

THIS STATEMENT 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, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of this Statement prior to its issuance as it is prescribed as an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.



登高集團

TANCO HOLDINGS BERHAD

[Registration No. 195801000190 (3326-K)]
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS IN RELATION TO
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY
("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

The ordinary resolution pertaining to the proposal above will be tabled as Special Business at the 67th Annual General Meeting ("**67th AGM**") of Tanco Holdings Berhad ("**Tanco**" or "**the Company**") to be held at Dewan Dato' Haji Abdul Samad, Dickson Bay, Batu 13, KM 21, Jalan Pantai Mukim Pasir Panjang, 71250 Port Dickson, Negeri Sembilan, Malaysia on Wednesday, 9 December 2026 at 11:00 a.m. or at any adjournment thereof.

The notice of the 67th AGM and the Form of Proxy are set out in the Annual Report 2026 of the Company, which is issued together with this Statement. The completed Form of Proxy must be deposited at the Company's Registered Office at No. 1, Jalan Bandar 1, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan, Malaysia or to submit the Form of Proxy electronically via BoardRoom Smart Investor Portal at <https://investor.boardroomlimited.com> on or before the date and time indicated below. Please refer to the procedures provided in the Administrative Guide for the 67th AGM, which is available at <https://www.tancoholdings.com/investor-relations/#shareholder-meetings>.

Day, date and time of 67 th AGM:	Wednesday, 9 December 2026 at 11:00 a.m. or any adjournment thereof
Venue of the 67 th AGM:	Dewan Dato' Haji Abdul Samad, Dickson Bay, Batu 13, KM 21, Jalan Pantai Mukim Pasir Panjang, 71250 Port Dickson, Negeri Sembilan, Malaysia
Last date and time for lodging the Form of Proxy:	Monday, 7 December 2026 at 11:00 a.m.

This Statement is dated 30 October 2026

DEFINITIONS

Unless otherwise stated, the following terms and abbreviations shall apply throughout this Statement: -

Act	: Companies Act 2016, as amended from time to time including any re-enactment thereof
AGM	: Annual General Meeting
Board	: Board of Directors of Tanco Holdings Berhad
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Code	: Malaysian Code on Take-Over and Mergers 2016 read together with the Rules on Take-Over, Mergers and Compulsory Acquisition, including any amendment that may be made from time to time
Director(s)	: Director(s) of the Company and has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of the Company, its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
EPS	: Earnings per Share
Listing Requirements	: Main Market Listing Requirements of Bursa Securities including any amendments thereto that may be made from time to time
LPD	: 22 October 2026, being the latest practicable date prior to the printing of this Statement
Major Shareholder(s)	<p>: A person who has an interest or interests in one (1) or more voting shares in a corporation and the number or aggregate number of those shares, is:</p> <p>(a) 10% or more of the total number of voting shares in the corporation; or</p> <p>(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.</p> <p>For purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act, and a Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the Company or any other corporation which is the Company’s subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements.</p>
Millennium Land	: Millennium Land Sdn. Bhd. [Registration No. 198401019544 (132102-W)]
NA	: Net assets
Proposed Renewal of Share Buy-Back Authority	: Proposed renewal of share buy-back authority of up to 10% of the total number of issued shares of the Company
Purchased Share(s)	: Share(s) that have been purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority
“RM” and “sen”	: Ringgit Malaysia and sen, respectively

DEFINITIONS (Cont'd)

Share(s) or Tanco Share(s)	: Ordinary share(s) in Tanco
Statement	: This statement dated 30 October 2026
Tanco or the Company	: Tanco Holdings Berhad [Registration No. 195801000190 (3326-K)]
Tanco Group or the Group	: Tanco and its subsidiaries
TJN Capital	: TJN Capital Sdn. Bhd. [Registration No. 201101037303 (965437-A)]
Treasury Shares	: Tanco Shares which have been bought back by the Company in accordance with the Act and retained in treasury

All references to “you” in this Statement are to the shareholders of Tanco who are entitled to attend and vote at the 67th AGM of the Company and whose names appear in the Company’s Record of Depositors on 2 December 2026.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. References to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to any enactment or guideline in this Statement is a reference to that enactment or guideline as for the time being amended or re-enacted. Any reference to a date and time in this Statement is a reference to Malaysian date and time, unless otherwise specified.

