

**THIS STATEMENT/CIRCULAR OF ROHAS TECNIC BERHAD (“RTB” or “COMPANY”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the course of action to be taken, you should consult your stockbroker, banker, solicitor, accountant or other professional advisers immediately.

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ROHAS TECNIC BERHAD  
[Registration. No. 199401016997 (302675-A)]  
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS  
IN RELATION TO THE  
PROPOSED SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE  
ITS OWN SHARES (“PROPOSED SHARE BUY-BACK AUTHORITY”)**

The Proposed Share Buy-Back Authority will be tabled as Special Business at the Thirty-Second (“**32<sup>nd</sup>**”) Annual General Meeting (“**AGM**”) of Rohas Tecnic Berhad to be held at the Topas Room, Ground Floor, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on **Thursday, 11 June 2026 at 10.00 a.m.** and at any adjournment thereof.

The Notice of AGM together with the Form of Proxy, Administrative Guide, Annual Report 2025 and this Statement are published on the Company’s website at [rohastecnic.com](http://rohastecnic.com) and Bursa Malaysia’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com). Please follow the procedures in the Administrative Guide for the 32<sup>nd</sup> AGM in order to register, attend, participate and vote.

The Form of Proxy must 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. Alternatively, Proxy Form may be submitted to Securities Services (Holdings) Sdn. Bhd. (“SSHSB”) via facsimile (Fax No.: 03-2094 9940/ 03-2095 0292) or by email to [info@sshshb.com.my](mailto:info@sshshb.com.my), in either case, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

Last date and time for lodging the Form of Proxy : Tuesday, 9 June 2026 at 10.00 a.m.

Date and time of Annual General Meeting : Thursday, 11 June 2026 at 10.00 a.m.

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## DEFINITIONS

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For the purpose of this Statement, except where the context otherwise requires, the following definitions shall apply: -

<b>Act</b>	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof
<b>AGM</b>	:	Annual General Meeting of the Company
<b>Annual Report 2025</b>	:	The Annual Report of Rohas Tecnic Berhad issued for the financial year ended 31 December 2025
<b>Board</b>	:	The Board of Directors of Rohas Tecnic Berhad
<b>Bursa Securities</b>	:	Bursa Malaysia Securities Berhad [Registration. No. 200301033577 (635998-W)]
<b>Director(s)</b>	:	The director(s) of Rohas Tecnic Berhad
<b>Code</b>	:	Malaysian Code on Take-Overs and Mergers 2016 and any amendments made thereto from time to time
<b>EPS</b>	:	Earnings per share
<b>RTB or Company</b>	:	Rohas Tecnic Berhad [Registration. No. 199401016997 (302675-A)]
<b>Rohas Group or Group</b>	:	Rohas Tecnic Berhad and its subsidiary companies, collectively
<b>Listing Requirements</b>	:	Main Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time
<b>LPD</b>	:	23 April 2026 being the latest practicable date before the printing of this document
<b>NA</b>	:	Consolidated net assets of the Group
<b>Proposed Share Buy-back</b>	:	Proposed authority for the Company to purchase its own Shares of up to 10% of its total number of issued Shares
<b>RM and sen</b>	:	Ringgit Malaysia and sen respectively
<b>Share(s)</b>	:	Ordinary share(s) in the Company

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**DEFINITIONS (cont'd)**

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All references to “you” in this Statement are to the shareholders of our Company.

Words denoting the singular number shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of day and date of this Statement is a reference to Malaysian time and date, unless otherwise stated.

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**ROHAS TECNIC BERHAD**  
[Registration No. 199401016997 (302675-A)]  
(Incorporated in Malaysia)

**Registered Office**

29-2, Level 29, Oval Damansara,  
685, Jalan Damansara,  
Taman Tun Dr. Ismail,  
60000 Kuala Lumpur,  
W.P. Kuala Lumpur, Malaysia.

30 April 2026

**Board of Directors**

Sia Bun Chun (*Non-Independent Non-Executive Chairman*)  
Dr. Ir. Jeyanthi Ramasamy (*Independent Non-Executive Director*)  
Shaharuddin Zainuddin (*Independent Non-Executive Director*)  
Kamarol Zaman Radzak (*Independent Non-Executive Director*)  
Wan Afzal-Aris Wan Azmi (*Non-Independent Non-Executive Director*)  
Amylia Azlan (*Independent Non-Executive Director*)

**To: The Shareholders of Rohas Tecnic Berhad**

Dear Sir/Madam

**PROPOSED SHARE BUY-BACK AUTHORITY**

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**1. INTRODUCTION**

The Company had on 14 April 2026, announced through Bursa Securities the Company's intention to seek its shareholders' approval for the Proposed Share Buy-Back Authority by way of an ordinary resolution at the forthcoming 32<sup>nd</sup> AGM of the Company.

