



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

NOTICE OF THE NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth 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 Tuesday, 13 June 2023 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 ("FY2022") 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 FY2022.
- To approve the payment of Directors' fees to the Non-Executive Directors of the Company and its subsidiaries for the financial year ending 31 December 2023 ("FY2023"):
 - Director's fee of RM90,000 to Dato' Hamzah Bin Mohd Salleh
 - Director's fee of RM60,000 to Teoh Chee Yong
 - Director's fee of RM60,000 to Martin Jeyaratnam A/L Thiagaraj
 - Director's fee of RM80,000 to Rahanawati Binti Ali Dawam
- To approve the payment of Directors' benefits payable to the Non-Executive Directors of the Company amounting to RM19,200 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 Lim Ban Keong
 - Foong Kam Weng
- 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

Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6

Ordinary Resolution 7
Ordinary Resolution 8
Ordinary Resolution 9

AS SPECIAL BUSINESS

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

- AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016 ("THE ACT")**

"THAT pursuant to Section 76 of the Act, 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.

THAT in connection with the above, pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."
- To transact any other business that may be transacted at an AGM of which due notice shall have been given in accordance with the Act and Constitution of the Company.

Ordinary Resolution 10

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT the final single-tier dividend of 1.0 sen per ordinary share in respect of the FY2022, if approved by the shareholders at the Ninth AGM, will be paid on 17 July 2023 to Depositors whose names appear in the Record of Depositors at the close of business on 30 June 2023.

A depositor shall qualify for entitlement to the dividend only in respect of the following:

- Shares transferred into the Depositor's Securities Account on or before 4.30 p.m. on 30 June 2023 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

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
27 April 2023

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/her 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 AGM or Adjourned AGM.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 7 June 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

EXPLANATORY NOTES:

Note A

To receive the Audited Financial Statements for the FY2022 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 Act 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 Resolutions 2 to 5

Payment of Directors' fees for the FY2023

Payment of Directors' fees and benefits under Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. During a review in 2023, the Remuneration Committee recommended and the Board has approved, subject to shareholders' approval at this AGM, that Directors' fees remained unchanged.

Ordinary Resolution 6

Directors' benefits payable to the Non-Executive Directors of the Company

There is no revision to the proposed Directors' benefits payable to the Non-Executive Directors per annum until the next AGM of the Company. In determining the estimated total amount of the Directors' benefits, the Board has considered the number of scheduled and special meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in the meetings.

Ordinary Resolutions 7 and 8

Re-election of Directors

The profiles of the Directors who are standing for re-election are set out in the Directors' profile of the Annual Report 2022.

Based on the recommendation of the Nominating Committee, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:

- Ordinary Resolution 7 - Re-election of Dr Lim Ban Keong as Executive Director**

Dr Lim Ban Keong shows exemplary leadership in building the business and creating value for the Group. He has contributed significantly to the Group by providing valuable inputs and steered the Group forward in the past years with notable achievements during his tenure as an Executive Director of the Company.
- Ordinary Resolution 8 - Re-election of Foong Kam Weng as Executive Director**

Foong Kam Weng is familiar with the Group's business operations and is responsible for the sales and business development activities of the Group. He has also exercised his due care and carried out his professional duties proficiently during his tenure as an Executive Director of the Company.

Ordinary Resolution 10

Authority to allot and issue shares by Directors pursuant to Section 76 of the Act

The Ordinary Resolution 10 is to obtain a general mandate for issuance of shares by the Company under Section 76 of the Act.

The Ordinary Resolution 10, if passed, serves as a measure to meet the Company's immediate working capital needs in the short term without relying on conventional debt financing (which will result in higher finance costs to be incurred) for the purpose of funding investment project(s), working capital and/or acquisitions. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 59 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the Eighth AGM held on 14 June 2022 and which will lapse at the conclusion of the Ninth AGM. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

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.