Any discrepancies in the tables included in this Statement between the amounts listed, actual figures and the totals thereof are due to rounding.

Certain statements in this Statement may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Statement should not be regarded as a representation or warranty that the Company’s plans and objectives will be achieved.

Unless stated otherwise, all information in this Statement is at LPD.

[The rest of this page has been intentionally left blank.]

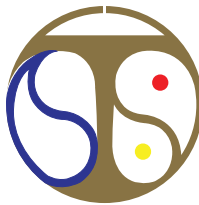
TABLE OF CONTENTS

	Page
STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	
2.1 Quantum	2
2.2 Funding	2
2.3 Duration	2
2.4 Purchase Price	3
2.5 Treatment of Shares Bought Back	3
2.6 Public Shareholding Spread	4
2.7 Implication of the Code	4
2.8 Historical Share Prices	5
2.9 Purchase, Resale or Cancellation Made in the Preceding 12 Months	5
3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	6
4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	6
5. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	7
6. APPROVAL REQUIRED	9
7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	9
8. DIRECTORS' RECOMMENDATION	10
9. AGM	10
10. FURTHER INFORMATION	10

APPENDIX

Appendix I – Further Information

Appendix II – Extract of Notice of 67th AGM



登高集團

TANCO HOLDINGS BERHAD
[Registration No. 195801000190 (3326-K)]
(Incorporated in Malaysia)

Registered office:
No. 1, Jalan Bandar 1,
Pusat Bandar Puchong,
47160 Puchong,
Selangor Darul Ehsan

30 October 2026

Board of Directors

Dato' Dr. Mohd. Aminuddin Bin Mohd. Rouse (*Non-Independent Non-Executive Chairman*)
Dato' Sri Andrew Tan Jun Suan (*Group Managing Director*)
Datuk Christopher Tan Khoo Suan (*Group Executive Director*)
Koay Ghee Teong (*Executive Director*)
Datuk Rashidi Bin Hasbullah (*Independent Non-Executive Director*)
Dato' Martini Binti Osman (*Independent Non-Executive Director*)
Wong Jee Seng (*Independent Non-Executive Director*)
Syafinaz Merican Binti Isahak Merican (*Independent Non-Executive Director*)
Azizah Binti Mohd Yatim (*Independent Non-Executive Director*)

To: Shareholders of the Company

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL
NUMBER OF ISSUED SHARES OF THE COMPANY**

1. INTRODUCTION

At the 66th AGM of the Company held on 10 December 2025, the Company had obtained a shareholders' approval for the share buy-back authority of up to 10% of the total number of issued shares of the company. The authority shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 67th AGM unless authority for its renewal is obtained from the shareholders of the Company at its forthcoming 67th AGM.

In relation thereto, the Board had on 27 October 2026 announced to Bursa Securities that the Company intends to seek the approval of the shareholders for the Proposed Renewal of Share Buy-Back Authority at the forthcoming 67th AGM.

The purpose of this Statement is to provide you with details of the Proposed Renewal of Share Buy-Back Authority together with the recommendation of the Board and to seek your approval for the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled as special business at the forthcoming 67th AGM.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING 67TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board proposes to seek shareholders' approval for the renewal of authority to purchase up to 10% of the Company's total number of issued shares at any point in time, subject to Section 127 of the Act, Subdivision 5 of Division 1 of Part III of the Act, Chapter 12 of the Listing Requirements, the code and the prevailing laws at the time of purchase.

2.1 Quantum

The maximum aggregate number of Tanco Shares, which may be purchased by the Company, shall not exceed 10% of the total number of issued shares of the Company at any point in time.

