

TWENTY-NINTH (29th) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth (29th) Annual General Meeting ("**AGM**") ("**29th AGM**") of Rohas Tecnic Berhad ("**the Company**") will be held virtually through live streaming and online remote voting at the broadcast venue at Board Room, 15th Floor, East Wing, Rohas Tecnic, 9, Jalan P. Ramlee, 50250 Kuala Lumpur ("**Broadcast Venue**") on Thursday, 15 June 2023 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 2022 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 or Clause 144 (where applicable) of the Company's Constitution and being eligible, offers himself for re-election: - | |
| (i) Tan Sri Wan Azmi Wan Hamzah (Clause 144) | (Ordinary Resolution 1) |
| (ii) Mr Sia Bun Chun (Clause 139) | (Ordinary Resolution 2) |
| Ms Khor Yu Leng who also retires by rotation in accordance with Clause 139 of the Company's Constitution, has expressed her intention not to seek re-election. Hence, she will retain office until the close of the 29 th AGM. | |
| 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 3) |
| 4. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 4) |

AS SPECIAL BUSINESS:

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

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| 5. ORDINARY RESOLUTION | (Ordinary Resolution 5) |
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AUTHORITY FOR DIRECTORS TO ISSUE SHARES

"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 Sections 75 and 76 of 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 of the Company may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being to be utilised before the conclusion of the next Annual General Meeting ("**AGM**") of the Company (hereinafter referred to as the "**General Mandate**").

THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Clauses 16 and 17 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to the General Mandate;

AND THAT the Directors of the Company 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 AGM of the Company."

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| 6. To transact any other business of the Company of which due notice shall have been given. |
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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
 28 April 2023

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Notes:

- (1) The 29th AGM will be conducted virtually by way of live streaming and online remote voting through the Remote Participation and Voting ("RPV") facilities to be provided by SS E Solutions Sdn. Bhd. via the Securities Services e-Portal 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 29th 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 require the Chairman to be present at the main venue of the 29th AGM. Members, proxies and/or corporate representatives will not be allowed to be physically present at the Broadcast Venue on the day of the 29th 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 29th 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 29th AGM via real time submission of typed texts through a text box within the Securities Services e-Portal platform during the live streaming of the 29th 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 29th 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 2 June 2023 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. For 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 rohastecnic.com.

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 for voting.

Ordinary Resolutions 1 to 2 – 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. Each director shall retire from office at least once in every 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 29th AGM, the following Directors are standing for re-election as Directors of the Company, and being eligible, have offered themselves for re-election:-

- (i) Tan Sri Wan Azmi Wan Hamzah (Clause 144)
- (ii) Mr Sia Bun Chun (Clause 139)

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

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EXPLANATORY NOTES: - (Cont'd)

Ordinary Resolutions 1 to 2 – Re-election of Directors (cont'd)

Ms Khor Yu Leng who also retires by rotation in accordance with Clause 139 of the Company's Constitution, has expressed her intention not to seek re-election. Hence, she will retain office until the close of the 29th AGM.

The Board has endorsed the recommendation from the Nomination and Remuneration Committee ("**NRC**") to re-elect the Retiring Directors as they have met all criteria as set forth in the Directors' Fit and Proper Policy of the Company and 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 profiles of the Retiring Directors are set out of in the Profiles of the Board of Directors on page 20 of the Annual Report 2022.

Ordinary Resolution 3 – 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 2022 was RM558,654.00, the details of which are published in the Corporate Governance Report on the Company's website at 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 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 5 – 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 29th AGM of the Company. The Company had been granted a general mandate by its shareholders at the 28th AGM of the Company held on 22 June 2022 (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.

This Proposed Resolution 5 which is an Ordinary Resolution, if passed, will grant a renewed general mandate and waiver of the statutory pre-emptive rights which will provide flexibility for the Company and will empower the Directors to issue new shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued share capital of the Company for the purpose of funding current and/or future investment projects, working capital, and/or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will be valid until the conclusion of the next AGM.