

## ROHAS TECNIC BERHAD

(Registration No. 199401016997 (302675-A))  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Twenty-Sixth (26th) Annual General Meeting of Rohas Tecnic Berhad will be held on a fully virtual basis at the broadcast venue at Board Room, 15th Floor, East Wing, Rohas PureCircle, 9, Jalan P. Ramlee, 50250 Kuala Lumpur. on Thursday, 9 July 2020 at 10:00 a.m. for the following purposes:

### AS ORDINARY BUSINESS:

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| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 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 0.5 sen per ordinary share in respect of the financial year ended 31 December 2019.   | (Ordinary Resolution 1)   |
| 3. | To re-elect the following Directors, each of whom retires in accordance with Clause 139 of the Company's Constitution and being eligible, offers himself for re-election: -<br><br>Sia Bun Chun<br>Wong Mun Keong<br>Leong Wai Yuan | (Ordinary Resolution 2)<br><br>(Ordinary Resolution 3)<br><br>(Ordinary Resolution 4) |
| 4. | To re-elect Wan Afzal-Aris Bin Wan Azmi who retires in accordance with Clause 144 of the Company's Constitution and being eligible, offers him for re-election.   | (Ordinary Resolution 5)   |
| 5. | To approve the Directors' fees and benefits payable to the Non-Executive Directors upto RM650,000.00 from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company.                    | (Ordinary Resolution 6)   |
| 6. | To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration   | (Ordinary Resolution 7)   |

### AS SPECIAL BUSINESS:

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

- |    |  |                         |
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| 7. | <p><b>ORDINARY RESOLUTION</b><br/><b>AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016</b></p> <p>"THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to the Act, to issue and allot shares in capital of 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 20% of the total number of issued shares of the Company for the time being (hereinafter referred to as "<b>20% General Mandate</b>");</p> | (Ordinary Resolution 8) |
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**AS SPECIAL BUSINESS: (CONT'D)**

7. **ORDINARY RESOLUTION  
AUTHORITY TO ISSUE SHARES PURSUANT TO THE  
COMPANIES ACT 2016 (CONT'D)**

(Ordinary Resolution 8)

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 pursuant to the 20% General Mandate from Bursa Malaysia Securities Berhad.

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given or 31 December 2021, as empowered by Bursa Malaysia Berhad pursuant to their letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting (hereinafter referred to as "Expiry Date")."

8. 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

SSM PC No.:201908002558

Company Secretary

11 June 2020

**Notes:**

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 2 July 2020 shall be eligible to attend (virtually) and vote at this Annual General Meeting ("AGM"), or appoint a proxy to attend (virtually) 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 not more than two (2) proxies in respect of each securities account he 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 (virtually) 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 he holds.

As guided by the Securities Commission's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and subsequently revised on 14 May 2020, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to [eservices@sshb.com.my](mailto:eservices@sshb.com.my) during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.

- (3) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportions of the member's 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) Appointment of proxy and registration for remote participation and voting**

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 at SS E Solutions Sdn Bhd, of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshb.net.my/>. All resolutions set out in this notice of meeting are to be voted by poll.

Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://www.sshb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting for further details.

The Administrative Guide on the Conduct of a Fully Virtual General Meeting is available for download at [rohastecnic.com](http://rohastecnic.com).

- (6) The Board wishes to highlight that the Meeting may be re-scheduled and/or postponed in view of the current COVID-19 outbreak and Malaysia Government's announcements or guidelines made from time to time. Please rest assured that all members/proxies including attendees shall be kept informed in the event of any unexpected changes.

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 6 – Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable ("Remuneration") to the Directors of the Company shall be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors ("NEDs") for the period from the conclusion of this Annual General Meeting up until the conclusion of the next Annual General Meeting of the Company. The Remuneration comprises Directors' fees, meeting attendance allowances and other emoluments.

The total Remuneration paid to the NEDs for the financial year ended 31 December 2019 was RM538,000.00 and the details of which are published in the Corporate Governance Report on the Company's website at [rohastecnic.com](http://rohastecnic.com).

The Remuneration payable for the NEDs for the period from the conclusion of this AGM until the conclusion of the next AGM of the Company ("Mandate Period") are estimated not to exceed RM650,000.00. The calculation is based on the estimated Directors' fees, the size of the Board and Board Committees and the number of meetings estimated to be held during the Mandate Period and possible travelling allowances required. The Board will seek shareholders' approval at the next AGM in the event the proposed Remuneration is insufficient.

### **Ordinary Resolution 8 – Authority to issue shares pursuant to the Companies Act 2016 ("the Act")**

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the 26th AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the 25th AGM of the Company held on 29 May 2019 (hereinafter referred to as the "Previous Mandate").

As at to-date, the Previous Mandate has not been utilised by the Company and therefore no proceeds have been raised therefrom.

Bursa Malaysia Berhad has via their letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit (hereinafter referred to as "the increased General Mandate") for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "20% General Mandate"). In addition, Bursa Malaysia Berhad has also accorded in its abovementioned letter that the increased General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021.

The Board would like to procure approval of its shareholders at the 26th AGM for the 20% General Mandate.

The purpose to seek the 20% General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting merely for such purpose. The 20% General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding its business plans, future investment project(s), working capital and/or acquisitions.

The 20% General Mandate will expire on the Expire Date as stipulated in the Ordinary Resolution 8 above. After having considered all aspects of the 20% General Mandate the Board is of the opinion that the adoption of the 20% General Mandate would be in the best interest of the Company and its shareholders, on the following basis: -

- The interest of the Company as well as its long-term shareholders should be in congruence on the issue of long term sustainability of the Company as only a business operation with healthy and sufficient working capital could generate positive returns to the Company and its shareholders.
- Given the outbreak of Coronavirus Disease 2019 ("COVID-19") pandemic and the subsequent imposition of the Movement Control Order by the Malaysian Government to contain the COVID-19, the additional fund raising flexibility through the 20% General Mandate will enable the Company, should it require to do so, to meet its funding requirements for working capital and operational expenditure, expeditiously and efficiently, without burdening the shareholders with a separate general meeting during this challenging period.
- The 20% General Mandate accorded by Bursa Malaysia Berhad has provided flexibility to the cash flow planning of the Company should the Company requires additional funding for the business contingency plans to mitigate the financial impact of COVID-19, if any.