**TWL HOLDINGS BERHAD**
Registration No. 199401039944
(Incorporated in Malaysia)

## NOTICE OF 30TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 30th Annual General Meeting ("**AGM**") of TWL Holdings Berhad ("**TWL**" or the "**Company**") will be held at 8th Floor, Wisma TWL, No. 19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Tuesday, 08th December 2026 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**

1. **Laying of the audited financial statements and the reports of the directors and auditors** — **For compliance only, no voting required.**
   To lay and receive the Audited Financial Statements for the financial year ended 30th June 2026 together with the Reports of the Directors and Auditors thereon.

2. **Election of Director** — **Ordinary Resolution 1**
   **THAT** re-election of the Executive Chairman, Dato' Tan Wei Lian, who retires in accordance with Article 95 of the Constitution of the Company, be hereby approved.

3. **Election of Director** — **Ordinary Resolution 2**
   **THAT** re-election of the Managing Director, Tan Lee Chin, who retires in accordance with Article 101 of the Constitution of the Company, be hereby approved.

4. **Appointment of auditors** — **Ordinary Resolution 3**
   **THAT** the appointment of Messrs UHY Malaysia PLT, 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 2027 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.

**SPECIAL BUSINESS**

5. **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** — **Ordinary Resolution 4**
   **THAT** approval be given for the payment of Directors' meeting allowance of up to RM150,000.00 (2025 : RM150,000.00) for the period from this AGM until the next AGM to be held in year 2027 and be payable after the meeting in arrears.

6. **Allotment of shares or grant of rights approval pursuant to Sections 75 and 76 of the Companies Act 2016 respectively** — **Ordinary Resolution 5**
   **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**").

7. **Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** — **Ordinary Resolution 6**
   **THAT** approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for the day-to-day operations as set out in 2.3 Part A of the Circular to Shareholders dated 6 November 2026 which are of a revenue or trading nature and carried out in the ordinary course of business and are 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, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016 ("**Act**"), the Company's Constitution and all other applicable laws, guidelines, rules and regulations.

   **THAT** such authority shall commence 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 mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; 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 Act (but must 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 in general meeting, whichever is the earlier.

   **THAT** authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

8. **Mandate for renewal of share buy back authority** — **Ordinary Resolution 7**
   **THAT** subject to the Companies Act 2016 ("**Act**"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant authorities, the Company be and is hereby authorised to purchase such amount of shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company **PROVIDED THAT**:-

   (a) the aggregate number of shares in the Company ("**TWL Shares**") which may be purchased and/or held by the Company shall not exceed ten percentum (10%) of the total number of issued shares of the Company at any point of time, subject to a restriction that the share capital of the Company does not fall below the applicable minimum share capital requirements of the Main Market Listing Requirements of Bursa Securities;

   (b) the maximum funds to be allocated by the Company for the purpose of purchasing the TWL Shares shall not exceed the Company's retained profits at any point of time;

   (c) the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until: -

      (i) the conclusion of the next Annual General Meeting ("**AGM**") at which time it shall lapse unless by Ordinary Resolution passed at the 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) revoked or varied by Ordinary Resolution passed by the shareholders of the Company in a general meeting, whichever occurs first; and

   (d) upon completion of the purchase(s) of the TWL Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the TWL Shares so purchased or to retain the TWL Shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act), or to retain part of the TWL Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

   **AND THAT** the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of the TWL Shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.

By Order of the Board
**TWL HOLDINGS BERHAD**

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

Kuala Lumpur

Dated : 06.11.2026