As at the LPD, the details of issued shares are as follows: -

	<u>No. of Shares</u>
Total number of issued shares	6,134,012,699*
10% of the total number of issued shares	613,401,269
Less: Total number of Treasury Shares held as at the LPD	(108,541,300)
Balance available to be purchased in respect of the Proposed Renewal of Share Buy-Back Authority	<u>504,859,969</u>

Notes: -

* *Inclusive of 108,541,300 Tanco Shares that have been purchased and retained as Treasury Shares*

The actual number of Tanco Shares to be purchased will depend on, amongst others, market conditions and sentiments, as well as the retained earnings and financial resources of the Company at the time of the purchase(s).

2.2 Funding

The Proposed Renewal of Share Buy-Back Authority may be funded through internally-generated funds and/or external borrowings as long as the purchase is backed by an equivalent amount of retained profits of the Company from time to time, subject to compliance with the prevailing laws.

The actual amount of funds to be utilised for the Proposed Renewal of Share Buy-Back Authority will only be determined later depending on the actual number of Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The Proposed Renewal of Share Buy-Back Authority, if funded through internally-generated funds, is not expected to have a material impact on the cash flow position of the Company. In the event the Proposed Renewal of Share Buy-Back Authority is to be financed by bank borrowings, the Company will ensure the capabilities of repaying such borrowings and that such repayment will not have a material effect on the cash flow. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Renewal of Share Buy-Back Authority.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company from time to time. Based on the latest audited financial statements for FYE 30 June 2026 and unaudited financial statements as at LPD, the amount of retained profits is approximately RM1,190,000.00. To further support share buy-backs, the Company has capital reserves of approximately RM50,230,000.00 which, with due process, can be added to the retained profits.

2.3 Duration

The authority from the Shareholders to undertake the Proposed Renewal of Share Buy-Back Authority, if granted, will be effective immediately after obtaining your approval at the forthcoming

AGM and will continue to be in force until: -

- (a) the conclusion of the next AGM of the Company at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

Your approval for the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase the Shares. However, it will allow the Board to exercise the power of the Company to purchase the Shares at any time within the abovementioned time period.

2.4 Purchase Price

Pursuant to Paragraph 12.17 of the Listing Requirements, the Company may only purchase the Shares on Bursa Securities at a price which is not more than 15% above the 5-day weighted average market price of the Shares immediately before the purchase(s).

2.5 Treatment of Shares Bought Back

In accordance with Section 127(4) of the Act, where the Company has purchased the Shares, the Directors may deal with the Purchased Shares, at their discretion, in the following manner: -

- (a) cancel the Purchased Shares; or
- (b) retain the Purchased Shares as treasury shares; or
- (c) retain part of the Purchased Shares as treasury shares and cancel the remainder.

The rationale for the decision to retain and/or resell the treasury shares will be based on the performance of the Shares on the stock market. Should the price of the Shares reach a level which will result in gain to the Company, a decision to sell and/or distribute the Shares as share dividends will be considered. A decision to cancel any of the Treasury Shares would be taken if circumstance requires that the share capital of the Company should be reduced.

An announcement will be made to Bursa Securities in respect of the intention of the Directors on the proposed treatment of Shares bought back and the rationale of the alternatives chosen and if available, information as to the percentage or number of Shares purchased which are to be retained and/or cancelled.

Where the Directors resolve to cancel the Shares so purchased, the Company's total number of issued shares shall be diminished by the Shares so cancelled. The cancellation of Shares made pursuant to Section 127(7) of the Act, shall not be deemed to be a reduction of a share capital.

Where the Directors resolve to retain the Shares so purchased as Treasury Shares, the Directors may, at their discretion:-

- (a) distribute the Treasury Shares as dividends to the shareholders, such dividends to be known as "shares dividends"; or
- (b) resell the Treasury Shares in accordance with the relevant rules of Bursa Securities; or

- (c) transfer the Treasury Shares for the purposes of or under an employees' share scheme; or
- (d) transfer the Treasury Shares as purchase consideration; or
- (e) cancel the Treasury Shares; or
- (f) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister charged for the responsibility for companies may by order prescribe.

