



**TECNIC GROUP BERHAD**  
(Company No. 302675-A)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Tecnic Group Berhad ("**Tecnic**" or the "**Company**") will be held at 11.00 a.m. on Thursday, 12 January 2017 at Cempaka Room, Level 3, Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan, Malaysia or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION BY THE COMPANY OF ALL THE EQUITY INTEREST HELD BY ROHAS-EUCO HOLDINGS SDN BHD ("RE HOLDINGS" OR "VENDOR") IN ROHAS-EUCO INDUSTRIES BERHAD ("REI") COMPRISING 68,377,306 ORDINARY SHARES OF RM1.00 EACH FOR A PURCHASE CONSIDERATION OF RM200,000,000 UPON THE TERMS AND CONDITIONS AS SET OUT IN THE SALE AND PURCHASE OF SHARES AGREEMENT ENTERED INTO BETWEEN THE COMPANY AND THE VENDOR DATED 28 JANUARY 2016 ("SSA") ("PROPOSED ACQUISITION")**

"**THAT** subject to the passing of the Ordinary Resolution 3 and the approvals of the relevant authorities/parties (if required) being obtained and the conditions precedent in the SSA being fulfilled or waived (as the case may be), approval be and is hereby given for the Company to acquire the entire issued and paid-up share capital of REI from RE Holdings at a purchase consideration of RM200,000,000 ("**Purchase Consideration**"), which will be satisfied via the issuance of 317,460,318 new ordinary shares of RM0.10 each in the Company ("**Consideration Shares**") at an issue price of RM0.63 per Consideration Share to the Vendor or its nominees upon the terms and subject to the conditions as set out in the SSA;

**THAT** pursuant to the terms of the SSA, approval be and is hereby given for the Company to allot and issue the Consideration Shares to the Vendor or its nominees;

**THAT** the Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing ordinary shares of RM0.10 per share in the Company, save and except that the holders of such Consideration Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of such Consideration Shares;

**AND THAT** the Board of Directors of the Company ("**Board**") be and is hereby authorised and empowered to give full effect to the Proposed Acquisition and the SSA with full powers to complete and implement the Proposed Acquisition in such manner as the Board may deem fit or necessary, including to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered the SSA and all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company.

**ORDINARY RESOLUTION 2**

**PROPOSAL TO DECLARE SPECIAL CASH DISTRIBUTION BY THE COMPANY TO ITS ENTITLED SHAREHOLDERS AMOUNTING TO ALL OF ITS CASH RESERVES SAVE AND EXCEPT FOR THE SUM EQUIVALENT TO THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AT PAR VALUE OF RM0.10 PER ORDINARY SHARE IN THE COMPANY AT THE ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED DISTRIBUTION")**

"**THAT** approval be and is hereby given for the Company to undertake and implement the special cash distribution amounting to all of its cash reserves save and except for the sum equivalent to the total issued and paid-up share capital of the Company at par value of RM0.10 per ordinary share in the Company to the shareholders of the Company whose names are registered in the Record of Depositors as at the entitlement date to be determined later ("**Entitlement Date**");

**AND THAT** the Board of Directors of the Company ("**Board**") be and is hereby authorised to give effect to the Proposed Distribution and to determine the Entitlement Date and to assent to any condition, modification, variation, arrangement and/or amendment as may be required, and/or imposed by any relevant authorities and the Board be and is hereby further empowered and authorised to take all steps and do all such acts, deeds, things and matters as they may deem fit or necessary or expedient in the best interest of the Company to give full effect to and complete the Proposed Distribution."

**ORDINARY RESOLUTION 3**

**PROPOSED OFFERING COMPRISING THE PROPOSED PUBLIC ISSUE OF NEW ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("TECNIC SHARES") ("PROPOSED PUBLIC ISSUE") AND PROPOSED OFFER FOR SALE BY TAN SRI NIK AWANG @ WAN AZMI BIN WAN HAMZAH, PUAN SRI NIK ANIDA BINTI NIK MANSHOR, SIA BUN CHUN AND CHAN LIEW HOON (COLLECTIVELY, THE "OFFERORS") ("PROPOSED OFFER FOR SALE") FOLLOWING THE PROPOSED MANDATORY GENERAL OFFER BY ROHAS-EUCO HOLDINGS SDN BHD ("VENDOR") AND OFFERORS TO ACQUIRE ALL THE REMAINING TECNIC SHARES NOT ALREADY OWNED BY THE VENDOR AND OFFERORS AT THE OFFER PRICE OF RM0.63 PER TECNIC SHARE FOLLOWING THE PROPOSED ACQUISITION ("PROPOSED MGO") (COLLECTIVELY THE PROPOSED PUBLIC ISSUE AND PROPOSED OFFER FOR SALE SHALL BE DEFINED AS "PROPOSED OFFERING")**

