



**ROHAS TECNIC BERHAD**

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Rohas Tecnic Berhad ("**RTB**" or the "**Company**") will be held at Topas Room, Ground Floor, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 28 July 2026 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN ("LTIP") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE LTIP FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF RTB AND ITS SUBSIDIARY(IES) ("RTB GROUP" OR "GROUP") (EXCLUDING THOSE WHICH ARE DORMANT), WHO FULFIL THE ELIGIBILITY CRITERIA AS SET OUT IN THE BY-LAWS OF THE LTIP ("PROPOSED LTIP" OR "SCHEME")**

**"THAT** subject to the approvals of all relevant authorities (where required) being obtained, and to the extent permitted by law and the Constitution of the Company ("**Constitution**"), the Board be and is hereby authorised to:

- (a) establish, implement and administer the Proposed LTIP of up to 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the LTIP for the eligible directors and employees of RTB Group (excluding those which are dormant) ("**Eligible Persons**") in accordance with the provisions of the by-laws governing the Proposed LTIP ("**By-Laws**"), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 24 June 2026 ("**Circular**"), and to give full effect to the Proposed LTIP with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities. The Proposed LTIP comprises the proposed establishment of an employees' share scheme ("**Proposed ESS**") and proposed employees' share option scheme ("**Proposed ESOS**");
- (b) allot and issue and/ or transfer from time to time such number of ordinary shares in RTB to the Eligible Persons upon vesting of the employee share scheme awards pursuant to the Proposed ESS ("**ESS Awards**") and/ or exercise of the share options ("**ESOS Options**") pursuant to the Proposed ESOS ("**ESOS Grants**") under the Proposed LTIP, provided that the maximum number of RTB Shares which may be made available under the Proposed LTIP shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed LTIP;

- (c) the RTB Shares arising upon vesting of the ESS Awards and/ or exercising of the ESOS Options shall, upon allotment and issuance, rank equally in all respects with the existing RTB Shares and together with the RTB Shares procured by the Company, via the trustee if any, for transfer, shall:
- (i) be subject to the provisions of the Constitution; and
  - (ii) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing RTB Shares, the record date for which is on or after the date on which the RTB Shares are credited into the central depository system accounts of the Eligible Persons and shall in all other respects rank equally with other existing RTB Shares then in issue;
- (d) if required, establish a trust to be administered by a trustee(s) to be appointed by the Company ("**Trustee**") ("**Trust**") in accordance with the trust deed to be entered into between the Company and the Trustee ("**Trust Deed**"), and to authorise the Trustee to accommodate any transfer of Shares to the central depository system accounts of the Eligible Persons at a time when the Company shall direct, subscribe for and/ or acquire the necessary number of existing RTB Shares from the open market of Bursa Securities, and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/ or assistance, financial or otherwise from the Company and/or any company within RTB Group;
- (e) add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme from time to time provided that such additions, amendments, modifications and/or deletions are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP; and
- (f) do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued pursuant to the Proposed LTIP;

**THAT** the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP.

**THAT** the draft By-Laws, as set out in Appendix I of the Circular and which is in compliance with the Listing Requirements, be and is hereby approved and adopted.

**AND THAT** pursuant to Section 85(1) of the Companies Act 2016 read together with Clauses 16 and 17 of the Company's Constitution, approval be and is hereby given to waive and approve the disapplication of the pre-emptive rights of the existing shareholders of the Company to be offered new Shares ranking equally to the existing issued Shares arising from the allotment and issuance of new RTB Shares pursuant to the Proposed LTIP."

## ORDINARY RESOLUTIONS 2 TO 7

### PROPOSED ALLOCATION OF LTIP AWARDS TO THE ELIGIBLE DIRECTORS OF RTB AND EMPLOYEES WHO ARE PERSONS CONNECTED TO THE ELIGIBLE DIRECTORS PURSUANT TO THE PROPOSED LTIP ("PROPOSED ALLOCATION")

"**THAT** subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to the following persons, subject to the provisions of the By-Laws of the Proposed LTIP:

No.	Name	Ordinary resolutions
1.	Shaharuddin Bin Zainuddin <i>(Independent Non-Executive Chairman)</i>	Resolution 2
2.	Sia Bun Chun <i>(Non-Independent Non-Executive Director)</i>	Resolution 3
3.	Wan Afzal-Aris Bin Wan Azmi <i>(Non-Independent Non-Executive Director)</i>	Resolution 4
4.	Kamarol Zaman Bin Radzak <i>(Independent Non-Executive Director)</i>	Resolution 5
5.	Amylia Azlan <i>(Independent Non-Executive Director)</i>	Resolution 6
6.	Pauline Teh @ Pauline Teh Abdullah <i>(Independent Non-Executive Director)</i>	Resolution 7

provided always that:

- (a) the abovementioned persons must not participate in the deliberation or discussion of their own allocation, as well as that of the persons connected with them, under the Proposed LTIP; and
- (b) not more than 15.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to any Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Person, holds 20.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

**AND THAT** the Board be further authorised to issue such number of Shares pursuant to the Proposed LTIP and Proposed Allocation from time to time, to the abovementioned persons."

#### **BY ORDER OF THE BOARD OF ROHAS TECNIC BERHAD**

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

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

Kuala Lumpur

24 June 2026

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 July 2026 (General Meeting Record of Depositors) shall be eligible to attend and vote at this Extraordinary General Meeting ("EGM" 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 the EGM is available for download at [www.rohastecnic.com](http://www.rohastecnic.com).

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"). (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.