If the Purchased Shares are held as treasury shares, the holder of treasury shares shall not confer the right to attend or vote at meetings and any purported exercise of such rights is void; and the right to receive dividends or other distribution, whether cash or otherwise, of the Company's assets including any distribution of assets upon winding up of the Company.

The treasury shares shall not be taken into account in calculating the number or percentage of Shares, or of a class of shares in the Company for any purpose including, without limiting the generality of this provision, the provisions of any law or requirements of the constitution of the company or the listing requirements of a stock exchange on substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on resolution(s) at a meeting.

According to Paragraph 12.18 of the Listing Requirements, the Company may only resell or transfer any treasury shares on Bursa Securities at: -

- (a) a price which is not less than the weighted average market price for the shares for the 5 market days immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the 5-day weighted average market price for the shares immediately before the date of the resale or transfer provided that:-
 - (i) the resale or transfer takes place not earlier than 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.

As at the date of this Circular, the Board has yet to make any decision with regards to the treatment of the Shares so purchased in the future. An immediate announcement will be made to Bursa Securities in respect of the intention of the Directors to either resell the Purchased Shares or cancel them.

2.6 Public Shareholding Spread

The Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% shareholding spread requirements as set out under Paragraph 8.02(1) of the Listing Requirements.

Based on the Record of Depositors of the Company as at the LPD, the public shareholding spread of Tanco was approximately 43.20%.

The Board will be mindful of the public shareholding spread requirement before making any purchase of its own Shares.

2.7 Implication of the Code

Pursuant to the Code, if the Proposed Renewal of Share Buy-Back Authority results in any one of the Directors and/or Substantial Shareholders and their respective parties acting in concert ("**Affected Persons**") obtain control in the Company or if his/their existing shareholdings is between 33% and 50% of the voting shares or voting rights of the Company and as a result of the Proposed Renewal of Share Buy-Back Authority, increase(s) his/their holding of the voting

shares or voting rights by more than two percent (2%) in any six (6) months period, the Affected Persons would be obliged to undertake a mandatory offer to acquire the remaining Tanco Shares not already owned by him/them pursuant to the Code.

However, a waiver to undertake a mandatory offer may be granted by the Securities Commission Malaysia (“SC”) under the Code, subject to the Affected Persons complying with certain conditions in the Code.

Based on the Register of Substantial Shareholders of the Company as at the LPD, TJN Capital is a substantial shareholder of the Company having direct equity interest of more than 33% but less than 50% of the voting shares in the Company. The Proposed Renewal of Share Buy-Back Authority, if fully exercised, will require TJN Capital to undertake a mandatory take-over offer for the remaining shares in the Company not already owned by it. The Board is aware of the implications of the Code and they shall take all necessary steps to ensure that the Proposed Renewal of Share Buy-Back Authority when implemented, will not result in the holdings of TJN Capital exceeding two percent (2%) of the voting shares of the Company within any period of six (6) months as provided under the Code.

In the event an obligation to undertake a mandatory offer is expected to arise with respect to any party or parties resulting from the Proposed Renewal of Share Buy-Back Authority, which is an action outside its direct participation, the relevant parties will make necessary application to the SC for an exemption from undertaking a mandatory offer pursuant to the Code prior to any buy-back of the Shares.

2.8 Historical Share Prices

The monthly highest and lowest traded prices of Tanco Shares on Bursa Securities for the past 12 months up to September 2026 are as follows: -

	High (RM)	Low (RM)
2025		
October	0.945	0.830
November	1.140	0.785
December	1.200	1.060
2026		
January	1.360	1.150
February	1.590	1.290
March	1.650	1.310
April	1.720	1.450
May	1.780	1.560
June	1.780	0.120
July	0.595	0.165
August	0.275	0.185
September	0.210	0.155
Last transacted market price on LPD		0.150

(Source: Bloomberg)

