



TANCO HOLDINGS BERHAD

Registration No. 195801000190 (3326-K)
Incorporated In Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixty-Seventh (67th) Annual General Meeting (“AGM”) of Tanco Holdings Berhad (“**THB**” or the “**Company**”) 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. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the audited financial statements for the financial year ended 30 June 2026 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Explanatory 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) Mr. Koay Ghee Teong (Resolution 1)
 - (ii) Mr. Wong Jee Seng (Resolution 2)
 - (iii) Puan Syafinaz Merican binti Isahak Merican (Resolution 3)
(Please refer to Explanatory Note 2)
3. To re-elect Puan Azizah binti Mohd Yatim who is retiring in accordance with Clause 119 of the Company's Constitution and being eligible, has offered herself for re-election. (Resolution 4)
(Please refer to Explanatory Note 2)
4. To approve the payment of Director's fee amounting to RM13,273.00 to Puan Azizah binti Mohd Yatim for the period from 18 September 2026 until the forthcoming 67th AGM of the Company. (Resolution 5)
(Please refer to Explanatory Note 3)
5. To approve the payment of Directors' fees of up to RM370,500.00 to the Non-Executive Directors of the Company for the period from 10 December 2026 until the next AGM of the Company to be held in 2027. (Resolution 6)
(Please refer to Explanatory Note 3)
6. To approve the payment of benefits payable (excluding Directors' fees) up to an amount of RM126,000.00 to the Non-Executive Directors of the Company for the period from 10 December 2026 until the next AGM of the Company to be held in 2027. (Resolution 7)
(Please refer to Explanatory Note 3)
7. To re-appoint Messrs. KPMG 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 8)
(Please refer to Explanatory Note 4)

NOTICE OF ANNUAL GENERAL MEETING (Continued)

AS SPECIAL BUSINESS

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

8. 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 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 Annual General Meeting of the Company;

(Resolution 9)
(Please refer to
Explanatory Note 5)

AND THAT pursuant to Section 85 of the Act to be read together with Clause 13(1) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Section 75 and Section 76 of the Act."

9. Ordinary Resolution

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("**Tanco Group**") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3.3 of the Circular to Shareholders dated 30 October 2026 ("**Circular**") with the related parties listed in Section 2.3.2 of the Circular which transactions are necessary for the day-to-day operations, in the ordinary course of business of Tanco Group and are carried out at arm's length basis on normal commercial terms of Tanco 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 of the minority shareholders of the Company;

(Resolution 10)
(Please refer to
Explanatory Note 6)

NOTICE OF ANNUAL GENERAL MEETING (Continued)

AS SPECIAL BUSINESS (continued)

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

9. Ordinary Resolution

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate") (continued)

THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time the said authority shall lapse, unless renewed by a resolution passed at that meeting; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT, the Directors and/or any of them be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as may consider necessary and expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary and expedient to implement, finalise and give full effect to the Proposed Renewal of Shareholders' Mandate as contemplated and/or authorised by this resolution."

10. 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 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:

Resolution 11)
(Please refer to
Explanatory Note 7)

NOTICE OF ANNUAL GENERAL MEETING (Continued)

AS SPECIAL BUSINESS (continued)

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

10. 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") (continued)**

- (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.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

AS SPECIAL BUSINESS (continued)

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

10. **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”) (continued)**

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.”

11. 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 2026

NOTICE OF ANNUAL GENERAL MEETING (Continued)

NOTES:-

A. Proxy and Entitlement of Attendance

- (i) Only members whose names appear on the Record of Depositors as at 2 December 2026 shall be eligible to attend, speak and vote at the AGM, or to appoint proxy(ies) in his/her stead, or in the case of a corporation, a duly authorised representative to attend, speak and/or vote in its stead.
- (ii) A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy or proxies to attend, 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 attend, speak and vote at the AGM shall have the same rights as the member to speak at the AGM.
- (iii) A member may appoint up to two (2) proxies to attend, 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.
- (iv) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- (v) Where a member of the Company 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 to the omnibus account.
- (vi) 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.
- (vii) 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, Malaysia or alternatively submitted electronically via BoardRoom Smart Investors Online Portal at <https://investor.boardroomlimited.com> (please refer to the Administrative Guide for further information on electronic submission) not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

B. Poll Voting

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

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 1, 2, 3 and 4 - Re-election of Directors

Clause 114 of the Company's Constitution provides that one-third (1/3rd) of the Directors of the Company for the time being shall retire from office at each AGM of the Company and that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Mr. Koay Ghee Teong, Mr. Wong Jee Seng and Puan Syafinaz Merican binti Isahak Merican are standing for re-election as Directors and being eligible, have offered themselves for re-election.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

EXPLANATORY NOTES:- (continued)

2. Ordinary Resolutions 1, 2, 3 and 4 - Re-election of Directors (continued)

Clause 119 of the Company's Constitution provides that any Director appointed by the Board shall hold office only until the conclusion of the next following AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Puan Azizah binti Mohd Yatim who was appointed as an Independent Non-Executive Director on 18 September 2026, is standing for re-election and being eligible, has offered herself for re-election.

