

# Thirty-First (31<sup>st</sup>) Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Thirty-First (31<sup>st</sup>) Annual General Meeting (“AGM”) (“31<sup>st</sup> AGM”) of Rohas Tecnic Berhad (the “Company”) will be held at Orkid Hall, Level 1, Hotel Royal Kuala Lumpur, Jalan Walter Grenier, 55100 Kuala Lumpur, Malaysia (“Meeting Venue”) on Tuesday, 10 June 2025 at 10:00 a.m. for the following purposes:

## AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note A)
2. To re-elect Chee Suan Lye, who retires by rotation in accordance with Clause 139 of the Company’s Constitution and being eligible, offers herself for re-election: - (Ordinary Resolution 1)  
  
Tan Sri Wan Azmi Wan Hamzah who also retires by rotation in accordance with Clause 139 of the Company’s Constitution, has expressed his intention not to seek re-election. Hence, he will retain office until the conclusion of the 31<sup>st</sup> 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 2)
4. To re-appoint BDO PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 3)

## AS SPECIAL BUSINESS:

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

5. **ORDINARY RESOLUTION** (Ordinary Resolution 4)  
**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.

### BY ORDER OF THE BOARD

**TAN KAH KOON (MAICSA 7066666) (SSM PC No.: 201908001500)**

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

Company Secretaries

30 April 2025

### Notes:

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 June 2025 (General Meeting Record of Depositors) shall be eligible to attend and vote at this Annual General Meeting ("AGM" or "Meeting"), 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 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 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.
- (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) 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 the office of the Share Registrar, Securities Services (Holdings) Sdn. Bhd. at 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. All resolutions set out in this notice of meeting are to be voted by poll.

The Administrative Guide for the Conduct of a General Meeting is available for download at [rohastecnic.com](http://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 Resolution 1 – Re-election of Director

In accordance with Clause 139 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.

## Thirty-First (31<sup>st</sup>) Annual General Meeting (Cont'd)

At the 31<sup>st</sup> AGM, Chee Suan Lye is standing for re-election as Director of the Company ("**Retiring Director**"), and being eligible, has offered herself for re-election.

Tan Sri Wan Azmi Wan Hamzah who also retires by rotation in accordance with Clause 139 of the Company's Constitution, has expressed his intention not to seek re-election. Hence, he will retain office until the conclusion of the 31<sup>st</sup> AGM.

The Board has endorsed the recommendation from the Nomination and Remuneration Committee ("**NRC**") to re-elect the Retiring Director as she has met all criteria as set forth in the Directors' Fit and Proper Policy of the Company and based on the satisfactory outcome of her Individual Directors Performance Evaluation. Further, she possess the required skill set to facilitate and contribute to the Board's effectiveness and value.

The profile of the Retiring Director is set out of in the Profiles of the Board of Directors of the Annual Report 2024.

### Ordinary Resolution 2 – 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, benefits in kind and other emoluments.

The total Remuneration paid to the NEDs for the financial year ended 31 December 2024 was RM464,164.10, 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 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, benefits in kind 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 3 – Re-Appointment of Auditors

The Audit and Risk Management Committee ("**ARMC**") evaluated BDO PLT's performance, effectiveness, independence, and objectivity. Satisfied with this assessment, the ARMC recommended to the Board the re-appointment of BDO PLT as Auditors of the Company for the financial year ending 31 December 2025, with their remuneration to be determined by the Board. The Board endorsed the ARMC's recommendation and proposes it to the shareholders for approval at the 31<sup>st</sup> AGM.

### Ordinary Resolution 4 – 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 31<sup>st</sup> AGM of the Company. The Company had been granted a general mandate by its shareholders at the 30<sup>th</sup> AGM of the Company held on 11 June 2024 (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 4 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.