2.9 Purchase, Resale or Cancellation Made in the Preceding 12 Months

As at the LPD, a total of 108,541,300 Tanco Shares were purchased and held as Treasury Shares. During the last 12 months preceding the LPD, the Company has not resold or cancelled any Treasury Shares.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority if exercised is expected to potentially benefit the Company and its shareholders as follows: -

- (i) the Proposed Renewal of Share Buy-Back Authority, if implemented, will allow the Company to utilise its financial resources which are not immediately used for purchase of the Shares. If the Shares purchased are held as treasury shares or cancelled immediately, this may strengthen the consolidated EPS of the Group;
- (ii) if the Shares bought back are kept as treasury shares, the Proposed Renewal of Share Buy-Back Authority will give the Directors an option to sell the Shares so purchased at a higher price than the purchase prices and therefore make a potential capital gain for the Company and such proceeds may be subsequently used for investment opportunities arising in the future, working capital and/or distribution as dividends to shareholders; and
- (iii) the Company may be able to stabilise the supply and demand of its Shares in the open market of Bursa Securities and reduce the short term volatility of Tanco Share prices. The stability of Tanco Share prices is important to maintain investors' confidence in order to facilitate future fund raising exercises of the Company via the equity market.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows: -

- (a) to allow the Company to take preventive measures against speculation particularly when the shares are undervalued, which would in turn, stabilise the market price of Tanco Shares and hence, enhance investors' confidence;
- (b) to enable the Company flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;
- (c) if the Purchased Shares which are retained as treasury shares are resold at a higher price than the purchase price, it will provide the Company with opportunities for potential capital gains; and
- (d) if the treasury shares are distributed as share dividends by the Company, it may then serve to reward the shareholders of the Company.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows: -

- (a) the Proposed Renewal of Share Buy-Back Authority will reduce the financial resources of the Group and may result in the Group foregoing other investment opportunities that may emerge in the future;
- (b) as the Proposed Renewal of Share Buy-Back Authority can only be made out of retained earnings of the Company, the amount of retained profits available for distribution of dividends to shareholders of the Company may decrease accordingly; and
- (c) if the Company decides to utilise bank borrowings to finance the Proposed Renewal of Share Buy-Back Authority, the cash flow of the Company may be affected to the extent of the interest costs associated with such borrowings.

5. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The financial effects of the Proposed Renewal of Share Buy-Back Authority are set out below.

5.1 Issued Shares

The effect of the Proposed Renewal of Share Buy-Back Authority on the total number of issued shares will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

In the event that all Purchased Shares are retained as treasury shares, resold, or distributed to the shareholders, the Proposed Renewal of Share Buy-Back Authority will have no effect on the total number of issued shares of the Company.

Based on the total number of issued shares of the Company as at the LPD, and assuming that the maximum number of Tanco Shares (of up to 10% of the total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority and all the Tanco Shares so purchased are cancelled, the effects of the Proposed Renewal of Share Buy-Back Authority are set out below: -

	Number of Shares
Total number of issued shares as at the LPD	6,134,012,699*
Less: Maximum number of Tanco Shares that may be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Authority (including 108,541,300 Treasury Shares held by Tanco as at LPD)	(613,401,269)*
Total number of issued shares after cancellation of Tanco Shares purchased under the Proposal Renewal of Share Buy-Back Authority	5,520,611,430

Notes: -

* Inclusive of 108,541,300 Tanco Shares that have been purchased and retained as Treasury Shares.

5.2 NA and working capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the NA of the Group will depend on the actual number of Tanco Shares purchased, the purchase prices of Tanco Shares, the effective cost of funding and the treatment of the Shares purchased.

The Proposed Renewal of Share Buy-Back Authority will reduce the NA per Share if the purchase price is more than the NA per Share at the time of purchase. On the contrary, the NA per Share will increase if the purchase price is less than the NA per Share at the time of purchase.

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will result in an outflow of cash and thereby reduce funds available for working capital of the Company and the Group. The quantum of reduction in working capital is dependent on, amongst others, the number of Tanco Shares purchased, the purchase price(s) of Tanco Shares and any costs incurred in making the purchase.