The purpose of this Statement is to provide you with the relevant details of the Proposed Share Buy-Back Authority as well as to set out the recommendation of our Board and to seek your approval for the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming 32<sup>nd</sup> AGM.

## 2. DETAILS OF PROPOSED SHARE BUY-BACK

The Proposed Share Buy-back, if approved by the shareholders, will allow the Company to purchase its own Shares of up to ten per cent (10%) of its total number of issued Shares. The purchase of the Company's own Shares is subject to compliance with the Act, Listing Requirements and any prevailing rules and regulations issued by the relevant authorities at the time of the purchase.

Pursuant to Paragraph 12.17 of the Listing Requirements, the Company may only purchase its own Shares on Bursa Securities at a price which is not more than fifteen (15%) above the weighted average market price of the Shares for the past five (5) market days immediately preceding the date of the purchase.

In accordance with section 127(4) of the Act, Shares purchased pursuant to the Proposed Share Buy-back may be cancelled or retained as treasury shares or a combination of both. The treasury shares retained may be resold on Bursa Securities or distributed to shareholders as share dividends or cancelled subsequently or dealt with in such manner as prescribed by the Act.

If the treasury shares are resold on Bursa Securities or transferred pursuant to Section 127(7) of the Act, the price must not be less than:

- (a) the weighted average market price of the Shares for the five (5) market days immediately preceding the date of resale or transfer; or
- (b) the discounted price of not more than five percent (5%) to the weighted average market price of the Shares for the five (5) market days immediately preceding the date of resale or transfer provided that:
  - (i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
  - (ii) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

The Proposed Share Buy-back shall be effective upon the passing of the ordinary resolution at the forthcoming 32nd AGM and may continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, at which time the authority will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier.

The Notice of AGM together with the Form of Proxy are enclosed in the Annual Report 2025.

### **3. RATIONALE FOR PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back, if implemented, will allow the Company to purchase its own Shares when the share price is transacted at levels which, in the Board's view, do not reflect the Group's underlying asset value and/or potential earnings capability. This is expected to stabilise the supply and demand of the Shares traded on the Main Market of Bursa Securities thereby supporting the fundamental value of the Shares.

### **4. POTENTIAL ADVANTAGES AND DISADVANTAGES**

The Shares purchased by the Company may be cancelled or retained as treasury shares. The treasury shares retained may be distributed as share dividends to reward the shareholders. If the treasury shares are resold on Bursa Securities, it will increase the financial resources available to the Company and will realise a potential gain if the treasury shares are resold at a higher price than their cost of purchase.

In addition, the purchase of the Company's own Shares would effectively reduce the number of Shares carrying voting and participation rights. As such, in arriving at the EPS of the Company, the earnings of the Company will be divided by a reduced number of Shares and thus, enhance the value of your investment in us due to the increase in the EPS of the Company.

On the other hand, the purchase of the Company's own Shares will reduce the financial resources available to the Group and may consequently result in the Group foregoing future investment opportunities and any income that may be derived from the deposit of funds in interest bearing instruments. It may also reduce the financial resources available for the repayment of the Group's borrowings, for working capital or for distribution in the form of dividends to the shareholders of the Company.

The actual treatment of the Shares purchased pursuant to the Proposed Share Buy-back would depend on, inter-alia, the prevailing equity market conditions and the financial position of the Company.

Nevertheless, the Board is of the view that the Proposed Share Buy-Back Authority is not expected to cause any material disadvantage to the Company and its shareholders, as it will be implemented only after careful consideration of the financial resources of the Company and its resultant impact. The Board will be mindful of the interest of the Company and its shareholders in implementing the Proposed Share Buy-Back Authority.

### **5. SOURCE OF FUNDS**

The purchase of the Company's own Shares pursuant to the Proposed Share Buy-back Authority will be funded from internally generated funds and/or borrowings and the maximum amount of funds allocated shall not exceed the retained profits of the Company. Based on the latest audited financial statements for the financial year ended 31 December 2025, the Company has RM4,999,399 in its retained profits.

The proportion of the internally generated funds and external borrowings to be allocated for the purchase of the Company's own Shares will only be determined later and will depend on the available internally generated funds, Group's total borrowings, the price and actual number of Shares to be purchased and other relevant cost factors.

If the Company partly finances the purchase of its own Shares by borrowings, the Board shall ensure that the Company has sufficient funds to repay the borrowings and that the repayment would have no material impact on the cash flow of the Company or the Group.

The Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Share Buy-Back Authority.

