



ROHAS TECNIC BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth (28th) Annual General Meeting ("AGM") ("28th AGM") of Rohas Tecnico Berhad ("the Company") will be held on a virtual basis at the broadcast venue at Board Room, 15th Floor, East Wing, Rohas PureCircle, 9, Jalan P. Ramlee, 50250 Kuala Lumpur, on Wednesday, 22 June 2022 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 2021 together with the Reports of the Directors and Auditors thereon. | (Please refer Explanatory Note A) |
| 2. 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 or herself for re-election:-
(i) Mohamed Tarmizi bin Ismail
(ii) Chee Suan Lye
(iii) Amirul Azhar Baharom. | (Ordinary Resolution 1)
(Ordinary Resolution 2)
(Ordinary Resolution 3) |
| 3. To approve the Directors' fees and benefits payable to the Non-Executive Directors of up to RM845,600.00 from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company. | (Ordinary Resolution 4) |
| 4. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 5) |

AS SPECIAL BUSINESS:

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

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| 5. ORDINARY RESOLUTION
AUTHORITY FOR DIRECTORS TO ISSUE SHARES | (Ordinary Resolution 6) |
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"THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby authorised and empowered, pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always 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, to be utilised for a period from the conclusion of this AGM until 31 December 2022 (as empowered by Bursa Securities pursuant to the extension of the implementation period of the enhanced general mandate announced by Bursa Malaysia Berhad on 23 December 2021) and thereafter, 10% of the total number of issued shares of the Company for the time being (as stipulated under Paragraph 6.03(1) of the Bursa Securities Main Market Listing Requirements) to be utilised before the conclusion of the next Annual General Meeting ("AGM") of the Company (hereinafter referred to as the "**General Mandate**").

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 General Mandate.

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

6. 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)
CHONG MEI YAN (MAICSA 7047707) (SSM PC No.: 202008001961)

Company Secretaries

29 April 2022

Notes:

- (1) As part of the initiatives to curb the spread of COVID-19, the 28th AGM will be conducted on a virtual basis by way of live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services e-Portal's platform at <https://sshsb.net.my/>. Please read carefully and follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely via the RPV facilities.
- (2) The Broadcast Venue, which is the main venue of the 28th AGM, is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 83 of the Company's Constitution, which requires the Chairman to be present at the main venue of the 28th AGM. Members, proxies and/or corporate representatives will not be allowed to be physically present at the Broadcast Venue on the day of the 28th AGM.
- With the RPV facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the 28th AGM.
- As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 28th AGM via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the 28th AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to eservices@sshsb.com.my during the 28th AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded via broadcast by the Chairman, Board of Directors and/or Management during the Meeting.
- (3) In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 June 2022 shall be eligible to attend (virtually) and vote at this Annual General Meeting ("AGM" or "Meeting"), or appoint a proxy to attend (virtually) and vote on his behalf. A proxy may but need not be a member of the Company.
- (4) 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 the member holds.
- (5) 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.
- (6) 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.
- (7) **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 Damansara, 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://sshsb.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://sshsb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Virtual General Meeting for further details.
- The Administrative Guide on the Conduct of a Virtual General Meeting is available for download at rohas tecnic.com.
- (8) 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:-

Note A - 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 Resolutions 1 to 3 – Re-election of Directors

In accordance with Clauses 139 and 144 of the Constitution of the Company, an election of Directors shall take place each year during the AGM. All directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A Director appointed or confirmed by ordinary resolution shall retire at the AGM in the subsequent year. One-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office yearly at the conclusion of the AGM. A retiring Director shall retain office until the close of the meeting at which he or she retires.

At the 28th AGM, the following Directors are standing for re-election as Directors of the Company, and being eligible, have offered themselves for re-election:-

- (i) Mohamed Tarmizi bin Ismail;
(ii) Chee Suan Lye; and
(iii) Amirul Azhar Baharom.

[(i) to (iii) hereinafter referred to as "**Retiring Directors**"]

The Board has endorsed the recommendation from the Nomination and Remuneration Committee ("**NRC**") to re-elect the Retiring Directors based on the satisfactory outcome of their respective Individual Directors Performance Evaluation. Further, they possess the required skill set to facilitate and contribute to the Board's effectiveness and value.

The Board had also through the NRC carried out assessment on the independence of Mohamed Tarmizi bin Ismail and Chee Suan Lye and is satisfied that they meet the criteria of independence as prescribed in the Main Market Listing Requirements of Bursa Securities.

The profiles of the Retiring Directors are set out in the Profiles of the Board of Directors on pages 20 to 21 of the Annual Report 2021.

Ordinary Resolution 4 – Directors' Fees and Benefits Payable

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 2021 was RM676,000 and the details of which are published in the Corporate Governance Report on the Company's website at rohas tecnic.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 RM845,600.00. 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, travelling allowances and premium for insurance coverage and/or possible claims for hospital, surgery and personal accident required. The Board will seek shareholders' approval at the next AGM in the event the proposed Remuneration is insufficient.

Ordinary Resolution 6 – Authority for Directors to issue shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the 28th AGM of the Company. The Company had been granted a general mandate by its shareholders at the 27th AGM of the Company held on 23 June 2021 (hereinafter referred to as the "**Previous Mandate**").

The Previous Mandate granted by the shareholders had not been utilised and hence, no proceeds were raised therefrom.

As part of Bursa Securities' continuous support and assistance to listed corporations in these trying and challenging times amid the COVID-19 pandemic, Bursa Securities had via its letter dated 23 December 2021 extended the implementation period of the increased 20% general mandate to allow a listed issuer to seek a higher than the general mandate under Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for new issue of securities by way of private placement ("20% General Mandate") up to 31 December 2022 provided that a listed issuer which has obtained shareholders' approval for the 20% General Mandate at a general meeting in 2021 but has not utilised it to issue new securities on or before 31 December 2021; or a listed issuer has not sought shareholders' approval for the 20% General Mandate at a general meeting in 2021.

The 20% General Mandate may be utilised to issue new securities until 31 December 2022, and thereafter, the 10% of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Securities shall apply ("10% General Mandate"). The 20% General Mandate and 10% General Mandate are sought to provide flexibility to the Company for allotment of shares without convening a general meeting, which may be both time and cost-consuming, if the need arises.

The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders, on the following basis:-

- The 20% General Mandate accorded by Bursa Securities will provide flexibility to the cash flow planning of the Company should the Company require additional funding for the business contingency plans to mitigate the financial impact of COVID-19, if any.
- The 20% General Mandate will also 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), and/or acquisitions.
- 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 COVID-19 pandemic, 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, operational expenditures expeditiously and efficiently, without burdening the shareholders with a separate general meeting during this challenging period.