



TECHNA-X BERHAD
(formerly known as Sino Hua-An International Berhad)
[Registration No. 200601012477 (732227-T)]
(Incorporated in Malaysia)

NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting (“**AGM**”) of the Company will be held on a fully virtual basis at the broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 30 June 2021 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 2020 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 for the financial year ended 31 December 2020. *(Ordinary Resolution 1)*
3. To approve the payment of Directors’ allowances and other benefits (excluding Directors’ fees) to the Non-Executive Directors up to an amount of RM100,000 from 1 July 2021 until the next AGM of the Company. *(Ordinary Resolution 2)*
4. To re-elect the following Directors who retire by rotation pursuant to Clause 118 of the Company’s Constitution and being eligible, have offered themselves for re-election:
 - (a) Mr. Liu Guodong; and *(Ordinary Resolution 3)*
 - (b) Mr. Zhai Baoxing. *(Ordinary Resolution 4)*
5. To re-appoint HLB AAC PLT (*formerly known as Morison AAC PLT*) as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. *(Ordinary Resolution 5)*

As Special Business

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

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

(Ordinary Resolution 6)

"THAT subject always to the Companies Act 2016 ("**Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and any other 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 provided always that the aggregate number of shares issued pursuant to this Resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities pursuant to Bursa Malaysia Securities' letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter ten percent (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities ("hereinafter referred to as the "**General Mandate**");

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

7. **ORDINARY RESOLUTION**
RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

(Ordinary Resolution 7)

"THAT approval be and is hereby given to Ms. Lim See Tow who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company."

8. 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 May 2021

Explanatory Note (a)

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

Explanatory Note to Ordinary and Special Business:

(i) Ordinary Resolution 2 - Approval for the payment of Directors' allowances and other benefits (excluding Directors' fees) to the Non-Executive Directors

The Directors' allowances and other benefits (excluding Directors' fees) to the Non-Executive Directors envisaged to be payable from 1 July 2021 until the next AGM of the Company are as follows:

Description	Non-Executive Directors
Allowances	Up to RM100,000
Other Benefits	Nil

(ii) Ordinary Resolution 7 - Authority to Issue Shares pursuant to the Act

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Fourteenth AGM of the Company held on 6 July 2020 ("**Previous Mandate**") to issue and allot shares 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 20% of the total number of issued shares of the Company for the time being ("**20% General Mandate**").

As part of the initiative from Bursa Malaysia Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Malaysia Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Malaysia Securities had vide a letter dated 16 April 2020 allows a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities of not more than 20% of the total number of issued shares for the general issue of new securities.

The said 20% General Mandate will provide flexibility to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost consuming to organise a general meeting. The authority to issue shares pursuant to the Act will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital, operational requirements and/or repayment of borrowings which the Directors of the Company consider to be in the best interest of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the 20% General Mandate is in the best interests of the Company and its shareholders.

As of the date of this Notice, the Company had utilised the Previous Mandate by issuing a total of 236,461,500 new ordinary shares via two tranches of the Private Placement Exercise as follows:-

- (i) 100,000,000 new ordinary shares at the issue price of RM0.1098 each and were listed on 22 December 2020; and
- (ii) 136,461,500 new ordinary shares at the issue price of RM0.13 each and were listed on 24 February 2021.

The details of the total proceeds raised from the Private Placement and its utilisation are disclosed in the Annual Report.

(iii) Ordinary Resolution 8 - Retention of Independent Non-Executive Director

The Nomination Committee had assessed the independence of Ms. Lim See Tow ("**Ms. Lim**"), who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years. The Board has recommended that the approval of the shareholders be sought through a two-tier voting process as described in the Malaysian Code on Corporate Governance to re-appoint Ms. Lim See Tow as an Independent Non-Executive Director based on the following justifications: -

- Ms. Lim has fulfilled the criteria under the definition of Independent Director pursuant to Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities;
- Ms. Lim has not involved in any business or other relationship which could hinder the exercise of independent judgment, objectivity or her ability to act in the best interests of the Company;
- Ms. Lim has no potential conflict of interest, whether business or non-business related with the Company.
- Ms. Lim has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Chairman/Chief Executive Officer and Executive Directors and major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with her duties and expected of her to carry out her duties as an independent director.
- Ms. Lim does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 June 2021 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. 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. As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers as revised, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to eservices@sshsb.com.my during the Meeting. The questions and/or remarks submitted by the members,

proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during the Meeting.

4. 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 corporation's common seal or under the hand of an officer or attorney duly authorised.
5. 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.
6. Appointment of proxy and registration for remote participation and voting

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 or authority, must be deposited at the Registered Office of the Company at 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. The Form of Proxy may also be lodged electronically via Securities Services e-Portal at <https://sshsb.net.my/>. All resolutions set out in this notice of Meeting are to be voted by poll.

Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshsb.net.my/> by the registration cut-off date and time.

Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting available for download at https://techna-x.com/notice/15_AGM.html for further details.

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.