"**THAT** subject to the passing of the Ordinary Resolution 1, and the approvals of the relevant authorities/parties (if required) being obtained and the conditions precedent in the Sale and Purchase of Shares Agreement entered into between the Company and the Vendor dated 28 January 2016 being fulfilled or waived (as the case may be) and following the Proposed MGO, approval be and is hereby given to the Company to undertake and implement the Proposed Offering comprising a Proposed Public Issue and a Proposed Offer for Sale as follows, to ensure that at least 25% of the total listed Tecnic Shares are in the hands of a minimum number of 1,000 public shareholders holding not less than 100 Tecnic Shares each ("**Public Shareholding Spread Requirement**"):

- (a) a Proposed Public Issue which entails the issuance of up to 42,000,000 new Tecnic Shares ("**Public Issue Shares**"), representing approximately up to 10.50% of the enlarged issued and paid-up share capital of the Company, which will be implemented in the following manner:
  - (i) by way of placement to the selected investors as prescribed in Schedule 6 and Schedule 7 of the Capital Markets and Services Act, 2007 to be identified at a later date ("**Selected Investors**"); and
  - (ii) by way of application by the Malaysian public (excluding the existing and proposed directors of the Company and Rohas-Euco Industries Berhad ("**REI**"), substantial shareholders of the Company and REI, and persons connected or associated to them) ("**Public Balloting**") (if required to address the Public Shareholding Spread Requirement after the completion of the Proposed MGO and placement to the Selected Investors),  
at an issue price of RM0.63 per Public Issue Share; and
- (b) a Proposed Offer for Sale by the Offerors of up to 58,000,000 Tecnic Shares ("**Offer Shares**"), representing approximately up to 14.51% of the enlarged issued and paid-up share capital of the Company by way of placement to the Selected Investors at an offer price of RM0.63 per Offer Share ("**Offer Price**");

If the Public Shareholding Spread Requirement is met upon completion of the Proposed MGO, the Proposed Public Issue and Proposed Offer for Sale will be implemented by way of placement only and without Public Balloting;

**THAT** the Board of Directors of the Company ("**Board**") be and is hereby empowered and authorised to deal with any remaining Public Issue Shares arising from the Public Balloting portion which are not taken up including to appoint an underwriter(s) to subscribe for such unsubscribed portion, in such manner and on such terms and conditions as the Board shall in its absolute discretion deems fit, necessary and/or expedient or in the best interests of the Company;

**THAT** the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject however to the approval of the relevant authorities where required;

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Offering with full powers to negotiate, approve, agree and/or assent to any conditions, modifications, variations, revaluations and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute, sign and deliver and/or cause to be executed, signed and delivered all such documents, deeds, arrangements, undertakings, confirmations and/or declarations with any party or parties including but not limited to underwriting and placement agreements, and to do all such acts, things and matters it may deem fit, necessary and/or expedient or in the best interests of the Company."

**SPECIAL RESOLUTION 1**

**PROPOSED CHANGE OF NAME OF THE COMPANY**

"**THAT** subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities (if required) being obtained, the name of the Company be hereby changed from "Tecnic Group Berhad" to "Rohas Tecnic Berhad" ("**Proposed Change of Name**") with effect from the date of the Certificate of Incorporation on Change of Name under the name of Rohas Tecnic Berhad to be issued by the Companies Commission of Malaysia and that the name of the Company wherever appearing in the Memorandum and Articles of Association be amended accordingly;

**AND THAT** the Board of Directors of the Company ("**Board**") and/or the Secretary be and are hereby authorised to do or procure to be done all acts, deeds and things and to execute, sign and deliver and/or cause to be executed and delivered on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate and to carry out all necessary formality to effect the Proposed Change of Name."

By Order of the Board  
**TECNIC GROUP BERHAD**

**HO MENG CHAN (MACS 00574)**  
**WU SIEW HONG (MAICSA 7039647)**  
Company Secretaries

Petaling Jaya  
Selangor Darul Ehsan  
20 December 2016

**Notes:**

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint any person or persons to be his/her proxy or proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where two (2) or more proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid.
- 2) The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
- 3) If there is no indication as to how you wish your vote(s) to be cast, the proxy may vote or abstain from voting at his/her discretion.
- 4) The instrument appointing a proxy must be duly executed and deposited at the Registered Office of the Company at 308, Block A (3rd Floor), Kelana Business Centre, 97, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- 5) Depositors who appear in the Record of Depositors as at 5 January 2017 shall be regarded as Member of the Company entitled to attend the Extraordinary General Meeting or appoint a proxy or proxies to attend and vote on his/her behalf.