TONG HERR RESOURCES BERHAD
[Registration No. 199701016642 (432139-W)]
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting of the Company held at Bendera 2, Level 2, Holiday Inn & Suites Penang Prai, 1919, Menara Sentral, Jalan Juru Sentral, 14000 Bukit Mertajam, Pulau Pinang on Tuesday, 3 November 2026 at 2.30 p.m.

Present	:	Shareholders As per Attendance List Directors Mr. Tsai Ming Ti (Executive Chairman) Mr. Tsai Yi Ting (Managing Director) Mr. Tan Ban Leong (Executive Director) Ms. Tsai Pei Chen (Non-Independent Non-Executive Director) Mr. Soon Gim Wooi (Independent Non-Executive Director) Puan Rohaiza Binti Mohamed Basir (Independent Non-Executive Director) Datin Nik Haslinda Binti Nik Mohd Hashim (Independent Non-Executive Director) Mr. Tsai, Hung-Chuan (Non-Independent Non-Executive Director)
In Attendance	:	Ms. Lee Mei-Mei (Company Secretary) Ms. Josephine Kong – RHB Investment Bank Berhad (Principal Adviser) Mr. Yip Kah Weng – Mercury Securities Sdn Bhd (Independent Adviser) Ms. Cindy Cheang – Cheang & Ariff (Due Diligence Solicitors) Ms. Gloria Tan – Zul Rafique & Partners (Legal Adviser to the Joint Offerors)

The Meeting was scheduled to commence at 2.30 p.m. The Company Secretary confirmed that the requisite quorum of two Shareholders present in person or by proxy under Clause 75 of the Company's Constitution was present, and the Meeting was duly constituted.

Notice

The Notice convening the Meeting having been circulated within the prescribed period was taken as read.

The details of the proposed selective capital reduction and repayment exercise pursuant to Section 116 of the Companies Act 2016 ("Proposed SCR") were set out in the Circular to Shareholders dated 12 October 2026, which had been dispatched to shareholders.

1. CHAIRMAN'S ADDRESS

The Executive Chairman, Mr. Tsai Ming Ti, welcomed Shareholders to the Extraordinary General Meeting ("EGM") and invited Mr. Tsai Yi Ting, the Managing Director, to assist in conducting the Meeting. Mr. Tsai Yi Ting introduced the Directors, Company Secretary and appointed advisers present at the Meeting and informed Shareholders that Ms. Tsai, Chia-Yen was unable to attend due to personal reasons.

Mr. Tsai Yi Ting declared his interest in the Proposed SCR by virtue of his directorship in Richard Holdings Limited, his capacity as a Joint Ultimate Offeror and his position as Managing Director and major shareholder of the Company. He informed the Meeting that he and persons connected with him would abstain from voting on the Special Resolution in respect of their direct and/or indirect shareholdings, if any. He thereafter handed over the chair to Puan Rohaiza Binti Mohamed Basir ("Chairperson") to preside over the proceedings.

The Chairperson informed the Meeting that 81 valid proxy forms had been received within the prescribed time, representing 8,775,105 shares or 22.42% of the issued shares entitled to vote at the EGM. In her capacity as proxy for certain Shareholders, she would exercise her voting right in accordance with their instructions and, in the absence of specific voting instructions, would vote in favour of the Special Resolution. Shareholders and proxies were invited to raise any questions relating to the Proposed SCR prior to the commencement of voting.

The Chairperson further informed the Meeting that, pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Special Resolution would be put to a vote by way of poll. Vistra Investor & Issuing House Services Sdn. Bhd. had been appointed as the Poll Administrator, and Value Creator Consultancy as Independent Scrutineer to verify the polling process and validate the votes cast. The poll result would be announced upon completion of the verification process.

2. PRESENTATION BY THE PRINCIPAL ADVISER

At the Chairperson's invitation, Ms. Josephine Kong of RHB Investment Bank Berhad briefed the meeting on the Proposed SCR.

She informed the meeting that the Company had received the proposal letter on 6 August 2026. Pursuant to the Proposed SCR, the entitled shareholders would receive a cash consideration of RM2.55 for each Tong Herr Share at the entitlement date which to be determined later. The entitled shareholders collectively held 39,141,298 Tong Herr Shares, representing approximately 25.50% of the total Tong Herr Shares in issue. Upon completion of the Proposed SCR, the non-entitled shareholders would collectively hold 100.00% of the equity interest in the Company.

The cash consideration of RM2.55 represented premiums of approximately 41.67%, 4.08% and 4.15% over the closing market price of Tong Herr Shares on 5 August 2026, the closing market price as at the LPD and the 5-day VWAP up to and including the LPD, respectively.

