



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixty-First (61st) Annual General Meeting (“AGM”) of Tanco Holdings Berhad (“THB” or the “Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via a Remote Participation and Voting (“RPV”) Facilities from the broadcast venue (“Broadcast Venue”) at Level 43A, MYEG Tower, Empire City, No. 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 16 December 2020 at 10.30 a.m. for the following purposes:-

AGENDA

1. To receive the audited financial statements for the financial year ended 30 June 2020 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 1)
2. To re-elect the following Directors who are retiring in accordance with Clause 114 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - (i) Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse (Resolution 1)
 - (ii) Mr. Andrew Tan Jun Suan (Resolution 2)
3. To approve the payment of Directors' fees amounting to RM143,000.00 for the period from 17 December 2020 until the next AGM of the Company to be held in 2021 for the Non-Executive Directors of the Company. (Resolution 3)
4. To approve the payment of benefits payable (excluding Directors' fees) of up to RM98,800.00 for the period from 17 December 2020 until the next AGM of the Company to be held in 2021 for the Non-Executive Directors of the Company. (Resolution 4)
5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, as Auditors of the Company, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modifications:-

6. **Ordinary Resolutions**
- Continuing in office as Independent Non-Executive Directors
 - (i) “THAT subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance 2017 (“MCCG”).” (Resolution 6)
 - (ii) “THAT approval be and is hereby given to Mr. James Wong Kwong Yew who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG.” (Resolution 7)

NOTICE OF ANNUAL GENERAL MEETING (Continued)

7. **Ordinary Resolution**

- Approval for issuance of new ordinary shares pursuant to Section 75 and Section 76 of the Companies Act 2016

"THAT subject always to the Companies Act 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised, pursuant to Section 75 and Section 76 of the Act to issue and allot new ordinary shares in the Company from time to time at such price and upon such terms and conditions and for such purposes and to such person/persons or party/parties whomsoever as the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued AND 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." (Resolution 8)

8. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Act.

By Order of the Board

Choi Siew Fun
SSM PC No. 201908001479
MAICSA 0877848
Company Secretary

Puchong,
Selangor Darul Ehsan

30 October 2020

NOTICE OF ANNUAL GENERAL MEETING (Continued)

NOTES:-

A. Proxy and Entitlement of Attendance

- (i) As part of the measures to curb the spread of Coronavirus Disease 2019, the 61st AGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via a Remote Participation and Voting (“RPV”) Facilities provided by Agmo Digital Solutions Sdn Bhd via its Vote2U Online website at <https://web.vote2u.app>. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely via the RPV Facilities.
- (ii) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Member(s) or proxy(ies) or attorney(s) or authorised representative(s) WILL NOT BE ALLOWED to be physically present at the Broadcast Venue on the day of AGM of the Company.
- (iii) Only members whose names appear on the Record of Depositors as at 8 December 2020 shall be eligible to participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the AGM via RPV Facilities or to appoint proxy(ies) in his/her stead or in the case of a corporation, a duly authorised representative to participate, speak and/or vote in its stead.
- (iv) A member entitled to participate, speak and vote at the AGM is entitled to appoint a proxy or proxies to participate, speak and vote in his/her stead. A proxy may, but need not, be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate, speak and vote at the AGM shall have the same rights as the member to speak at the AGM.
- (v) A member may appoint up to two (2) proxies to participate, speak and vote at the same AGM. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (vi) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. In such instance, the member shall specify the securities account number for each appointment.
- (vii) Where a member of the Company is an exempt authorised nominee as defined under the SICDA 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 to the omnibus account.
- (viii) The instrument appointing a proxy or proxies shall be signed by the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (ix) For a proxy to be valid, the Form of Proxy duly completed and signed must be deposited at the Company’s Registered Office at No. 1, Jalan Bandar 1, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan or via electronic means through Vote2U online website at <https://web.vote2u.app> (please refer to the Administrative Guide for further information on electronic submission) not less than 48 hours before the time set for holding the AGM or any adjournment thereof.

