

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting ("22nd AGM") of Genetec Technology Berhad ("Genetec" or the "Company") will be held at Multi-Purpose Hall, 2nd Floor, Lot 5, Jalan P10/12, Kawasan Perusahaan Bangi, 43650 Bandar Baru Bangi, Selangor Darul Ehsan, on Thursday, 27 August 2020 at 9.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors' fees of RM168,000 payable to the Non-Executive Directors of the Company for the financial year ending 31 March 2021. **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
3. To re-elect the following Directors who are due to retire pursuant to Clause 105 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - (i) Chin Kem Weng **Ordinary Resolution 2**
 - (ii) Hew Voon Foo **Ordinary Resolution 3**
4. To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following resolutions, with or without modifications thereto:-

5. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR - HEW VOON FOO** **Ordinary Resolution 5**
(Please refer to Explanatory Note 3)

"THAT, subject to the passing of Ordinary Resolution 3, Hew Voon Foo who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained to continue to act as an Independent Non-Executive Director of the Company."
6. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR - TEH KIM SENG** **Ordinary Resolution 6**
(Please refer to Explanatory Note 3)

"THAT Teh Kim Seng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained to continue to act as an Independent Non-Executive Director of the Company."

NOTICE OF ANNUAL GENERAL MEETING

7. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 7

(Please refer to Explanatory Note 4)

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be authorised and empowered pursuant to Sections 75 and 76 of the Act to:-

- (i) allot shares in the Company; and/or
- (ii) grant rights to subscribe for shares in the Company; and/or
- (iii) convert any security into shares in the Company; and/or
- (iv) allot shares under an agreement or option or offer,

from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever as may be determined by the Directors of the Company to be in the interest of the Company provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier; but an approval may be revoked or varied at any time by a resolution passed by shareholders of the Company in general meeting.

AND THAT the Directors of the Company be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the ACE Market of Bursa Securities AND be authorised to do all such acts and things including executing all relevant documents as the Directors may consider expedient or necessary to complete and give full effect to the above mandate."

8. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

Ordinary Resolution 8

(Please refer to Explanatory Note 5)

"THAT, subject to the provisions of the Companies Act 2016 ("the Act"), the Company's Constitution, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force, the Company be authorised, to the fullest extent permitted by law, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company ("Proposed Share Buy-Back") provided that:-

- (i) the aggregate number of ordinary shares which may be purchased and/or held by the Company at any point of time pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company including the shares previously purchased and retained as treasury shares (if any); and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares of the Company shall not exceed the total retained earnings of the Company, upon such terms and conditions as set out in the Statement/Circular to Shareholders date 27 July 2020.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the authority conferred by this resolution shall commence immediately upon the passing of this resolution and continue to be in force until:-
- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed, at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (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 ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the AMLR of Bursa Securities and/or any other relevant authorities.

THAT, upon completion of the purchase(s) by the Company of its own ordinary shares, the Directors of the Company be authorised to deal with the ordinary shares so purchased in their absolute discretion in all or any of the following manner:-

- (i) to cancel the shares so purchased;
- (ii) to retain the shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127 of the Act);
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (iv) in any other manner as may be permitted and prescribed by the Act, the AMLR of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT authority be given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991), and the entering into of all other agreements, arrangements and guarantee with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Board may in their discretion deem necessary and to do all such acts and things the Directors may deem fit and expedient in the best interest of the Company."

NOTICE OF ANNUAL GENERAL MEETING

9. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

Ordinary Resolution 9

(Please refer to Explanatory Note 6)

"THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be given for the Company and/or its subsidiaries, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in the Statement/Circular to Shareholders dated 27 July 2020 which are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiaries on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and the Proposed Renewal of Shareholders' Mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at that meeting; or
- (b) the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution."