However, for Tanco Shares so purchased and kept as treasury shares, upon its resale at a higher selling price than the initial purchase price, the working capital and the cash flow of Tanco Group will increase. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

5.3 Earnings and EPS

The effects of the Proposed Renewal of Share Buy-Back Authority on the EPS of Tanco Shares are dependent on the number and the purchase prices of the Purchased Shares, the effective cost of funding and/or the interest income forgone in connection with the funding of such Purchased Shares. If the Tanco Shares so purchased are retained as treasury shares or cancelled subsequently, the number of Shares applied in the computation of the EPS will be reduced and this may improve the consolidated EPS of the Group.

5.4 Dividends

The Proposed Renewal of Share Buy-Back Authority is not expected to have any impact on the policy of the Board in recommending dividends, if any, to the shareholders. However, as stated in Section 2.5 of this Statement, the Board may distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.

5.5 Substantial shareholders' and Directors' shareholdings

For illustration purposes only, based on the Register of Substantial Shareholders and Register of Directors' Shareholdings of the Company as at the LPD and assuming the purchase by the Company of its Shares pursuant to the Proposed Renewal of Share Buy-Back Authority is carried out in full on the basis that all the Shares are purchased from shareholders other than the existing substantial shareholders and Directors of the Company, the effect of such purchase on the shareholdings of the existing substantial shareholders and Directors of the Company are as follows: -

	Shareholdings as at the LPD ⁽¹⁾				Proforma 1 ⁽²⁾ After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
<u>Substantial Shareholders</u>								
TJN Capital	1,960,930,452	32.54	-	-	1,960,930,452	35.52	-	-
Dato' Sri Andrew Tan Jun Suan *	1,213,205,392	20.14	2,033,401,052*	33.75	1,213,205,392	21.98	2,033,401,052*	36.83

	Shareholdings as at the LPD ⁽¹⁾				Proforma 1 ⁽²⁾ After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
<u>Directors</u>								
Dato' Sri Andrew Tan Jun Suan	1,213,205,392	20.14	2,033,401,052*	33.75	1,213,205,392	21.98	2,033,401,052*	36.83
Dato' Dr. Mohd. Aminuddin Bin Mohd. Rouse	-	-	-	-	-	-	-	-

	Shareholdings as at the LPD ⁽¹⁾				Proforma 1 ⁽²⁾ After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Directors (cont'd)								
Koay Ghee Teong	-	-	-	-	-	-	-	-
Datuk Christopher Tan Khoo Suan	-	-	-	-	-	-	-	-
Datuk Rashidi Bin Hasbullah	-	-	-	-	-	-	-	-
Dato' Martini Binti Osman	-	-	-	-	-	-	-	-
Wong Jee Seng	-	-	-	-	-	-	-	-
Syafinaz Merican Binti Isahak Merican	-	-	-	-	-	-	-	-
Azizah Binti Mohd Yatim	-	-	-	-	-	-	-	-

Notes: -

- (1) Calculated based on the total number of 6,025,471,399 shares (after excluding Treasury Shares of 108,541,300) as at LPD.
- (2) Calculated based on the total number of 5,520,611,430 shares, assuming the maximum number of 613,401,269 Tanco Shares (representing 10% of the total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority is undertaken in full (including the 108,541,300 Treasury Shares) as at LPD.
- * Deemed interested by virtue of his interest in TJN Capital and Millennium Land pursuant to Section 8 of the Act.

6. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of Tanco at the forthcoming 67th AGM.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders in Tanco as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors, Major Shareholders of Tanco, and/or persons connected to them, have any interest, whether directly or indirectly, in the Proposed Renewal of Share Buy-Back Authority, and the subsequent resale of treasury shares, if any, in the future.

8. DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the view that the Proposed Renewal of Share Buy-Back Authority is in the best interest of Tanco. Accordingly, the Board recommends that you vote in favour of the ordinary resolution relating to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 67th AGM.