In determining the eligibility of the Directors to stand for re-election at the forthcoming 67th AGM of the Company, the Nomination Committee, guided by the requirements of Paragraph 2.20A of the Listing Requirements of Bursa Securities and Practice 6.1 of the Malaysian Code on Corporate Governance, has recommended Mr. Koay Ghee Teong, Mr. Wong Jee Seng and Puan Syafinaz Merican binti Isahak Merican for re-election as Directors of the Company pursuant to Clause 114 of the Company's Constitution and Puan Azizah binti Mohd Yatim for re-election as Director of the Company pursuant to Clause 119 of the Company's Constitution (collectively referred to as "**Retiring Directors**"). The Nomination Committee has conducted a separate assessment which includes the following and was satisfied with the Retiring Directors' performance and contributions to the Board and they have discharged their responsibilities effectively. They also possess relevant qualification, knowledge and experience which complement the Board's competencies:-

- a. Fit and proper assessment;
- b. Contribution and performance;
- c. Calibre and personality; and
- d. Independence Self-Assessment of the Independent Non-Executive Director, where relevant.

Therefore, the Board recommended that the same be tabled to the shareholders of the Company for approval at the forthcoming 67th AGM of the Company under Resolutions 1, 2, 3 and 4 respectively. The evaluation criteria adopted as well as the process of assessment by the Nomination Committee have been duly elaborated in the Nomination Committee Statement of the Annual Report 2026. The Retiring Directors were able to meet the Board's expectations in terms of experience, expertise, integrity, competency, participation, and contribution. Each Retiring Director demonstrates a commitment to the role and has sufficient time to meet their commitment to the Company. The Retiring Directors had consented to their re-election and abstained from deliberations and voting in relation to their individual re-election at the Nomination Committee meeting and Board meeting respectively.

Any Director referred to in Ordinary Resolutions 1 to 4 who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election as a Director at the 67th AGM.

The profiles of the Retiring Directors are set out in the Directors' Profile section of the Annual Report 2026.

3. Ordinary Resolutions 5, 6 and 7 - Payment of Directors' fees and benefits payable (excluding Directors' fees) to Non-Executive Directors

In accordance with Section 230(1) of the Act, 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 67th AGM for the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company under Resolutions 5, 6 and 7.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

EXPLANATORY NOTES:- (continued)

3. Ordinary Resolutions 5, 6 and 7 - Payment of Directors' fees and benefits payable (excluding Directors' fees) to Non-Executive Directors (continued)

(i) Ordinary Resolution 5 – Payment of Director's fee to Puan Azizah binti Mohd Yatim

Following the appointment of Puan Azizah binti Mohd Yatim as an Independent Non-Executive Director of the Company with effect from 18 September 2026, the Director's fee payable to Puan Azizah binti Mohd Yatim was pro-rated from 18 September 2026 (Date of Appointment) until the forthcoming 67th AGM of the Company.

(ii) Ordinary Resolution 6 - 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 2025, there is no revision to the proposed fees. The proposed fees to be paid to the Non-Executive Directors is based on the following fees structure:

	<u>RM (per annum)</u>
Chairman of the Board	96,000.00
Member of the Board	54,000.00

The proposed Ordinary Resolution 6, if passed, will authorise the payment of the aforesaid Directors' fees to the Non-Executive Directors of the Company on a monthly basis.

(iii) Ordinary Resolution 7 - Payment of benefits payable (excluding Directors' fees) to Non-Executive Directors of the Company

The Company is seeking for shareholders' approval for payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors of the Company which comprises of meeting attendance allowances of RM500.00 per meeting for attending the Board and Board Committees meetings and other benefits up to an amount of RM126,000.00 for the period from 10 December 2026 until the next AGM of the Company to be held in 2027 as follows:-

	<u>RM</u>
Directors' meeting attendance allowances	77,500.00
Directors' other benefits	48,500.00
Total	126,000.00

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 67th AGM, a shareholders' approval will be sought at the next AGM.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

EXPLANATORY NOTES:- (continued)

4. Ordinary Resolution 8 - Re-appointment of Auditors

The Board, through the Audit Committee, had reviewed and was satisfied with the performance and independence of Messrs. KPMG PLT during the financial year under review. The Board has therefore recommended the re-appointment of Messrs. KPMG PLT as external auditors of the Company for the financial year ending 30 June 2027.

5. Ordinary Resolution 9 - Approval for issuance of new ordinary shares pursuant to Section 75 and Section 76 of the Act

The proposed Ordinary Resolution 9, if passed, will renew the authority given to the Directors of the Company, from the date of the forthcoming 67th 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 ("**General Mandate**"). This renewed General Mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

As at the date of this notice, the Company has not issued any new shares under the General Mandate, which was approved at the 66th AGM held on 10 December 2025, and which will lapse at the conclusion of the 67th AGM. A renewal of this General Mandate is being sought at the 67th AGM under the proposed Ordinary Resolution 9.

The renewed General 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 current and/or future investment project(s), working capital and/or acquisition(s) and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s).

6. Ordinary Resolution 10 - Proposed Renewal of Shareholders' Mandate

The proposed Ordinary Resolution 10, if passed, will give the mandate for Tanco Group to enter into recurrent related party transactions of a revenue or trading nature with the related parties, which are necessary for its day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This renewed mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular to Shareholders dated 30 October 2026 for further information.

7. Ordinary Resolution 11 - Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 11, if passed, will empower the Directors to exercise the power of the Company to purchase the Company Shares of not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time stipulated by utilising the funds allocated which shall not exceed the total retained profits of the Company.

This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM.

Please refer to the Share Buy-Back Statement to Shareholders dated 30 October 2026 for further information.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

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

- There are no individuals who are standing for election as Directors at the forthcoming 67th AGM of the Company.
- Details of the General Mandate to issue securities in the Company pursuant to Sections 75 and 76 of the Act are set out in Explanatory Note 5 of the Notice of this meeting.

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.