10. To transact any other business that may be transacted at an Annual General Meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

LOW SOOK KUAN
(SSM PC No. 202008001384)
(MAICSA 7047833)
Company Secretary

Selangor Darul Ehsan
27 July 2020

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the forthcoming 22nd AGM, the Company shall be requesting a Record of Depositors as at 21 August 2020. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) or authorised representative to attend, speak and vote on his/her stead.
2. A member of the Company entitled to attend, speak and vote at the meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead. A proxy must be 18 years and above, and may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportion of the member's shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint more than one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee as defined under SICDA which holds ordinary shares in the Company for the multiple beneficial owners in one 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 but the proportion of holdings to be represented by each proxy must be specified.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of its officer or attorney of the corporation duly authorised in writing.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited as follows, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid:
 - (a) Deposit Hardcopy of Proxy Form
 To the Company's Share Registrar office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (b) Deposit of Proxy Form Electronically
 To Tricor Investor & Issuing House Services Sdn Bhd ("TIIH Online") at <https://tiih.online>. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Guide.
 - (c) The above Proxy Forms must be deposited accordingly latest by Tuesday, 25 August 2020 by 9.30 a.m.
7. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes to the Agenda:

1. Audited Financial Statements and Reports

Agenda 1 is meant for discussion only as the audited financial statements and reports are laid in accordance the provision of Section 340(1)(a) of the Companies Act 2016 and they do not require shareholders' approval. Hence, this agenda is not put forward for voting.

2. Payment of Directors' fees

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Board of Directors decided that the Directors' fees for the financial year ending 31 March 2021 ("FY2021") be maintained as the previous financial year for each Non-Executive Director. Followed by the resignation of a non-executive director, the proposed Directors' fees for FY2021 is RM168,000 (FY2020 : RM240,000).

The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees on current financial year basis, based on the current Board size and assuming that all Directors shall hold office until the end of the financial year. In the event the Directors' fees proposed is insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. Retention of Independent Non-Executive Directors of the Company

The proposed Ordinary Resolution 5 and 6, if passed, will allow the named Directors to continue to hold office as Independent Non-Executive Directors of the Company.

In line with the Malaysian Code on Corporate Governance, the Board on the recommendation of the Nomination Committee who has carried out an assessment of the Directors has recommended that Hew Voon Foo and Teh Kim Seng who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years be retained and continue to act as Independent Non-Executive Directors of the Company based on the following justifications as well as their contribution, as members of the Board and also Board Committees:-

- (a) They have fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.
- (b) They have relevant experience, expertise and competencies in serving the Board and remains objective in expressing their views and participating in deliberations and decision making of the Board and Board Committees.
- (c) They have in-depth knowledge of the Company's business operations and they are committed to devote sufficient time and efforts to the Company.
- (d) They have exercised due care in all undertakings of the Company and have acted and carried out their fiduciary duties in the interest of the Company during their tenure as Independent Directors.

4. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, if passed, is to renew the authority granted to the Directors of the Company to issue and allot shares up to and not exceeding in total 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company.

The Company has been granted a general authority by its shareholders at the last AGM held on 28 August 2019 and it will lapse at the conclusion of the 22nd AGM. As of the date of this Notice, the Company has not issued any new shares under the general authority which was granted at the last AGM.

The renewed mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to future investment project(s), business expansion and/or working capital purpose as the Directors may in their absolute discretion deem fit and to avoid any delay and cost in convening general meetings to approve such issue of shares.

NOTICE OF ANNUAL GENERAL MEETING

5. Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's own shares through Bursa Malaysia Securities Berhad up to 10% of the total number of issued shares of the Company. Please refer to Part A of the Statement/Circular to Shareholders dated 27 July 2020, which is accessible online on the Company's website at www.genetec.net, for detailed information.

6. Proposed Renewal of Shareholders' Mandate

The Ordinary Resolution 9, if passed, will give a mandate to the Group to enter into recurrent related party transactions of a revenue and/or trading nature pursuant to the Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to Part B of the Statement/Circular to Shareholders dated 27 July 2020, which is accessible online on the Company's website at www.genetec.net, for detailed information.