9. AGM

The ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority will be tabled as Special Business at our forthcoming 67th AGM. The 67th AGM will be held at Dewan Dato' Haji Abdul Samad, Dickson Bay, Batu 13, KM 21, Jalan Pantai Mukim Pasir Panjang, 71250 Port Dickson, Negeri Sembilan, Malaysia on Wednesday, 9 December 2026 at 11:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution, with or without modifications, to give effect to the Proposed Renewal of Share Buy-Back Authority. The notice of the 67th AGM can be downloaded from our Company's website at <https://www.tancoholdings.com/investor-relations/#shareholder-meetings>.

If you are unable to attend, speak and vote at the 67th AGM, you may appoint a proxy to attend on your behalf by completing the Form of Proxy enclosed in the Company's Annual Report 2026 in accordance with the instructions printed therein and depositing the same at the Company's Registered Office at No. 1, Jalan Bandar 1, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time set for holding the 67th AGM or any adjournment thereof. Alternately, the Form of Proxy can be deposited electronically through the BoardRoom Smart Investor Portal at <https://investor.boardroomlimited.com> before the Form of Proxy lodgement cut-off time as mentioned above. The completion and lodgement of the Form of Proxy shall not preclude you from attending, speaking and voting at the AGM should you subsequently wish to do so. Please refer to the procedures provided in the Administrative Guide for the 67th AGM, which can be downloaded from our Company's website at <https://www.tancoholdings.com/investor-relations/#shareholder-meetings>.

10. FURTHER INFORMATION

Shareholders are advised to refer to the Appendix I of this Statement for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
TANCO HOLDINGS BERHAD

Dato' Dr. Mohd. Aminuddin Bin Mohd. Rouse
Non-Independent Non-Executive Chairman

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Save as disclosed below, as at the LPD, there are no other material contracts (not being contracts entered into in the ordinary course of our business) which have been entered into by the Tanco Group:-

- (a) Memorandum of Agreement dated 11 October 2024 entered into between Midports Holdings Sdn Bhd ("**MHSB**") and CCCC Dredging Southeast Asia Sdn. Bhd. to set out the parties' cooperation in relation to the proposed development of the Smart AI Container Port in Port Dickson, Negeri Sembilan;
- (b) Memorandum of Understanding dated 6 December 2024 entered into between MHSB and COSCO Shipping Ports Limited to explore potential cooperation in relation to the development, operation and management of the proposed Smart AI Container Port in Port Dickson, Negeri Sembilan;
- (c) Consortium Framework Cooperation Agreement dated 1 October 2025 entered into between Tanco Builders Sdn. Bhd. ("**TBSB**") and China Civil Engineering Construction Corporation to establish a consortium to prepare a joint submission to the Government of Malaysia regarding the engineering, procurement and construction ("**EPC**") contracting and financing for transportation infrastructure projects in Malaysia ("**Project**"), with the objective of securing the overall EPC contract for the Project;
- (d) Heads of Agreement dated 25 November 2025 entered into between Menteri Besar Negeri Sembilan (Pemerbadanan) ("**MBINS**"), MHSB and MBINS Ventures Sdn. Bhd. ("**MVSB**") to record the respective rights and obligations of the parties in relation to the proposed development of a "Smart AI Container Port" on a section of submerged land in Dickson Bay, District of Port Dickson, Negeri Sembilan measuring approximately 180 acres ("**HOA**");
- (e) Heads of Agreement dated 6 December 2025 entered into between TBSB and CCCC Dredging Southeast Asia Sdn. Bhd. ("**CDSA**") to set out further aspects of the development of the proposed Smart AI Container Port in Port Dickson, Negeri Sembilan and CDSA's further participation therein on EPC basis for the sea port component;
- (f) Unincorporated Joint Venture Agreement dated 23 December 2025 entered into between TBSB and CNECC Engineering (Malaysia) Sdn. Bhd. to establish an unincorporated joint venture for the purpose of jointly sourcing, tendering for and undertaking logistics warehouse and mega-storage development projects;
- (g) Midport Smart AI Container Terminal Entrusted Operational Management Agreement dated 26 December 2025 entered into between MHSB and Ocean Bridge International Port Management Co., Ltd. ("**OBIPM**") in relation to the appointment of OBIPM for the operational management of the proposed Smart AI Container Terminal;
- (h) Supplemental Agreement dated 23 April 2026 to the HOA entered into between MBINS, MHSB and MVSB to amend, vary and supplement the terms of the HOA, including to revise the commercial structure of the proposed development whereby the original lease arrangement is replaced with a port development concession to be granted by MVSB to MHSB;

