



ROHAS TECNIC 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 (“RTB” or “Company”) will be held at Ixora Room, Level 10, Double Tree by Hilton Hotel Kuala Lumpur, The Intermark, 348, Jalan Tun Razak, 50400 Kuala Lumpur on Tuesday, 8 May 2018 at 12.00 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE CONSTITUTION OF RTB (“PROPOSED AMENDMENT”)

“THAT approval be and is hereby given to the Company to alter, modify, vary and amend the Constitution of RTB by deleting the existing Article 5(2) of the Articles of Association in its entirety and substituting thereof with the following new Article 5(2):”

Existing Article 5(2)

every issue of shares or option to employees and/ or Directors of the Company shall be approved by the Members in general meeting and no director shall participate in such issue of shares or options unless the Members in general meeting have approved the specific allotment to be made to such a director and unless he holds office in an executive capacity.

Proposed Amendment - New Article 5(2)

every issue of shares or option to employees and/ or Directors of the Company shall be approved by the Members in general meeting and no director shall participate in such issue of shares or options unless the Members in general meeting have approved the specific allotment to be made to such a director.

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE GRANT SCHEME OF UP TO TEN PERCENT (10%) OF THE ISSUED SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME (“PROPOSED SGS”)

“THAT, subject to the passing of the Special Resolution and approvals of the relevant authorities for the Proposed SGS having been obtained and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised to establish, implement and administer a share grant scheme of up to ten percent (10%) of the total number of issued share capital of the Company (excluding treasury shares, if any) at any point in time for the benefit of the directors and eligible employees of the Company and its non-dormant subsidiaries who meet the criteria of eligibility for participation in the Proposed SGS (“Eligible Persons”) in accordance with the proposed by-laws (“By-Laws”) which is set out in Appendix I of the Company’s circular to shareholders dated 10 April 2018 (“Circular”);

THAT the Directors be and are hereby authorised to allot and issue from time to time such number of new ordinary shares in RTB (“Shares”) as may be required to be issued to the Eligible Persons who have accepted the grant of new Shares under the Proposed SGS (“SGS Grant”), provided always that the total number of new Shares to be allotted and issued shall not exceed ten percent (10%) of the total number of issued share capital of RTB (excluding treasury shares, if any) at any point in time during the duration of the Proposed SGS and that such new Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that they shall not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid to the shareholders of RTB, the entitlement date of which is prior to the date on which the new Shares are credited into the central depository system accounts of the respective Eligible Persons who have accepted the SGS Grant, upon vesting of their SGS Grant under the Proposed SGS;

THAT the Directors be authorised to capitalise an amount out of the retained profits of the Company and to apply the same for the purposes of issuing new Shares under the SGS Grant;

THAT the Board be and is hereby authorised to add, modify and/or amend any part of the provisions of the By-Laws and all rules, regulations and administration relating to the Proposed SGS and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed SGS, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;

THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed SGS and the terms of the By-Laws;

THAT the Board be and is hereby authorised to extend the Proposed SGS for a further period of up to 5 years or such longer duration as may from time to time be permitted by the relevant authorities without having to obtain further approvals of the shareholders of the Company in a general meeting (unless otherwise required by the Board or the relevant authorities) or the relevant regulatory authorities and to consent to and to adopt, if the Board so deems fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Proposed SGS;

THAT the Board be and is hereby authorised to give effect to the Proposed SGS with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws) as set out in Appendix I of the Circular as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the By-Laws of the Proposed SGS, as set out in Appendix I of the Circular, which are in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and are hereby approved.”

ORDINARY RESOLUTION 2

PROPOSED GRANT TO TAN SRI NIK AWANG @ WAN AZMI BIN WAN HAMZAH

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Tan Sri Nik Awang @ Wan Azmi Bin Wan Hamzah (Non-Independent Non-Executive Chairman) with up to 900,000 Shares, which will be vested to him pursuant to the Proposed SGS, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 3

PROPOSED GRANT TO SIA BUN CHUN

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Sia Bun Chun (Non-Independent Non-Executive Deputy Chairman) with up to 900,000 Shares, which will be vested to him pursuant to the Proposed SGS, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 4

PROPOSED GRANT TO WONG MUN KEONG

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Wong Mun Keong (Non-Independent Executive Director) with up to 7,000,000 Shares, which will be vested to him pursuant to the Proposed SGS, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 5

PROPOSED GRANT TO LEONG WAI YUAN

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Leong Wai Yuan (Non-Independent Executive Director) with up to 10,000,000 Shares, which will be vested to him pursuant to the Proposed SGS, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 6

PROPOSED GRANT TO SHAHRULANUAR BIN ISHAK

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Shahrulanuar Bin Ishak (Non-Independent Executive Director) with up to 7,000,000 Shares, which will be vested to him pursuant to the Proposed SGS, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 7

PROPOSED GRANT TO CHEE SUAN LYE

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Chee Suan Lye (Senior Independent Non-Executive Director) with up to 900,000 Shares, which will be vested to her pursuant to the Proposed SGS, subject always to the following provisions:

- she must not participate in the deliberation or discussion of her own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 8

PROPOSED GRANT TO MOHAMED TARMIZI BIN ISMAIL

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Mohamed Tarmizi Bin Ismail (Independent Non-Executive Director) with up to 900,000 Shares, which will be vested to him pursuant to the Proposed SGS, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 9

PROPOSED GRANT TO AMIRUL AZHAR BIN BAHAROM

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Amirul Azhar Bin Baharom (Independent Non-Executive Director) with up to 900,000 Shares, which will be vested to him pursuant to the Proposed SGS, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 10

PROPOSED GRANT TO DR IR. JEYANTHI A/P RAMASAMY

“THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, the Board be and is hereby authorised at any time, and from time to time throughout the duration of the Proposed SGS, to award to Dr Ir. Jeyanthi A/P Ramasamy (Independent Non-Executive Director) with up to 900,000 Shares, which will be vested to her pursuant to the Proposed SGS, subject always to the following provisions:

- she must not participate in the deliberation or discussion of her own allocation of new Shares to be issued under the Proposed SGS; and
- that not more than ten percent (10%) of the Shares available under the Proposed SGS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the issued shares (excluding treasury shares) of the Company,

and provided always that it is in accordance with such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed SGS as set out in Appendix I of the Circular.”

BY ORDER OF THE BOARD

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

10 April 2018

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 April 2018 shall be eligible to attend and vote at the EGM or appoint a proxy to attend and vote on his behalf. A proxy must not be a member of the Company.
- 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.
- 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.
- 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.
- 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.