B. Poll Voting

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

NOTES:- (Continued)

C. Abstention from Voting

The respective Independent Non-Executive Director who is a shareholder of the Company will abstain from voting on Ordinary Resolutions 3 and/or 4 concerning his Director's fees and Director's benefits (excluding Director's fees) at the 61st AGM. Any Director referred to in Ordinary Resolutions 1, 2, 6 and 7 who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election and/or retention as a Director at the 61st AGM.

EXPLANATORY NOTES:-

1. Agenda 1 - Audited Financial Statements

This agenda 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.

2. Ordinary Resolutions 3 and 4 – Payment of Directors' fees and Benefits Payable (excluding Directors' fees) to Non-Executive Directors

In accordance with Section 230(1) of the Act that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at this AGM for the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company under Resolution 3 and Resolution 4.

(i) Ordinary Resolution 3 – Payment of Directors' fees to Non-Executive Directors of the Company

The quantum of the Directors' fees for each of the Non-Executive Director is the same as the previous financial year ended 30 June 2019.

(ii) Ordinary Resolution 4 – Payment of benefits payable (excluding Directors' fees) to Non-Executive Directors of the Company

The Directors' benefits payable (excluding Directors' fees) to the Non-Executive Directors of the Company comprises of meeting attendance allowances and other benefits.

In determining the estimated Directors' benefits payable (excluding Directors' fees) to the Non-Executive Directors of the Company, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees and general meetings of the Company, assuming full attendance by all of the Non-Executive Directors. The anticipated amount of Directors' benefits payable (excluding Directors' fees) also caters for unforeseen circumstances i.e. the appointment of additional Directors, additional unscheduled Board meetings and/or the formation of additional Board Committees.

The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid the Directors' benefits (excluding Directors' fees), particularly after they have discharged their responsibilities and rendered their services to the Company.

In the event, where the payment of Directors' fees and benefits payable (excluding Directors' fees) during the above period exceeded the estimated amount sought at this AGM, a shareholders' approval will be sought at the next AGM.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

EXPLANATORY NOTES:- (Continued)

3. Ordinary Resolutions 6 and 7 - Continuing in office as Independent Non-Executive Directors

Pursuant to Practice 4.2 of the MCGG, the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. If the Board intends to retain an Independent Director beyond nine (9) years, it should justify and seek annual shareholders' approval. If the Board continues to retain the Independent Director after the twelfth (12th) year, the Board should seek annual shareholders' approval through a two-tier voting process.

The Board via the Nomination Committee has assessed the independence of Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse who has served as Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years and Mr. James Wong Kwong Yew who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years but less than twelve (12) years as at the date of the notice of 61st AGM and the Board has recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- (i) They have fulfilled the criteria under the definition on Independent Director in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) They are able to bring independent and objective judgment to the Board;
- (iii) They have been with the Company for more than twelve (12) and nine (9) years respectively and therefore understand the Company's business operations which enable them to participate actively and contribute positively during deliberations or discussions at Board Meetings;
- (iv) They have devoted sufficient time to discharge their statutory duties and fiduciary responsibilities; and
- (v) They have exercised due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the interest of the Company and shareholders.

In view of the above, Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse will have to go through a two-tier voting process as described in the Guidance to Practice 4.2 of the MCGG under Ordinary Resolution 6.

4. Ordinary Resolution 8 - Approval for Issuance of new Ordinary Shares pursuant to Section 75 and Section 76 of the Act

The proposed Ordinary Resolution No. 8, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot new ordinary shares in the Company up to and not exceeding in total ten percent (10%) of the total number of issued shares of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

As at the date of this notice, the Company has not issued any new shares under the general authority, which was approved at the Sixtieth (60th) AGM held on 18 December 2019, and which will lapse at the conclusion of the 61st AGM. A renewal of this authority is being sought at the 61st AGM under the proposed Ordinary Resolution No. 8.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

STATEMENT ACCOMPANYING THE NOTICE OF AGM PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

There is no individual seeking election as a Director at the forthcoming 61st AGM of the Company. However, the profiles of the Directors who are standing for re-election under Resolution 1 and Resolution 2 of the Notice of 61st AGM are set out in the Profiles of Directors' section of this Annual Report 2020.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, 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.