



**RHOMA HOLDINGS BERHAD**  
[Registration No. 201401040077 (1116225-A)]

**NOTIFICATION ON POSTPONEMENT OF THE SEVENTH ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 26 JULY 2021 AT 10.00 A.M.**

**Dear Shareholders,**

We refer to our earlier announcements made on 27 April 2021 and 2 June 2021 in relation to the Notice of the Seventh Annual General Meeting ("**AGM**") of the Company and its postponement, in light of the "total lockdown" implemented by the Government of Malaysia beginning 1 June 2021.

The Board of Directors ("**Board**") of the Company wishes to inform that the Seventh AGM of the Company which was originally scheduled to be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 15 June 2021 at 10.00 a.m. is now postponed to the date and time as set out below:-

**Day and Date** : **Monday, 26 July 2021**

**Time** : **10.00 a.m.**

The venue and all the agenda as stated in the Notice of the Seventh AGM dated 28 April 2021 remain unchanged, save and except for the following:-

The proposed Ordinary Resolution 1 for payment of final single tier dividend of 1.0 sen per ordinary share has been reclassified as an Interim Single Tier Dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2020 and will be paid on 15 July 2021. As such, the **Ordinary Resolution 1 is withdrawn**.

The Notice of Postponement of the Seventh AGM and revised Proxy Form are enclosed with this Notification and are available on our website at [www.rhoma.com](http://www.rhoma.com).

This Notification and other accompanying documents for the Postponed Seventh AGM ("**the Documents**") will be sent to the shareholders by ordinary post upon the upliftment of Full Movement Control Order.

Please take note that the aforesaid documents shall supersede the earlier issued on 28 April 2021. The instrument appointing a proxy that has been deposited at the office of the Share Registrar of our Company, Boardroom Share Registrars Sdn. Bhd. prior to this Notice of Postponement of the Seventh AGM shall remain valid unless a new instrument superseding the previous deposited instrument (if any) has been deposited at the office of Boardroom Share Registrars Sdn. Bhd. The instrument appointing a proxy that has been despatched prior to this Notice of Postponement of the Seventh AGM can still be used as the instrument appointing a proxy for the Postponed Seventh AGM.

You are advised to check the Company's announcement(s) at Bursa Malaysia Securities Berhad's website from time to time for the latest update on the AGM as the Company may not have sufficient time to despatch notification to its shareholders on subsequent changes, if any, in view of the current unprecedented situation.

If you require any assistance, kindly contact our Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 03-7890 4700 or email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com).

Thank you.

Your faithfully,  
**Rhone Ma Holdings Berhad**

Dato' Hamzah Bin Mohd Salleh  
Chairman

25 June 2021



## RHOMA HOLDINGS BERHAD

[Registration No. 201401040077 (1116225-A)]

### NOTICE OF POSTPONEMENT OF THE SEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Postponed Seventh Annual General Meeting (“AGM”) of Rhoma Holdings Berhad will be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 26 July 2021 at 10:00 a.m., or at any adjournment thereof, for the following purposes:-

#### AGENDA

##### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Final Single-Tier Dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2020.
- To approve the Directors’ Fees and Benefits Payable to the Non-Executive Directors of the Company and its subsidiaries amounting to RM299,200 per annum until the next AGM of the Company.
- To re-elect the following Directors retiring pursuant to Clause 95 of the Constitution of the Company:
  - Dr Yip Lai Siong
  - Teoh Chee Yong
  - Martin Jeyaratnam A/L Thiagaraj
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

[Please refer to Note A]

**Ordinary Resolution 1**

[Please refer to Note B]

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**Ordinary Resolution 6**

##### AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions with or without modifications:

##### 6. AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016

**Ordinary Resolution 7**

“THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares/ total number of voting shares of the Company (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad (“Bursa Securities”) and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

##### 7. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”) AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RRPT (“PROPOSED SHAREHOLDERS’ MANDATE”)

**Ordinary Resolution 8**

“THAT subject to the provision of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries (collectively referred to as “the Group”) to enter into any of the transactions falling within the types of existing and additional RRPT of a revenue or trading nature with specified classes of related parties which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arms’ length basis on normal commercial terms of the Group on terms not more favourable to the related parties than those generally available to the public and are not, in the Company’s opinion, detrimental to minority shareholders of the Company and that such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders’ Mandate.”

##### 8. PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

**Special Resolution 1**

“THAT the proposed amendment to the Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 28 April 2021 be and is hereby approved and adopted with immediate effect.

AND THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/ or expedient in order to implement, finalise and give full effect to the above transaction with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as the Directors may deem fit.”

- To transact any other business that may be transacted at an AGM of which due notice shall have been given in accordance with the Companies Act 2016 and Constitution of the Company.

By Order of the Board

TAI YIT CHAN (MAICSA 7009143) (SSM PC No.: 202008001023)

TAN AI NING (MAICSA 7015852) (SSM PC No.: 202008000067)

Company Secretaries

Selangor Darul Ehsan  
25 June 2021

##### NOTES:

- A proxy may but need not be a member.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 it holds.
- If the appointor is a corporation, this form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
- 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 with the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. [Registration No. 199601006647 (378993-D)] at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).  
Any notice of termination of person’s authority to act as a proxy must be forwarded to the Company prior to the commencement of the Postponed Seventh AGM or adjourned AGM.
- The instrument appointing a proxy that has been deposited at the office of the Share Registrar of our Company, Boardroom Share Registrars Sdn. Bhd. prior to this Notice of Postponement of the Seventh AGM shall remain valid unless a new instrument superseding the previous deposited instrument (if any) has been deposited at the office of Boardroom Share Registrars Sdn. Bhd.
- The instrument appointing a proxy that has been despatched prior to this Notice of Postponement of the Seventh AGM can still be used as the instrument appointing a proxy for the Postponed Seventh AGM.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 July 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/ or vote on his/her behalf.