## 6. EFFECTS OF PROPOSED SHARE BUY-BACK

Assuming the Proposed Share Buy-back is carried out in full, its effects on the total number of issued Shares, NA, Group's working capital, consolidated earnings and EPS, and dividends are set out below: -

### a. Number of Issued Shares

Assuming the Company purchases 47,265,765 of its own Shares, representing ten percent (10%) of its total number of issued Shares as at the LPD, and that all the Shares purchased are cancelled, the effect on the total number of issued Shares of the Company will be as follows: -

	<u>No. of Shares</u>
Number of issued Shares as at the LPD	472,657,651
Less:	
Cancellation of Shares purchased pursuant to the Proposed Share Buy-back	(47,265,765)
Resultant number of issued Shares	<u><u>425,391,886</u></u>

The Proposed Share Buy-back will not have any effect on the number of issued Shares of the Company if all the Shares purchased are retained as treasury shares.

However, the rights attached to them as to voting, dividends and participation in other distributions and otherwise are suspended and the treasury shares shall not be considered in calculating the number or percentage of Shares or of a class of Shares for any purposes including substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

**b. NA**

The purchase of the Company's own Shares pursuant to the Proposed Share Buy-back will decrease the NA. However, the NA per Share may increase or decrease depending on the purchase price(s) of the Shares to be bought. NA per Share will decrease if the purchase price of the Shares exceeds the NA per Share at the time of purchase.

Conversely, the NA per Share will increase when the purchase price of the Shares is less than the NA per Share at the time of purchase.

**c. Working Capital**

The purchase of the Company's own Shares will reduce the working capital of Rohas Group, the quantum of which will depend on, amongst others, the purchase price and the number of Shares purchased and any associated costs incurred in making the purchase. However, if the treasury shares are subsequently resold on Bursa Securities, the working capital of the Group will increase.

**d. Earnings and EPS**

The effects of the purchase of the Company's own Shares on the consolidated earnings of Rohas Group are dependent on the purchase price, the number of Shares purchased and the effective funding cost of the purchases. The reduced number of Shares applicable in computing the EPS after the purchase of the Company's own Shares will generally have a positive impact, all else being equal, on the EPS of Rohas Group.

**e. Dividends**

The purchase of the Company's own Shares will have the effect of increasing the dividend rate of the Company as a result of the lower number of issued Shares in the Company (after excluding the treasury shares).

**7. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS**

Assuming that the Proposed Share Buy-back Authority is implemented in full and that the Shares purchased are from shareholders other than the Directors and/or substantial shareholders of the Company, its effects on the shareholdings of the Directors and/or substantial shareholders of the Company based on the Register of Directors and Register of Substantial Shareholders respectively as at the LPD are illustrated as follows: -

a. **Directors**

	As at LPD				After Proposed Share Buy-Back <sup>@</sup>			
	No. of Shares				No. of Shares			
	Direct	%	Indirect <sup>(1)</sup>	%	Direct	%	Indirect <sup>(1)</sup>	%
Sia Bun Chun	<sup>(2)</sup> 30,364,009	6.42	39,772,968	8.41	<sup>(2)</sup> 30,364,009	7.14	39,772,968	9.35
Dr. Ir. Jeyanthi	-	-	-	-	-	-	-	-
Shaharuddin Zainuddin	-	-	-	-	-	-	-	-
Kamarol Zaman Radzak	-	-	-	-	-	-	-	-
Wan Afzal-Aris Wan Azmi	-	-	-	-	-	-	-	-
Amylia Azlan	-	-	-	-	-	-	-	-

<sup>@</sup> Assuming the maximum of 47,265,765 Shares are bought-back by the Company and cancelled pursuant to the Proposed Share Buy-back

<sup>(1)</sup> Deemed interest by virtue of shares held by his spouse.

<sup>(2)</sup> Including shares held under Public Nominees (Asing) Sdn Bhd.

**b. Substantial Shareholders**

Substantial Shareholders	As at LPD				After Proposed Share Buy-Back <sup>@</sup>			
	No. of Shares				No. of Shares			
	Direct	%	Indirect <sup>(1)</sup>	%	Direct	%	Indirect <sup>(1)</sup>	%
Tan Sri Nik Awang @ Wan Azmi Bin Wan Hamzah	<sup>(2)</sup> 150,394,741	31.82	<sup>(3)</sup> 60,000,000	12.69	<sup>(2)</sup> 150,394,741	35.35	<sup>(3)</sup> 60,000,000	14.10
Puan Sri Nik Anida Binti Nik Manshor	<sup>(3)</sup> 60,000,000	12.69	<sup>(2)</sup> 150,394,741	31.82	<sup>(3)</sup> 60,000,000	14.10	<sup>(2)</sup> 150,394,741	35.35
Chan Liew Hoon	39,772,968	8.41	<sup>(4)</sup> 30,364,009	6.42	39,772,968	9.35	<sup>(4)</sup> 30,364,009	7.14
Sia Bun Chun	<sup>(4)</sup> 30,364,009	6.42	39,772,968	8.41	<sup>(4)</sup> 30,364,009	7.14	39,772,968	9.35

<sup>@</sup> Assuming the maximum of 47,265,765 Shares are bought-back by the Company and cancelled pursuant to the Proposed Share Buy-back

<sup>(1)</sup> Deemed interested by virtue of shares held by his/her spouse.

