which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)
Company Secretaries

Kuala Lumpur
28 April 2023

Explanatory Notes to Ordinary and Special Businesses:

- (a) **Audited Financial Statements for the financial year ended 31 December 2022**
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This Agenda item 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 item is not put forward for voting.

(b) Ordinary Resolution 2 - Benefits payable to the Non-Executive Directors

The benefits (excluding Directors' fees) payable to the Non-Executive Directors from 30 May 2023 until the next AGM of the Company to be held in the year 2024 are as follows:

Description	Non-Executive Directors
Allowances	Up to RM30,000
Other Benefits	Nil

(c) Ordinary Resolutions 3 to 6 - Re-election of Directors

In determining the eligibility of the Directors to stand for re-election at the Seventeenth AGM of the Company, the Nomination Committee ("**NC**") reviewed and assessed the following Directors ("**Retiring Directors**") from the annual assessment and evaluation of the Board of Directors for the financial year ended 31 December 2022. The Board via the NC's annual assessment was satisfied with the performance of Retiring Directors who are standing for re-election and had recommended to the shareholders the proposed re-election at the Seventeenth AGM under Resolutions 3 to 6:

- (i) Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar;
- (ii) Datuk Lim Chih Li @ Lin ZhiLi;
- (iii) Mr. Fan Kah Seong; and
- (iv) Puan Aidawati Binti Dahari.

The profiles of the Retiring Directors are set out in the Annual Report in respect of the financial year ended 31 December 2022.

(d) Ordinary Resolution 8 - Authority to Issue Shares pursuant to the Act

The Company had been granted a general mandate by its shareholders at the Sixteenth AGM held on 31 May 2022 ("**Previous Mandate**").

As of the date of this Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders. Hence, no proceeds were raised therefrom.

The Company wishes to renew the mandate on the authority granted to the Directors to issue and allot shares pursuant to the Act at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

Pursuant to Section 85 of the Act read together with Clause 17 of the Constitution of the Company, 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 or other securities.

The proposed Ordinary Resolution 8, if passed, the shareholders of the Company will waive their statutory pre-emptive right and provide flexibility and expediency to the Directors of the Company to undertake any possible fundraising activities, including but not limited to placement of shares to fund the Company's current

and/or future investment projects, working capital, repayment of bank borrowings, acquisitions, business expansion and/or such other purposes as the Directors may deem fit, without having to convene a general meeting. Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next AGM of the Company.

(e) Ordinary Resolution 9 – Proposed Renewal of Share Buy-Back

The proposed Ordinary Resolution 9, if passed, will enable the Company to renew the authority given to the Company to purchase its own shares of up to ten per centum (10%) of the Company's total issued shares at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities. Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next AGM of the Company.

Please refer to the Statement to Shareholders dated 28 April 2023 for further information.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 May 2023 shall be eligible to attend, participate, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
2. A member entitled to attend and vote at the Meeting may appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, shall either be executed under the corporations' common seal or under the hand of an officer or attorney duly authorised.
4. 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.
5. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power of authority, must be deposited at the Company's Registered Office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. All resolutions set out in this notice of Meeting are to be voted by poll.
6. Any notice of termination of authority to act as proxy must be received by the Company before the commencement of the Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Act:-
 - (i) the constitution of the quorum at such meeting;
 - (ii) the validity of anything he did as chairman of such meeting;
 - (iii) the validity of a poll demanded by him at such meeting; or
 - (iv) the validity of the vote exercised by him at such meeting.
7. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data, which may include your name and mailing address, you hereby consent, agree, and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this Meeting and convening the Meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement, and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.