

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting ("8th AGM" or "Meeting") of Tashin Holdings Berhad ("the Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 5 June 2025 at 10:00 a.m. for the following purposes:

A G E N D A

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon. (Please refer to item (1) of the Explanatory Notes to Ordinary Business) (Resolution 1)
- To approve the payment of Directors' fees amounting to RM344,300.00 for the financial year ended 31 December 2024.
- To approve an amount of up to RM44,000.00 as benefits payable to the Directors from 6 June 2025 until the next Annual General Meeting of the Company to be held in year 2026. (Resolution 2)
- To re-elect the following Directors who are retiring pursuant to Clause 165 of the Company's Constitution, and being eligible, have offered themselves for re-election:
 - Mr. Sim Pui Chun; (Resolution 3)
 - Ms. Khaw Chooi Kee; and (Resolution 4)
 - Encik Rusdy bin Ishak. (Resolution 5)
- To re-elect Mr. Teh Jian Yang, who is retiring pursuant to Clause 156 of the Company's Constitution and being eligible, has offered himself for re-election. (Resolution 6)
- To appoint Auditors:

"THAT Crowe Malaysia PLT be and is hereby appointed as Auditors of the Company, in place of the retiring Auditors, BDO PLT and to hold office until the conclusion of the next Annual General Meeting of the Company; **AND THAT** the Directors are hereby authorised to determine their remuneration."
- As Special Businesses:

To consider and, if thought fit, with or without any modification, to pass the following resolutions, which will be proposed as ordinary resolutions:

 - ORDINARY RESOLUTION 1**

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

"THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time, at such price, to such persons and upon such terms and conditions and for such purposes as the Directors of the Company 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 of the Company for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 31 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 Sections 75 and 76 of the Companies Act 2016;

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 8)
 - ORDINARY RESOLUTION 2**

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject to the provisions of Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing recurrent related party transactions of a revenue or trading nature ("**Recurrent Related Party Transactions**") as described in the circular to shareholders dated 30 April 2025 with the related parties mentioned therein subject further to the following:

 - the Recurrent Related Party Transactions are in the ordinary course of business, which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
 - disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

AND THAT the authority conferred by such mandate upon the passing of this ordinary resolution shall continue to be in force until:

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

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

 (Resolution 9)
- To transact any other ordinary business for which due notice has been given.

By Order of the Board

Chua Siew Chuan (SSM PC No. 201908002648) (MAICSA No.: 0777689)
Chin Mun Yee (SSM PC No. 201908002785) (MAICSA No.: 7019243)
Company Secretaries

Kuala Lumpur
30 April 2025

Explanatory Notes to Ordinary Business:

- Audited Financial Statements for the financial year ended 31 December 2024

Agenda item no. 1 is meant for discussion only, as the provisions of Section 340(1)(a) of the Companies Act 2016 do not require the formal approval of the shareholders of the Company for the Audited Financial Statements for the financial year ended 31 December 2024. Hence, this Agenda item is not put forward for voting.
- Resolutions 3 to 5 – Re-election of Directors who retire by rotation pursuant to Clause 165 of the Company's Constitution

Pursuant to Clause 165 of the Company's Constitution, one-third (1/3) of the Directors at the date of the notice convening the Annual General Meeting will retire from office unless elected or re-elected at the Annual General Meeting. The Directors retiring will be those longest in office since their last election. If Directors are elected on the same day, the Directors to retire will either be as agreed between those Directors or by lot. If the total number of Directors is not three (3) or a multiple of it, the number nearest to one-third (1/3) will retire. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Hence, three (3) Directors are to retire in accordance with Clause 165 of the Company's Constitution.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 8th AGM of the Company, the Board of Directors through its Nomination Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with Practice 6.1 of the Malaysian Code on Corporate Governance, which includes the following:

 - Effectiveness of the Board of Directors as a whole and the Committees of the Board;
 - Contribution and performance of each individual Director;
 - Independence of the Independent Non-Executive Directors; and
 - Fit and proper assessment.

