

TECHNA-X BERHAD

(formerly known as Sino Hua-An International 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 (*formerly known as Sino Hua-An International Berhad*) ("TXB" or the "Company") to 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 Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 30 June 2021 at 11:30 a.m. or immediately upon the conclusion of the Fifteenth Annual General Meeting of the Company to be held at the same broadcast venue at 10:00 a.m. on the same day, whichever is later, or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF TXB (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 ("DIRECTOR(S)") OF TXB AND ITS SUBSIDIARIES ("GROUP" OR "TXB GROUP") (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED ESOS")

"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:

- 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**");
- 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 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;
- 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;
- 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."

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF ESOS OPTIONS TO Y.A.M. TUNKU NAQUIYUDDIN IBNI TUANKU JAKAFAR

"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**

- 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
- 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."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF ESOS OPTIONS TO LIU GUODONG

"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**

- 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
- 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."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF ESOS OPTIONS TO DATUK LIM CHIH LI @ LIN ZHILI

"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**

- 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
- 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."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF ESOS OPTIONS TO LIM SEE TOW

"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**

- 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
- 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."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF ESOS OPTIONS TO ZHAI BAOXING

"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**

- 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
- 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."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF ESOS OPTIONS TO BALRAJ SINGH PANNU A/L GAJJAN SINGH

"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**

- 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
- 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."

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

Notes:

- 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 EGM or appoint proxy(ies) to attend, participate, speak and vote in his stead.
- A member entitled to attend and vote at the EGM 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 EGM, 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 EGM of the Company shall have the same rights as the member to attend, participate, speak and vote at the EGM.
- 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 EGM via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the EGM 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@sshb.com.my during the EGM. 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 EGM.
- 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.
- 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 Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The Form of Proxy may also be lodged electronically via Securities Services e-Portal at <https://sshb.net.my/>. All resolutions set out in this notice of EGM are to be voted by poll.

Should you wish to personally participate at the EGM remotely, please register electronically via Securities Services e-Portal at <https://sshb.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/EGM.html> for further details.

- 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 EGM and convening the EGM, 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.