

**TECHNA-X BERHAD**  
***(formerly known as Sino Hua-An International Berhad)***

[Registration No. 200601012477 (732227-T)]

(Incorporated in Malaysia)

MINUTES OF EXTRAORDINARY GENERAL MEETING OF TECHNA-X BERHAD (*FORMERLY KNOWN AS SINO HUA-AN INTERNATIONAL BERHAD*) ("**TXB**" OR "**COMPANY**") DEEMED HELD WHERE THE CHAIRMAN OF THE MEETING IS IN KUALA LUMPUR, WILAYAH PERSEKUTUAN AND ON A FULLY VIRTUAL BASIS HOSTED ON SECURITIES SERVICES E-PORTAL AT [HTTPS://SSHSB.NET.MY/](https://sshsb.net.my/) PROVIDED BY SS E SOLUTIONS SDN. BHD. IN MALAYSIA ON WEDNESDAY, 30 JUNE 2021 AT 11:30 A.M.

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**DIRECTORS PRESENT** : Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar  
(*Executive Chairman*)  
Datuk Lim Chih Li @ Lin ZhiLi  
(*Executive Director*)  
Ms. Lim See Tow  
(*Independent Non-Executive Director*)  
Mr. Balraj Singh Pannu A/L Gajjan Singh  
(*Independent Non-Executive Director*)

**ABSENT WITH APOLOGIES** Mr. Liu Guodong  
(*Managing Director*)  
Mr. Zhai Baoxing  
(*Independent Non-Executive Director*)

**IN ATTENDANCE** : Mr. Tony Foong  
(*Financial Controller*)  
Ms. Chua Siew Chuan  
(*Company Secretary*)  
Ms. Jessica Tee Hui Tian  
(*Assisting the Company Secretary*)  
Ms. Lim Yun Fang  
(*Assisting the Company Secretary*)  
Ms. Naya Ann Wong Tze Yee  
(*Assisting the Company Secretary*)

**INVITEES** : Mr. Cedric Choo Sia Teik  
[*Techna-X Berhad (formerly known as Sino Hua-An International Berhad)*]  
Mr. Kelvin Chew Loong Jin  
[*HLB AAC PLT (formerly known as Morison AAC PLT)*]  
Mr. Danny Wong  
(*M&A Securities Sdn. Bhd*)  
Mr. Leo Low  
(*Messrs. Teh & Lee*)

**MEMBERS** : As per Attendance List

**PROXY HOLDERS** : As per Attendance List

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**CHAIRMAN**

Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar ("**Tunku Chairman**") welcomed all for participating in the Extraordinary General Meeting ("**EGM**" or "**Meeting**") of the Company remotely through live streaming.

Tunku Chairman informed the Meeting that in view of the current coronavirus disease ("**COVID-19**") pandemic and in compliance with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia ("**Guidance Note**"), the Board had decided that the EGM be held on a fully virtual basis through live streaming and remote participation and voting facility hosted on Securities Services e-Portal ("**SSeP**") provided by SS E Solutions Sdn. Bhd.

Tunku Chairman then introduced the Directors, the Management, the Company Secretary, the External Auditors, the principal adviser and the solicitor who joined the Meeting remotely.

**QUORUM**

The requisite quorum being present pursuant to Clause 96 of the Company's Constitution, Tunku Chairman declared the Meeting duly convened.

**VOTING PROCEDURES**

Tunku Chairman informed that all resolutions set out in the Notice of the EGM would be voted by way of poll in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

The Meeting was informed that shareholder or proxy could post questions to the Board of Directors of the Company as well as vote using the remote participation and voting facilities.

Tunku Chairman informed that there were shareholders who could not participate in the Meeting remotely and had appointed him to vote on their behalf. Accordingly, Tunku Chairman would be voting in his capacity as proxy in accordance with the shareholders' instructions, where indicated.

Tunku Chairman briefed the Meeting that there was no legal requirement for a proposed resolution to be seconded and as such, the voting module had been made accessible to all to cast and submit their votes from the start of the Meeting and would continue to be accessible for an additional 10 minutes after the Meeting have dealt with all the questions transmitted during the Meeting.

Tunku Chairman then invited the Company Secretary to give an overview of the proceedings of the Meeting.

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**PROCEEDINGS**

Ms. Chua Siew Chuan, the Company Secretary informed that Tunku Chairman would take the Meeting through each item on the Agenda, followed by a question and answer ("Q&A") session. Shareholders and proxies were advised to use the text box within the same e-Portal page to transmit their questions or remarks during the Meeting.