##### EXPLANATORY NOTES:

###### Note A

**To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.**

This resolution is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

###### Ordinary Resolution 1 [Note B]

###### Payment of Final Single Tier Dividend

The proposed Ordinary Resolution 1 for payment of final single tier dividend of 1.0 sen per ordinary share has been reclassified as an Interim Single Tier Dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2020 and will be paid on 15 July 2021. As such, the **Ordinary Resolution 1 is withdrawn**.

###### Ordinary Resolution 7

###### Authority to Allot and Issue Shares by Directors Pursuant to Section 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, if passed, will give flexibility to the Directors of the Company to issue shares and allot up to a maximum of ten per centum (10%) of the total number of issued shares/ total number of voting shares of the Company (excluding treasury shares) at the time of such allotment and issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders’ approval as and when the Company issues new shares for future business opportunities for the purpose of funding investment project(s), working capital and/ or acquisitions and thereby reducing administrative time and cost associated with the convening of such meeting(s). The Company had issued and allotted 5,279,411 ordinary shares, representing 2.70% of the total number of issued shares in satisfaction of part of the RM5,390,000 purchase consideration for the acquisition of 49% equity interest in One Lazuli Sdn Bhd amounting to RM3,590,000 since obtaining the said authority from its shareholders at the last AGM held on 16 June 2020.

###### Ordinary Resolution 8

###### Proposed Shareholders’ Mandate

The proposed Ordinary Resolution 8, if passed, will allow the Company to enter into existing and additional RRPT in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities and the necessity to convene separate general meetings from time to time to seek shareholders’ approval as and when such RRPT occur would not arise. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Company or affecting the business opportunities available to the Company. The Proposed Shareholders’ Mandate is subject to renewal on an annual basis.

Further information on the Proposed Shareholders’ Mandate is set out in the Circular to Shareholders dated 28 April 2021.

###### Special Resolution 1

###### Proposed Amendment to the Constitution

The proposed Special Resolution, if passed, will render the Constitution of the Company to provide greater clarity and to ensure compliance with the relevant statutory requirements so as to update in accordance to the latest development of governance.

Further information on the Proposed Amendment to the Constitution is set out in the Circular to Shareholders dated 28 April 2021.

##### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

**REVISED PROXY FORM****CDS ACCOUNT NO. OF AUTHORISED NOMINEE****NUMBER OF SHARES HELD****RHOMA MA HOLDINGS BERHAD**[Registration No. 201401040077 (1116225-A)]  
(Incorporated in Malaysia)I/We, \_\_\_\_\_ NRIC/Company No. \_\_\_\_\_  
(Full name in block letters)of \_\_\_\_\_  
(Full Address)being a member/members of **RHOMA MA HOLDINGS BERHAD**, hereby appoint \_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_  
(Full name in block letters) (Full Address)or failing him/her, \_\_\_\_\_ of \_\_\_\_\_  
(Full name in block letters) (Full Address)

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Postponed Seventh Annual General Meeting ("**AGM**") of Rhoma Ma Holdings Berhad to be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 26 July 2021 at 10.00 a.m. and at any adjournment thereof.

*Mark either box if you wish to direct the proxy how to vote. If no mark is made the proxy may vote on the resolution or abstain from voting as the proxy thinks fit. If you appoint two proxies and wish them to vote differently this should be specified.*

My/our proxy/proxies is/are to vote as indicated below:

NO.	RESOLUTION	FOR	AGAINST
<b>Ordinary Business</b>			
Ordinary Resolution 1	To approve the Final Single-Tier Dividend of 1.0 sen per ordinary share <b>(This Resolution has been withdrawn.)</b>	—	—
Ordinary Resolution 2	To approve the Directors' Fees and Benefits Payable to the Non-Executive Directors of the Company and its subsidiaries amounting to RM299,200 per annum until the next AGM of the Company		
Ordinary Resolution 3	To re-elect Dr Yip Lai Siong		
Ordinary Resolution 4	To re-elect Teoh Chee Yong		
Ordinary Resolution 5	To re-elect Martin Jeyaratnam A/L Thiagaraj		
Ordinary Resolution 6	To re-appoint Messrs BDO PLT as Auditors of the Company		
<b>Special Business</b>			
Ordinary Resolution 7	To authorise the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016		
Ordinary Resolution 8	Proposed Shareholders' Mandate		
Special Resolution 1	Proposed Amendment to the Constitution		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
Total		100%

\_\_\_\_\_  
Signature / Common Seal of Shareholder

Contact No: \_\_\_\_\_

Notes:

1. A proxy may but need not be a member.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 it holds.
4. If the appointor is a corporation this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

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AFFIX  
STAMP

THE SHARE REGISTRAR  
RHONE MA HOLDINGS BERHAD  
[REGISTRATION NO. 201401040077 (1116225-A)]  
Ground Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Eshan  
Malaysia

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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 with the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. [Registration No. 199601006647 (378993-D)] at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).

Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the Postponed Seventh AGM or adjourned AGM.

6. The instrument appointing a proxy that has been deposited at the office of the Share Registrar of our Company, Boardroom Share Registrars Sdn. Bhd. prior to this Notice of Postponement of the Seventh AGM shall remain valid unless a new instrument superseding the previous deposited instrument (if any) has been deposited at the office of Boardroom Share Registrars Sdn. Bhd.
7. The instrument appointing a proxy that has been despatched prior to this Notice of Postponement of the Seventh AGM can still be used as the instrument appointing a proxy for the Postponed Seventh AGM.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 July 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) the member accepts and agrees to the personal data privacy terms set out in the Notice of Postponement of the Seventh Annual General Meeting dated 25 June 2021.