

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting (“**AGM**”) of TWL Holdings Berhad (“**TWL**” or the “**Company**”) will be conducted on a fully virtual basis via ShareWorks Sdn. Bhd. Online Meeting Platform hosted virtually at www.swsb.com.my on Tuesday, 19th December 2023 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions.

AGENDA

ORDINARY BUSINESS

- | | |
|--|--|
| <p>1. Laying of the audited financial statements and the reports of the directors and auditors
To lay and receive the Audited Financial Statements for the financial year ended 30th June 2023 together with the Reports of the Directors and Auditors thereon.</p> | <p>For compliance only, no voting required.</p> |
| <p>2. Election of Director
THAT re-election of the Executive Chairman, Dato’ Tan Wei Lian who retires in accordance with Article 95 of the Company’s Constitution, be hereby approved.</p> | <p>Ordinary Resolution 1</p> |
| <p>3. Election of Director
THAT re-election of the Non-Independent Non-Executive Director, Chua Eng Chin who retires in accordance with Articles 95 of the Company’s Constitution, be hereby approved.</p> | <p>Ordinary Resolution 2</p> |
| <p>4. Election of Director
THAT re-election of the Independent Non-Executive Deputy Chairman, Dato’ Syed Abdul Aziz bin Syed Hassan, who retires in accordance with Article 101 of the Company’s Constitution, be hereby approved.</p> | <p>Ordinary Resolution 3</p> |
| <p>5. Election of Director
THAT re-election of the Independent Non-Executive Director, Dato’ Zainol Abidin bin Mohamed, who retires in accordance with Article 101 of the Company’s Constitution, be hereby approved.</p> | <p>Ordinary Resolution 4</p> |
| <p>6. Appointment of auditors
THAT the appointment of Messrs UHY, Chartered Accountants, as the auditors in accordance with Article 146 of the Company’s Constitution and pursuant to Section 271(4)(a) of the Companies Act 2016 for the ensuing financial year ending 30 June 2023 be confirmed and that the directors be authorised to fix the remuneration of the auditors pursuant to Section 274(1)(a) of the Companies Act 2016 be hereby approved.</p> | <p>Ordinary Resolution 5</p> |

SPECIAL BUSINESS

- | | |
|---|-------------------------------------|
| <p>7. Approval for directors’ meeting allowance in accordance with Article 103 and 104 respectively of the Constitution and pursuant to Section 230(1)(a) of the Companies Act 2016
THAT approval be given for the payment of Directors’ meeting allowance of up to RM150,000.00 (2022 : RM150,000.00) for the period from this AGM until the next AGM to be held in year 2024 and be payable after the meeting in arrears.</p> | <p>Ordinary Resolution 6</p> |
| <p>8. Allotment of shares or grant of rights and waiver of pre-emptive rights with the Company approval pursuant to Sections 75, 76 and 85 of the Companies Act 2016 respectively
THAT pursuant to Section 75 and 76 of the Companies Act 2016 and subject to the approval of all relevant authorities being obtained, the directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting (“General Allotment”).</p> | <p>Ordinary Resolution 7</p> |

THAT approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act, 2016 read together with Article 60 of the Constitution of the Company arising from any issuance of new shares pursuant to the General Allotment.

NOTICE OF 27TH ANNUAL GENERAL MEETING

By Order of the Board
TWL HOLDINGS BERHAD

Company Secretary
HENG CHIANG POOH FCIS (CS) (CGP)
MAICSA 7009923

Kuala Lumpur
 Dated : 17.11.2023

Notes

1. *The AGM of the Company will be held as a fully virtual meeting through live streaming and online remote voting using facilities provided by the Company's Poll Administrator, namely ShareWorks Sdn. Bhd. via www.swsb.com.my. Please refer to the Administrative Guide for AGM for the procedures to register, participate and vote remotely through the facilities.*
2. *An online meeting platform can be recognised as the main venue of the meeting pursuant to Section 327 of Companies Act 2016 and in line with the Securities Commission Malaysia's Guidance Note if the online platform is located in Malaysia. As such, the convening of the AGM will be joined by members, the Chairman of the meeting, Board of Directors and other relevant parties via www.swsb.com.my.*
3. *Pursuant to the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and authorised representatives ("Participants") shall communicate via real time submission of typed text through submit questions by clicking on "Ask Question" on the facilities while participating the virtual meeting.*
4. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 December 2023 ("General Meeting Record of Depositors") shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote via the facilities.*
5. *A member entitled to attend and vote via the facilities is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote via the facilities shall have the same rights as the member to speak at the meeting.*
6. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
7. *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 of each Omnibus Account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
8. *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to 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.*
9. *If a corporation is a member of the Company, it may vote by any person authorised by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 86 of the Company's Constitution.*
10. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor be a corporation, as authorised by its Board or under its common seal or under the hand of an officer or attorney of the corporation duly authorised and shall be deposited with the power of attorney or other authority (if any) at the registered office of the Company situated at T3-13A-20, Level 13A, Menara 3, 3 Towers, 296, Jalan Ampang, 50450 Kuala Lumpur or such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding this meeting or adjourned meeting at which the person named in the instrument proposes to vote.*
11. *All resolutions are to be voted by way of poll pursuant to Bursa Malaysia Securities Berhad's Main Market Listing Requirements.*