

TECHNA-X BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Techna-X Berhad (“TXB” or the “Company”) to be held at The Pavilion @ Royal Lake Club, Taman Tasik Perdana, Jalan Cenderamulia, Off Jalan Parlimen, 50480 Kuala Lumpur, Wilayah Persekutuan on Thursday, 8 February 2024 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION**PROPOSED REDUCTION OF TXB'S SHARE CAPITAL PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED CAPITAL REDUCTION”)**

THAT subject to the confirmation of the High Court of Malaysia and the approvals from the relevant authorities and/or parties being obtained (where applicable), approval be and is hereby given to the Board of Directors of TXB (“Board”) for the implementation of the Proposed Capital Reduction pursuant to Section 116 of the Act;

THAT the share capital of the Company be reduced and cancelled to the extent of RM1,199,734,780 and that such reduction be effected and satisfied by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets;

THAT the credit arising from the Proposed Capital Reduction shall be used to eliminate the accumulated losses of the Company and the surplus after the elimination of the Company's accumulated losses pursuant to the Proposed Capital Reduction, if any, shall be credited to the retained earnings account of the Company, which may be utilised in such manner as the Board deems fit and in the best interest of the Company, as permitted by the relevant and applicable laws as well as the Constitution of the Company;

AND THAT the Board of the Company be and is hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authorities to give effect to the Proposed Capital Reduction, and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Capital Reduction.”

ORDINARY RESOLUTION 1**PROPOSED SETTLEMENT OF AN AGGREGATE AMOUNT OF RM33,834,500 DEBT OWING TO CREDITORS BY TXB VIA THE ISSUANCE OF 2,487,830,882 NEW ORDINARY SHARES IN TXB AT ISSUE PRICE OF RM0.0136 PER ORDINARY SHARE (“TXB SHARE(S)” OR “SHARE(S)”) (“PROPOSED DEBT SETTLEMENT”)**

THAT subject to all the approvals and consents being obtained from all relevant authorities and/or parties (where applicable), including but not limited to the approval by Bursa Malaysia Securities Berhad for the listing of and quotation for 2,487,830,882 new TXB Shares (“Settlement Shares”) at an issue price of RM0.0136 each, the Board be and is hereby authorised to allot and issue the Settlement Shares in the manner and subject to the terms and conditions contained in the capitalisation agreements and/or supplementary capitalisation agreements entered into with TAP Partners Sdn Bhd, Debut Supreme Capital Sdn Bhd, Chan Kok San, Tee Sook Sing, Advance Opportunities Fund I, Advance Opportunities Fund and GIP Work Sdn Bhd (collectively referred to the “Creditors”);

THAT any pre-emptive rights to the Settlement Shares that each shareholder of TXB may have pursuant to the Section 85 of the Act read together with the Clause 17 of the Constitution of TXB be hereby waived;

THAT the Settlement Shares to be issued to the Creditors, shall upon allotment and issuance, rank pari passu in all respects with the then existing TXB Shares, save and except that the new TXB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of issuance and allotment of the Settlement Shares;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Debt Settlement to Creditors in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

ORDINARY RESOLUTION 2**PROPOSED CONSOLIDATION OF EVERY 20 EXISTING TXB SHARES INTO 1 TXB SHARE (“CONSOLIDATED SHARE(S)”) HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED SHARE CONSOLIDATION”)**

THAT subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities and/or parties being obtained (where applicable), approval be and is hereby granted to the Company to consolidate every 20 existing TXB Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board into 1 Consolidated Share and that such Consolidated Shares shall rank pari passu in all respects with one another;

THAT the fractional entitlements for the Consolidated Shares arising from the Proposed Share Consolidation, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised with full power to do all such acts, to take all such steps and to execute, enter into, sign and deliver for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, to give full effect to and to complete the Proposed Share Consolidation, with full power to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Board in its absolute discretion may deem fit and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Share Consolidation.”

ORDINARY RESOLUTION 3**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 251,587,641 NEW TXB SHARES (“RIGHTS SHARE(S)”) ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 CONSOLIDATED SHARE HELD, TOGETHER WITH UP TO 251,587,641 FREE DETACHABLE WARRANTS IN TXB (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE AND AT AN ISSUE PRICE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, and the approvals of all relevant authorities and/or parties being obtained for the Proposed Rights Issue with Warrants, approval be and is hereby given to the Board to undertake the Proposed Rights Issue with Warrants to provisionally issue and allot by way of renounceable rights issue of up to 251,587,641 Rights Shares together with up to 251,587,641 Warrants to the registered shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board (“Entitlement Date”), on the basis of 1 Rights Share for every 1 Consolidated Share held and 1 Warrant for every 1 Rights Share subscribed for on the Entitlement Date and at an issue price to be determined and announced by the Board at a later date;

THAT the Board be and is hereby authorised to allocate the excess Rights Shares with Warrants which are not subscribed or validly subscribed, if any, for excess application, in a fair and equitable manner on a basis to be determined and announced later by the Board;

THAT the fractional entitlements of the Rights Shares and Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT the Board be and is hereby authorised to enter into and execute the deed poll constituting the Warrants (“Deed Poll”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

THAT all the Rights Shares and the new TXB Shares to be issued arising from the exercise of Warrants shall, upon allotment and issuance, rank pari passu in all respects with each other and with the then existing TXB Shares in issue, save and except that the Rights Shares and the new TXB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of issuance and allotment of the Rights Shares and the new TXB Shares to be issued arising from the exercise of Warrant;

THAT the proceeds from the Proposed Rights Issue with Warrants be utilised for such purposes as set out in the circular to shareholders dated 16 January 2024 and that the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary or expedient, subject to the approval of the relevant authorities (where applicable);

AND THAT the Board be and is hereby empowered and authorised with full power to do all such acts, to take all such steps and to execute, enter into, sign and deliver for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, to give full effect to and to complete the Proposed Rights Issue with Warrants, with full power to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Board in its absolute discretion may deem fit and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Rights Issue with Warrants.”

**BY ORDER OF THE BOARD OF
TECHNA-X BERHAD****CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)****CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)**

Company Secretaries

Kuala Lumpur
16 January 2024**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 2 February 2024 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.
- 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.
- 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.
- 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 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 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.
- 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 Companies Act 2016:-
 - the constitution of the quorum at such meeting;
 - the validity of anything he did as chairman of such meeting;
 - the validity of a poll demanded by him at such meeting; or
 - the validity of the vote exercised by him at such meeting.
- 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.