The Meeting was informed that SS E Solutions Sdn. Bhd. was the poll administrator and Commercial Quest Sdn. Bhd. was the independent scrutineer to verify the results of the poll voting.

A step-by-step guide together with a short audio clip on the online voting module within SSeP was then played.

The Meeting noted that the Company was using the Record of Depositors as of 23 June 2021 for the EGM.

**NOTICE**

The Notice convening the Meeting having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

**LETTER RECEIVED FROM MINORITY SHAREHOLDERS WATCH GROUP ("MSWG")**

Tunku Chairman invited Mr. Tony Foong, the Financial Controller of the Company, to present the questions received from MSWG and the Management's response

Mr. Tony Foong informed that the Company had received a letter from MSWG dated 24 June 2021 and the Company had responded to the questions. The questions and also corresponding reply from the Company to MSWG were presented by Mr. Tony Foong, copies of which are annexed hereto as **Annexures "A" and "B"** respectively

**1.0 ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEE'S SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE ESOS FOR THE ELIGIBLE EMPLOYEES AS WELL AS EXECUTIVE AND NON-EXECUTIVE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED ESOS")**

Tunku Chairman informed that the first item on the Agenda was to approve the proposed establishment of an Employees' Share Option Scheme ("**ESOS**") of up to 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the ESOS for the eligible employees as well as Executive and Non-Executive Directors of the Company and its subsidiaries (excluding dormant subsidiaries).

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The Meeting noted that all the Directors of the Company were eligible to participate in the Proposed ESOS, and they were deemed interested in the Proposed ESOS to the extent of their respective proposed allocations of ESOS Options. Tunku Chairman further added that the respective Directors had and would continue to abstain from all deliberations and voting in respect of their interests pertaining to their respective allocation; and allocations to the person connected to them at the relevant Board's meetings and the EGM; and would also ensure that persons connected to them will also abstain from voting on the same at this EGM.

**2.0 ORDINARY RESOLUTIONS 2 TO 7  
PROPOSED GRANTING OF ESOS OPTIONS TO THE FOLLOWING  
DIRECTORS:-**

- (1) Y.A.M TUNKU NAQUIYUDDIN IBNI TUANKU JA'AFAR;**
- (2) LIU GUODONG;**
- (3) DATUK LIM CHIH LI @ LIN ZHILI;**
- (4) LIM SEE TOW;**
- (5) ZHAI BAOXING; and**
- (6) BALRAJ SINGH PANNU A/L GAJJAN SINGH**

Tunku Chairman informed that subject to the approval of Ordinary Resolution 1 above, the next item on the Agenda was to approve the proposed grant of ESOS Options to himself and the remaining existing (5) members of the Board, namely:-

- (1) Mr. Liu Guodong;
- (2) Datuk Lim Chih Li @ LinZhiLi;
- (3) Ms. Lim See Tow;
- (4) Mr. Zhai Baoxing; and
- (5) Mr. Balraj Singh Pannu A/L Gajjan Singh.

The Meeting noted that each grant of ESOS Options to the respective Directors would be voted on individually.

**3.0 Q&A SESSION**

The salient enquiry made by the shareholders as well as response from the Board of Directors was as follows:

**3.1 Request for E- vouchers.**

Shareholders could visit the M Squared application for discounts and offers.

**4.0 POLL VOTING**

At this juncture, the step-by-step guide together with a short audio clip on the online e-voting process was played again. Shareholders and proxies were given

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ten (10) minutes to cast and submit their votes. Thereafter, the Scrutineer proceeded to verify the poll results while the Company's corporate video was played for the viewing pleasure of all participants.

**5.0 ANNOUNCEMENT OF POLL RESULTS**

The Meeting resumed at 12:05 p.m. and Tunku Chairman then called the Meeting to order for the announcement of poll results.

The results of the poll as follows were shown on the screen:-

**5.1 PROPOSED ESOS**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 1</b>	358,245,460	99.8177	654,301	0.1823	Carried

Tunku Chairman declared that Ordinary Resolution 1 was **CARRIED** as follows:-

*"THAT subject to the approvals of all relevant authorities and/or parties (if required), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of the Company ("**Board**") be and is hereby authorised and empowered to:*

