



ROHAS TECNIC BERHAD

(Company No. 302675-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth (25th) Annual General Meeting of the Rohas Tecnic Berhad will be held at BE@M, M Floor, Sheraton Imperial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 29 May 2019 at 9:30 am for the following purposes:

SPECIAL RESOLUTION:

To consider and if thought fit, to pass the following Resolution as Special Resolution:-

1. **PROPOSED ADOPTION OF NEW COMPANY'S CONSTITUTION** (Special Resolution 1)

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the "Annexure A" accompanying the Company's Annual Report for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note on Ordinary Business 1)
2. To approve the payment of a final single-tier dividend of 1 sen per ordinary share in respect of the financial year ended 31 December 2018. (Ordinary Resolution 1)
3. To re-elect the following Directors, each of whom retires in accordance with Articles 104 of the Company's Articles of Association and being eligible, offers herself/himself for re-election :-
- Mohamed Tarmizi bin Ismail (Ordinary Resolution 2)
- Chee Suan Lye (Ordinary Resolution 3)
- Amirul Azhar Bin Baharom (Ordinary Resolution 4)
4. To re-elect the following Directors, each of whom retires in accordance with Articles 109 of the Company's Articles of Association and being eligible, offers herself/himself for re-election :-
- Wan Afzal-Aris Bin Wan Azmi (Ordinary Resolution 5)
- Khor Yu Leng (Ordinary Resolution 6)
5. To approve the Directors' fees and benefits of RM475,000 for Rohas Tecnic Berhad in respect of the financial year ended 31 December 2018. (Ordinary Resolution 7)
6. To approve payment of Directors' fees and benefits for Rohas Tecnic Berhad from 1 January 2019 until the conclusion of the next Annual General Meeting of the Company. (Ordinary Resolution 8)
7. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration (Ordinary Resolution 9)

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:-

8. **ORDINARY RESOLUTION** (Ordinary Resolution 10)

AUTHORITY TO ISSUE SHARES

"THAT, subject always to the Companies Act 2016, the Company's Constitution and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the total number of issue shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

9. To transact any other business of the Company of which due notice shall have been given

BY ORDER OF THE BOARD

LAANG JHE HOW (MIA 25193)

Company Secretary

30 April 2019

Notes:

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 May 2019 shall be eligible to attend and vote at this AGM 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, this 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 AGM or adjourned meeting.

Explanatory notes on Special Resolution:-

Special Resolution 1 – Proposed Adoption of New Company's Constitution

The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the enforcement of Companies Act 2016 and the amended Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad

Explanatory notes on Ordinary Businesses:-

Item 1 - Audited Financial Statements

The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, shall not be put forward for voting

Ordinary Resolution 7 – Directors Fees and Benefits 2018

The payment of the Directors' fees and benefits for financial year ended 31 December 2018, the details of which are set out in Corporate Governance Overview Statement on page 40 of the Annual Report.

Ordinary Resolution 8 – Directors' Fees and Benefits 2019

The Directors' fees and benefits proposed for the period from 1 January 2019 up to 31 December 2019 are calculated based on the current Board size and number of scheduled Board and Committee meetings for 2019. This resolution is to facilitate payment of Directors' fees and benefits on a current financial year basis. In the event the proposed amount is insufficient, e.g. due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

Ordinary Resolution 10 – Authority for Directors to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

This resolution is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting ("AGM"), authority to allot shares in the Company up to and not exceeding in total ten per cent (10%) of the total number of issued shares of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

This mandate is a renewal of the last mandate granted to the Directors at the Twenty- Fourth (24th) Annual General Meeting held on 8 May 2018 and which will lapse at the conclusion of the Twenty-Fifth (25th) Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the last mandate.

The general mandate from shareholders is to provide the Company the flexibility to undertake any share issuance during the financial year without having to convene a general meeting. The rationale for this proposed mandate is to allow for possible share issue and/or fund raising exercises including placement of shares for the purpose of funding current and/or future investment project, working capital and/or acquisitions as well as in the event of any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on urgent basis and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s). In any event, the exercise of the mandate is only to be undertaken if the Board considers it to be in the best interest of the Company.