Based on the results of the abovementioned evaluations, the Board of Directors considered the performance of Mr. Sim Pui Chun, Ms. Khaw Chooi Kee, and Encik Rusdy bin Ishak (each referred to as "**retiring Director**") to be effective. The retiring Directors were able to meet the Board of Directors' 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 his/her commitment to the Nomination Committee, where relevant.
- Resolution 6 – Re-election of Director who retires pursuant to Clause 156 of the Company's Constitution

Pursuant to Clause 156 of the Company's Constitution, the Board of Directors can appoint a person as an additional Director or as a replacement for another Director. A Director appointed in this way automatically retires at the first Annual General Meeting after their appointment in accordance with Clause 165 of the Company's Constitution unless elected or re-elected at that Annual General Meeting.

For the purpose of determining the eligibility of the Director to stand for re-election at the 8th AGM of the Company, the Board of Directors through its Nomination Committee undertakes a formal evaluation on fit and proper assessment to determine the eligibility of the retiring Director since his appointment in line with Practice 6.1 of the Malaysian Code on Corporate Governance.

Based on the result of the abovementioned evaluation, the Board of Directors considered the performance of Mr. Teh Jian Yang to be effective. He was able to meet the Board of Directors' expectations in terms of experience, expertise, integrity, competency, participation, and contribution. He demonstrates a commitment to the role and has sufficient time to meet his commitment to the Company. He had abstained from deliberation and decision on his own eligibility to stand for re-election at the meeting of the Board of Directors.

Explanatory Notes to Special Business:

- Resolution 8 – Authority to issue and allot shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights

The Company wishes to renew the general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the general mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being ("**Renewed Mandate**"). The Renewed Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company for the allotment of shares for any possible fundraising activities for the purpose of funding future investment projects, working capital and/or acquisitions.

As at the date of the Notice of Meeting, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Seventh Annual General Meeting of the Company held on 6 June 2024, which will lapse at the conclusion of the 8th AGM of the Company.

Pursuant to Section 85(1) of the Companies Act 2016, read together with Clause 31 of the Company's Constitution, shareholders of the Company have pre-emptive rights to be offered any new shares in the Company that rank equally to the existing issued shares in the Company or other convertible securities.
- Resolution 9 – Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("**Recurrent Related Party Transactions**")

The Company wishes to renew the existing shareholders' mandate for Recurrent Related Party Transactions granted by the shareholders of the Company at the Seventh Annual General Meeting of the Company held on 6 June 2024 ("**Renewal of Shareholders' Mandate**"). The Renewal of Shareholders' Mandate will enable the Company and/or its subsidiaries ("**the Group**") to enter into the Recurrent Related Party Transactions which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Notes:

- In respect of deposited securities, only shareholders of the Company whose names appear in the Record of Depositors on 29 May 2025 shall be eligible to attend the Meeting.
 - A shareholder of the Company entitled to attend, participate, speak and vote at the Meeting is entitled to appoint one (1) or more proxies (who need not be a shareholder of the Company) to attend, participate, speak and vote for him/her but where that shareholder of the Company appoints more than one (1) proxy, he/she must specify the proportion of his/her shareholdings represented by each proxy.
 - The instrument appointing a proxy shall be in writing and in the case of an individual, shall be signed by the appointor or by his attorney; and in the case of a corporation, shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
 - Where a shareholder of the Company is an exempt authorised nominee who holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
 - The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via the Securities Services e-Portal at <https://www.sshsb.net.my/>. The lodging of the Form of Proxy will not preclude any shareholder from participating and voting at the Meeting should any shareholder subsequently wish to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the 8th AGM of the Company or at any adjournment thereof. All resolutions set out in this Notice of Meeting will be voted on by poll.
- Should you wish to deposit the Form of Proxy electronically via the Securities Services e-Portal, kindly refer to the e-Proxy Guide, which is available for download at www.tashin.com.my, for further details.