- (a) *establish, implement and administer the Proposed ESOS for the benefit of the eligible employees and Directors of TXB and its subsidiaries (excluding dormant subsidiaries) who meet the criteria of eligibility for participation in the Proposed ESOS ("**Eligible Person(s)**"), under which options will be offered to the Eligible Persons to subscribe for new ordinary shares in TXB ("**TXB Shares**") at a predetermined price ("**Options**") in accordance with the provisions of the by-laws governing the Proposed ESOS ("**By-laws**"), a draft of which is set out in Appendix I of the Circular to the shareholders of the Company dated 28 May 2021 ("**Circular**");*
- (b) *allot and issue such number of new TXB Shares from time to time to the Eligible Persons as may be required for the purpose of or in connection with the Proposed ESOS, provided that the maximum number of new TXB Shares to be allotted and issued pursuant to the exercise of the Options which may be granted under the Proposed ESOS shall not exceed fifteen percent (15%) of the total number of issued TXB Shares (excluding treasury shares) at any point of time throughout the duration of the Proposed ESOS and that such new TXB Shares to be allotted and issued upon the exercise of the Options under the Proposed ESOS will, upon allotment, issuance and full*

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*payment, rank pari passu in all respects with the then existing issued shares capital of the Company, except that the new TXB Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid where the entitlement date (namely the date as at the close of business on which shareholders of the Company must be entered in the record of securities holders established and maintained by Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") under the Rules of Bursa Depository in order to be entitled to any dividends, rights, allotments or other distributions) precedes the date of allotment of the new TXB Shares and will be subject to all the provisions of the Constitution of the Company and Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") relating to transfer, transmission or otherwise of the TXB Shares;*

- (c) *add to, amend, modify and/or delete all or any part of the By-laws governing the Proposed ESOS from time to time provided that such additions, modifications or amendments or deletions are effected and permitted in accordance with the provisions of the By-laws and Listing Requirements pertaining to employee share option schemes and Rules of Bursa Depository pursuant to Paragraph 2.12 of the Listing Requirements, and to do all such acts and to enter into all such transactions, arrangements and agreements and to make such rules and regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-laws;*
- (d) *do all things necessary and make the necessary applications to Bursa Securities for permission to deal in and for the listing of and quotation of the new ordinary shares in TXB that may, hereafter or from time to time, be allotted and issued pursuant to the Proposed ESOS;*

**AND THAT** *the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or as may be required or imposed by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed ESOS.*

**AND FURTHER THAT** *the draft By-laws, as set out in Appendix I of the Circular be and are hereby approved."*

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**5.2 Proposed Granting of ESOS Options to Y.A.M Tunku Naquiyuddin  
Ibni Tuanku Ja'afar**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 2</b>	73,228,180	99.1148	654,001	0.8852	Carried

Tunku Chairman declared that Ordinary Resolution 2 was **CARRIED** as follows:

***"THAT**, contingent upon the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the committee to be appointed and authorised by the Board from time to time in accordance with the By-laws to administer the Proposed ESOS ("**ESOS Committee**"), to offer and to grant to, at any time and from time to time throughout the duration of the Proposed ESOS, Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar, being the Executive Chairman of the Company, Options to subscribe for up to such number of new TXB Shares under the Proposed ESOS **PROVIDED THAT***

- (a) not more than 10% of the new TXB Shares to be issued under the Proposed ESOS is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued TXB Shares (excluding treasury shares, if any); and*
- (b) not more than 75% of the new TXB Shares available under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of TXB Group (excluding dormant subsidiaries within the TXB Group) on the basis that they are crucial to the performance of TXB Group as determined by the ESOS Committee at their sole and absolute discretion;*

***AND** subject always to such terms and conditions of the By-laws and/or adjustments which may be made in accordance with the provisions of the By-laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."*

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**5.3 Proposed Granting of ESOS Options to Liu Guodong**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 3</b>	358,245,460	99.8177	654,301	0.1823	Carried

Tunku Chairman declared that Ordinary Resolution 3 was **CARRIED** as follows:

***"THAT, contingent upon the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and to grant to, at any time and from time to time throughout the duration of the Proposed ESOS, Liu Guodong, being the Managing Director of the Company, Options to subscribe for up to such number of new TXB Shares under the Proposed ESOS PROVIDED THAT***

- (a) *not more than 10% of the new TXB Shares to be issued under the Proposed ESOS is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued TXB Shares (excluding treasury shares, if any); and*
- (b) *not more than 75% of the new TXB Shares available under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of TXB Group (excluding dormant subsidiaries within the TXB Group) on the basis that they are crucial to the performance of TXB Group as determined by the ESOS Committee at their sole and absolute discretion;*

***AND subject always to such terms and conditions of the By-laws and/or adjustments which may be made in accordance with the provisions of the By-laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."***



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**5.4 Proposed Granting of ESOS Options to Datuk Lim Chih Li @ LinZhiLi**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 4</b>	358,245,460	99.8177	654,301	0.1823	Carried