The rationale of Proposed SCR would also provide greater flexibility in managing the Group's business, addressing the low trading liquidity of Tong Herr Shares and providing the entitled shareholders with an opportunity to realise their investments at a premium to the prevailing market price. The Joint Offerors and Joint Ultimate Offerors intended to continue the Group's businesses without major changes or immediate employee redundancies and would seek to delist the Company from the Official List of Bursa Securities upon completion of the Proposed SCR.

The Proposed SCR was subject to, among others, the approval of the non-interested shareholders via special resolution, the granting of the High Court Order confirming the reduction of the Company's issued share capital pursuant to Section 116 of the Act and the approval and/or consent of the Company's existing financiers and/or creditors, where required.

The meeting was further informed that completion of the Proposed SCR was anticipated in early March 2027, followed by the delisting of the Company from the Official List of Bursa Securities in mid-March 2027, subject principally to the High Court process.

3. PRESENTATION BY THE INDEPENDENT ADVISER

Mr. Yip Kah Weng of Mercury Securities Sdn Bhd presented the Independent Adviser's evaluation of Proposed SCR, explaining the distinction between fairness and reasonableness. He informed the Meeting that an asset-based valuation approach had been adopted, taking into consideration the Group's asset holdings and business characteristics. As the offer price was below the assessed fair value of the shares, the Independent Adviser had concluded that the Proposed SCR was not fair.

Nevertheless, the Independent Adviser has assessed the Proposed SCR to be reasonable, having regard to the premiums of the offer price over historical market prices, the low trading liquidity of the shares, the opportunity for Shareholders to realise their entire investment in cash, the risk of a lower market price should the proposal not proceed, the absence of an alternative proposal as at the date of its advice and the controlling shareholding by Non-Entitled Shareholders. Accordingly, the Independent Adviser had concluded that the Proposed SCR was not fair but reasonable and had recommended that Non-Interested Shareholders vote in favour of the Special Resolution.

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4. SPECIAL RESOLUTION
PROPOSED PRIVATISATION OF TONG HERR RESOURCES BERHAD BY WAY OF A SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016

The Chairperson tabled the Special Resolution, the full text of which was set out in the Notice of EGM. She informed the Meeting that, subject to obtaining the requisite approvals and the proposal becoming effective, all Tong Herr Shares held by Entitled Shareholders as at the entitlement date to be further determined would be cancelled in consideration of cash repayment of RM2.55 per Tong Herr Share. The Company's treasury shares would likewise be cancelled, while the Non-Entitled Shareholders would retain their respective shares.

The Chairperson informed the Meeting that Allrich Corp and Richard Holdings Limited are the Joint Offerors; Tsai, Hung-Chuan, Tsai, Jane-Rong, Tsai Ming Ti, Tsai Yi Ting and Tsai Pei Chen were the Joint Ultimate Offerors; and Tsai Liao Chin Yeh, Tsai Chia Chen and Yang, Sheng-Chun were persons acting in concert with them. Ms. Tsai, Chia-Yen was also presumed to be acting in concert with the Joint Offerors. Accordingly, these parties and their respective connected persons would abstain from voting on the Special Resolution in respect of their direct and/or indirect shareholdings, if any.

Shareholders and proxies were invited to state their names and capacity before raising questions on the Proposed SCR. The questions and responses are recorded below.

QUESTIONS AND ANSWERS

A representative of the Minority Shareholders Watch Group (MSWG)/Shareholder raised questions on the offer price, the Independent Directors' consideration of the proposal, funding and trading liquidity.

Representative of the Minority Shareholders Watch Group (MSWG)

No.	Questions	Answers
1.	Discussions on the offer price The Independent Directors had engaged in discussions with the offerors with a view to securing an improved offer or negotiating the offer price, particularly in light of the Independent Adviser's	The Chairperson confirmed that discussions had been held in relation to the offer and acknowledged that the asset-based valuation exceeded the offer price. She clarified that the Group would continue to operate as a going concern and was not expected to realise its assets through a disposal of properties or liquidation of its business. In assessing the Proposed SCR, the Independent Directors had taken into