- (i) Joint Venture cum Shareholders' Agreement dated 11 May 2026 entered into between Tanco Precast Industries Sdn. Bhd. and King Well Holdings Limited to establish a joint venture and regulate the respective rights and obligations of the parties in relation to the joint venture business of fabricating, manufacturing, supplying and selling a range of concrete related products in Malaysia;
- (j) Memorandum of Understanding dated 9 June 2026 entered into between China Mobile International Limited and Tanco Dot Com Sdn. Bhd. to explore potential cooperation in relation to the proposed development and construction of a 50 megawatt information technology load data centre in Port Dickson, Negeri Sembilan;
- (k) Memorandum of Understanding dated 14 July 2026 entered into between MHSB and SPG Qingdao Port Group Co., Ltd. to explore potential cooperation in relation to the development and operation of the proposed Smart AI Container Port, including potential cooperation in respect of fundraising activities for the project; and
- (l) Memorandum of Agreement dated 14 July 2026 entered into between Tanco Supplies Sdn. Bhd. and Halaman Mantap Sdn. Bhd. in relation to the supply of armour rocks for reclamation works in connection with the development of the proposed Smart AI Container Port in Port Dickson, Negeri Sembilan.

3. MATERIAL LITIGATION, CLAIM AND ARBITRATION

As at the LPD, neither Tanco nor Tanco's subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which may have a material effect on the Company's financial position, and the Directors are not aware of any proceedings, pending or threatened against Tanco Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the Company's financial position or business.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or copies of them are available for inspection at the Company's registered office at No. 1, Jalan Bandar 1, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan, Malaysia during ordinary business hours from Mondays to Fridays (excluding public holidays) from the date of this Statement up to the date of the forthcoming 67th AGM:-

- (a) the Constitution of Tanco;
- (b) material contracts referred to in Section 2 above; and
- (c) the Audited Financial Statements of Tanco for the two (2) financial years ended 30 June 2025 and 30 June 2026.

AS SPECIAL BUSINESS

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

ORDINARY RESOLUTION**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)**

“THAT, subject always to the provision of the Companies Act 2016 (**“the Act”**), the Constitution, the Main Market Listing Requirements (**“MMLR”**) of Bursa Malaysia Securities Berhad (**“Bursa Securities”**) and/or any other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company (**“Company Shares”**) as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- (i) the maximum aggregate number of Company Shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing Company Shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s).

THAT the authority conferred by this resolution will commence immediately upon passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (**“AGM”**) at which time the said authority shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.

THAT upon completion of the purchase of Company Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Company Shares purchased in their absolute discretion in the following manner:

- (i) cancel the Company Shares so purchased; or
- (ii) retain all or part of the Company Shares so purchased as treasury shares for distribution as shares dividends to shareholders and/or resell on the market of Bursa Securities in accordance with the relevant rules of Bursa Securities and/or transferred for the purposes of an employees' share scheme and/or transferred as purchase consideration and/or cancelled subsequently; or
- (iii) retain part of the Company Shares so purchased as treasury shares and cancel the remainder of the Company Shares; or

- (iv) deal with the Company Shares so purchased in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time, and such authority to deal with the Company Shares so purchased shall continue to be valid until all such Company Shares have been dealt with by the Directors of the Company.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary and enter into any instrument, agreements or arrangements with any party or parties to implement, finalise and give full effect to the aforementioned purchase of Company Shares by the Company with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion, deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”