Tunku Chairman declared that Ordinary Resolution 4 was **CARRIED** as follows:

***"THAT**, contingent upon the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and to grant to, at any time and from time to time throughout the duration of the Proposed ESOS, Datuk Lim Chih Li @ Lin ZhiLi, being the Executive Director of the Company, Options to subscribe for up to such number of new TXB Shares under the Proposed ESOS **PROVIDED THAT***

- (a) *not more than 10% of the new TXB Shares to be issued under the Proposed ESOS is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued TXB Shares (excluding treasury shares, if any); and*
- (b) *not more than 75% of the new TXB Shares available under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of TXB Group (excluding dormant subsidiaries within the TXB Group) on the basis that they are crucial to the performance of TXB Group as determined by the ESOS Committee at their sole and absolute discretion;*

***AND** subject always to such terms and conditions of the By-laws and/or adjustments which may be made in accordance with the provisions of the By-laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time"*

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**5.5 Proposed Granting of ESOS Options to Lim See Tow**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 5</b>	358,245,435	99.8177	654,326	0.1823	Carried

Tunku Chairman declared that Ordinary Resolution 5 was **CARRIED** as follows:

***“THAT**, contingent upon the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and to grant to, at any time and from time to time throughout the duration of the Proposed ESOS, Lim See Tow, being the Independent Non-Executive Director of the Company, Options to subscribe for up to such number of new TXB Shares under the Proposed ESOS **PROVIDED THAT***

- (a) *not more than 10% of the new TXB Shares to be issued under the Proposed ESOS is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued TXB Shares (excluding treasury shares, if any); and*
- (b) *not more than 75% of the new TXB Shares available under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of TXB Group (excluding dormant subsidiaries within the TXB Group) on the basis that they are crucial to the performance of TXB Group as determined by the ESOS Committee at their sole and absolute discretion;*

**AND** *subject always to such terms and conditions of the By-laws and/or adjustments which may be made in accordance with the provisions of the By-laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”*

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**5.6 Proposed Granting of ESOS Options to Zhai Baoxing**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 6</b>	358,245,435	99.8177	654,326	0.1823	Carried

Tunku Chairman declared that Ordinary Resolution 6 was **CARRIED** as follows:

*"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and to grant to, at any time and from time to time throughout the duration of the Proposed ESOS, Zhai Baoxing, being the Independent Non-Executive Director of the Company, Options to subscribe for up to such number of new TXB Shares under the Proposed ESOS **PROVIDED THAT***

- (a) *not more than 10% of the new TXB Shares to be issued under the Proposed ESOS is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued TXB Shares (excluding treasury shares, if any); and*
- (b) *not more than 75% of the new TXB Shares available under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of TXB Group (excluding dormant subsidiaries within the TXB Group) on the basis that they are crucial to the performance of TXB Group as determined by the ESOS Committee at their sole and absolute discretion;*

**AND** *subject always to such terms and conditions of the By-laws and/or adjustments which may be made in accordance with the provisions of the By-laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."*

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**5.7 Proposed Granting of ESOS Options to Balraj Singh Pannu A/L Gajjan Singh**

Resolution	Vote For		Vote Against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 7</b>	358,245,435	99.8177	654,326	0.1823	Carried

Tunku Chairman declared that Ordinary Resolution 7 was **CARRIED** as follows:

***"THAT, contingent upon the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and to grant to, at any time and from time to time throughout the duration of the Proposed ESOS, Balraj Singh Pannu A/L Gajjan Singh, being the Independent Non-Executive Director of the Company, Options to subscribe for up to such number of new TXB Shares under the Proposed ESOS PROVIDED THAT***

- (a) *not more than 10% of the new TXB Shares to be issued under the Proposed ESOS is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued TXB Shares (excluding treasury shares, if any); and*
- (b) *not more than 75% of the new TXB Shares available under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of TXB Group (excluding dormant subsidiaries within the TXB Group) on the basis that they are crucial to the performance of TXB Group as determined by the ESOS Committee at their sole and absolute discretion;*

***AND subject always to such terms and conditions of the By-laws and/or adjustments which may be made in accordance with the provisions of the By-laws and Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."***

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**CONCLUSION**

There being no other business, Tunku Chairman concluded the Meeting and thanked all present for their attendance. The Meeting ended at 12:06 p.m.

SIGNED AS A CORRECT RECORD



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Y.A.M. TUNKU NAQUIYUDDIN  
IBNI TUANKU JA'AFAR  
CHAIRMAN

Dated: 30 June 2021