



**ROHAS TECNIC BERHAD**  
*(formerly known as Tecnic Group Berhad)*  
(Company No. 302675-A)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Rohas Tecnic Berhad (formerly known as Tecnic Group Berhad) ("RTB" or "Company") will be held at Hibiscus Room, Level 10, Double Tree by Hilton Hotel Kuala Lumpur, The Intermark, 348, Jalan Tun Razak, 50400 Kuala Lumpur on Monday, 16 October 2017 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 resolution:

**ORDINARY RESOLUTION**

**PROPOSED ACQUISITION OF 4,900,068 ORDINARY SHARES IN HG POWER TRANSMISSION SDN. BHD. ("HGPT"), REPRESENTING 75% OF THE ENTIRE ISSUED SHARE CAPITAL OF HGPT, FOR A PURCHASE CONSIDERATION OF RM91,660,000 TO BE SATISFIED VIA THE ALLOTMENT AND ISSUANCE OF 72,800,000 NEW ORDINARY SHARES IN RTB ("RTB SHARES") AT AN ISSUE PRICE OF RM0.95 PER RTB SHARE AND RM22,500,000 IN CASH ("PROPOSED ACQUISITION")**

**"THAT**, subject to the approvals of all relevant authorities and/or parties (if required) being obtained and the conditions precedent as set out in the conditional share sale agreement dated 24 July 2017 ("SSA") entered into by RTB with PT Safe Tower Systems Sdn. Bhd. and Kemuncak Agresif (M) Sdn. Bhd. being obtained/fulfilled or waived, approval and authority be and is hereby given to the Board of Directors of the Company ("**Board**") to acquire 4,900,068 ordinary shares in HGPT, representing 75% of the entire issued share capital of HGPT, for a purchase consideration of RM91,660,000 to be satisfied via:

- (i) allotment and issuance of 72,800,000 RTB Shares at the issue price of RM0.95 per RTB Share ("**Consideration Shares**"); and
- (ii) payment of RM22,500,000 in cash.

**THAT** pursuant to the terms of the SSA, approval and authority be and is hereby given to the Company to allot and issue the Consideration Shares to PT Safe Tower Systems Sdn. Bhd. and/or its nominee(s).

**THAT** the Consideration Shares shall, upon allotment and issue, rank equally in all respects with each other and with the then existing RTB Shares, save and except that the holders of the Consideration Shares shall not be entitled to any dividends, rights (including voting rights), allotments and/or any other distributions which may be declared, made or paid to the shareholders of RTB, the entitlement date of which is prior to the date of allotment of the Consideration Shares.

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or caused to be executed and delivered all the necessary documents, including the SSA and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or 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 or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

**BY ORDER OF THE BOARD**

**LAANG JHE HOW (MIA 25193)**  
**TAN KAH KOON (MAICSA 7066666)**

Company Secretaries

29 September 2017

**Notes:**

- (1) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 October 2017 shall be eligible to attend and vote at the EGM or appoint a proxy to attend and vote on his behalf. A proxy may but need not be a member of the Company.*
- (2) *A member who is an authorised nominee may appoint at least 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. A member other than an authorised nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. A member who 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.*
- (3) *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy.*
- (4) *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under Common Seal or under the hand of an officer or attorney duly authorised.*
- (5) *To be valid, the Form of Proxy must be completed, signed and deposited at the registered office of the Company at 149A, Jalan Aminuddin Baki, Taman Tun Dr Ismail, 60000 Kuala Lumpur not later than forty-eight (48) hours before the time set for the EGM or adjourned meeting.*