<sup>(2)</sup> Including shares held under Public Nominees (Tempatan) Sdn Bhd and Kenanga Nominees (Tempatan) Sdn Bhd.

<sup>(3)</sup> Including shares held under Kenanga Nominees (Tempatan) Sdn Bhd.

<sup>(4)</sup> Including shares held under Public Nominees (Asing) Sdn Bhd.

## **8. PUBLIC SHAREHOLDING SPREAD**

As at the LPD, the public shareholding spread of the Company was approximately 40.65%. If the Proposed Share Buy-back is implemented in full and assuming it will not reduce the number of Shares currently held by the Directors, the substantial shareholders of the Company or persons connected with the Directors and/or substantial shareholders, the public shareholding spread of the Company is expected to reduce to approximately 34.05%.

## **9. IMPLICATION RELATING TO THE CODE**

In the event the exercise of the Proposed Share Buy-Back Authority results in any Director, Major Shareholder and/or parties acting in concert with him/her/them triggering a mandatory offer obligation under the Code, the affected Director or Major Shareholder will be obliged to make a mandatory offer for the remaining Shares in the Company not already owned by him/her/them. However, an exemption may be sought from the Securities Commission by the affected Director or Major Shareholder under Section 219 the CMSA.

However, the Company does not intend to exercise the Proposed Share Buy-Back Authority such that it will trigger an obligation on the part of any shareholder to undertake a mandatory offer under the Code. In this respect, the Company will be mindful of the above implications of the Code in making any purchase of Shares pursuant to the Proposed Share Buy-Back Authority.

## **10. PURCHASE, RESALE AND CANCELLATION OF TREASURY SHARES MADE IN THE PRECEDING 12 MONTHS**

The Company has not made any purchase, resale, transfer or cancellation of its own Shares in the twelve (12) months preceding the date of this Statement. As at the LPD, no treasury shares were held by the Company.

## **11. PURCHASES IN LAST FINANCIAL YEAR**

The Company did not purchase any of its own Shares during the financial year ended 31 December 2025.

## **12. HISTORICAL SHARE PRICES**

The monthly highest and lowest transacted market prices of the Shares traded on Bursa Securities for the preceding 12 months are as follows:

<b>Year</b>	<b>Month</b>	<b>High (RM)</b>	<b>Low (RM)</b>
2025	April	0.235	0.200
	May	0.275	0.225
	June	0.250	0.220
	July	0.255	0.225

	August	0.245	0.210
	September	0.245	0.210
	October	0.310	0.215
	November	0.255	0.215
	December	0.250	0.220
2026	January	0.260	0.220
	February	0.260	0.220
	March	0.230	0.170
Last transacted market price of the Shares as at LPD			0.170

*(Source: Yahoo Finance)*

### **13. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

Save for the inadvertent proportionate increase in the percentage of the shareholdings and/or voting rights in their capacity as shareholders of the Company as a consequence of the implementation of the Proposed Share Buy-back Authority, none of the Directors or substantial shareholders of the Company or persons connected with them has any interest, direct or indirect, in the Proposed Share Buy-back Authority.

### **14. DIRECTORS' RECOMMENDATION**

The Board, after having considered all aspects of the Proposed Share Buy-back Authority, is of the opinion that the Proposed Share Buy-back Authority is in the best interest of the Company. Accordingly, they recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-back Authority to be tabled at the forthcoming 32<sup>nd</sup> AGM.

### **15. FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix for further information.

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**FURTHER INFORMATION**

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**1. RESPONSIBILITY STATEMENT**

The Directors have seen and approved this Statement and they collectively and individually accept full responsibility for the accuracy of the information contained in it and confirm to the best of their knowledge and belief, after making all reasonable enquiries that, there are no other facts the omission of which would make any statement in this Statement misleading.

**2. DOCUMENTS FOR INSPECTION**

The following documents are available for inspection at the Registered Office of the Company at 29-2, Level 29, Oval Damansara, 685, Jalan Damansara, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia during normal office hours from Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of the 32<sup>nd</sup> AGM: -

- (a) The Constitution of the Company; and
- (b) The audited financial statements of the Group and of the Company for the past two (2) financial years ended 31 December 2024 and 31 December 2025.

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