	conclusion that the Proposed SCR was not fair.	consideration the Independent Adviser's advice, the historical share price, liquidity and trading volume of the shares, and the opportunity for shareholders to realise their investment in cash. Accordingly, the Independent Directors had considered and assessed the Proposed SCR holistically and had not based their evaluation solely on the comparison between the asset-based valuation and the offer price.
2.	Independent Directors' role in presenting the proposal Clarification was sought on the scope of the Independent Directors' authority to accept the proposal and proceed with its submission for shareholders' consideration, including whether they could reject the proposal without tabling it, considering the opinion provided by the Independent Adviser that the proposal was not fair.	The Chairperson explained that the Independent Directors had duly considered the Independent Adviser's detailed assessment, together with the broader commercial circumstances. Notwithstanding the valuation shortfall highlighted by the Independent Adviser, the Independent Directors had also considered a few factors including the premiums over historical market prices of the Company's shares, the limited trading liquidity of the shares and the opportunity for shareholders to realise their investments in cash. Having considered these factors, the Independent Directors had resolved to present the proposal to the entitled shareholders for their consideration and voting. The Chairperson emphasised that the ultimate decision on whether to approve the Proposed SCR rested with the non-interested shareholders.
3.	Use of cash resources and bank borrowings Clarification was sought on the funding structure for the Proposed SCR, especially the proportion to be funded from the Group's cash and bank balances as compared with bank borrowings, and the amount of cash that would be retained for the Group's ongoing operations.	The Management explained that a portion of the available cash and bank balances would be utilised to fund the Proposed SCR, whilst the remaining balance would be retained for working capital for the Group's continuing operations. The final funding structure, including the respective proportions to be funded through internally generated funds and bank borrowings, would be determined closer to the implementation of the Proposed SCR following the confirmation of the Proposed SCR by the High Court.
4.	Concentrated shareholdings and low trading liquidity It was observed that a substantial portion of the Company's shares were held by	The Chairperson acknowledged the concentration of shareholdings and explained that privatisation was a commercial decision of the offerors, taking into consideration the Group's broader operating environment rather than trading liquidity alone. She

	Richard Holdings Limited and Allrich Corp. Clarification was sought as to whether the low trading liquidity was attributable to the shareholding ownership structure rather than prevailing market conditions, and whether measures to improve liquidity should be considered instead of relying on low liquidity as a justification for privatisation.	cited global competition, logistics and shipping costs, and other industry uncertainties, as well as the greater operational flexibility afforded to an unlisted company. She noted that trading in the Company's shares had historically been limited, notwithstanding the more recent increased trading activity. In addressing potential measures to improve liquidity, she observed that the issuance of additional shares could dilute existing shareholders' interests without necessarily resolving the liquidity issue. She further reiterated that the business and its assets would continue to be retained and operated, and that shareholders should assess the proposal having regard to both the Independent Adviser's assessment and their individual investment circumstances.

Mr. Ng Hoon Ho (Shareholder)

No.	Questions	Answers
5.	Mr. Ng Hoon Ho, who stated that he had held shares for approximately 20 years, expressed appreciation for the Group's work over that period and raised the following questions. Clarification of the proxy shareholding percentage Clarification was sought on the percentage of shares represented by the proxy forms announced earlier and whether those shares constituted the entire shareholding entitled to vote.	The Chairperson clarified that the 81 valid proxy forms received within the prescribed time represented 8,775,105 shares, equivalent to 22.42%. She further explained that this figure related solely to the proxy forms received and did not represent the aggregate shareholding of all Non-Interested Shareholders or the final votes cast at the Meeting.
6.	Request for an interim or special dividend With reference to the improved financial performance for the first half of the year and the anticipated timeframe for payment of SCR consideration,	The Chairperson explained that, under the terms of the Proposed SCR, any dividend or distribution declared prior to completion would result in a corresponding adjustment to the offer price of RM2.55 per share. Consequently, the amount of SCR consideration payable to shareholders would be reduced by an equivalent amount. She further

	clarification was sought as to whether the Board would consider declaring an interim or special dividend for Entitled Shareholders, including a distribution to the exclusion of Non-Entitled Shareholders. He further proposed that such a distribution be made prior to the implementation of the Proposed SCR to enable shareholders to receive payment at an earlier date.	clarified that any decision to declare a dividend would be subject to the Board's consideration, taking into account the Group's financial position, operational requirements and other relevant factors. No decision or commitment to declare a dividend or to make a distribution exclusively to Entitled Shareholders was recorded at the Meeting.

There being no further questions from the floor.

POLL VOTING ON THE SPECIAL RESOLUTION

On the proposal of Ms. Teh Yen San and seconded by Ms. Lau Chyi Shan, the motion on the Proposed SCR, as set out in the Notice of the EGM, was put to the Shareholders for consideration and voting by way of poll.

The Chairperson reminded the Meeting that the passing of the Special Resolution required the approval by a majority in number of the Non-Interested Shareholders representing at least 75% in value of the votes attached to their shares voted, either in person or by proxy, at the EGM. The Chairperson further noted that the votes cast against the Special Resolution must not exceed 10% in value of the votes attached to all shares held by the Non-Interested Shareholders.

While the Poll Administrator and Scrutineer were tabulating and verifying the poll results, the Chairperson invited the Shareholders to take a tea break.

The Chairperson called the meeting to order again at 4.00 p.m., following which the Scrutineer presented a summary of the poll results to the Chairperson.

Based on the verified poll results detailed hereunder, it was declared that the special resolution was duly **CARRIED.**

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	In terms of number		In terms of value	
	No. of non-interested shareholders	%	No. of non-interested shares	%
Voted FOR	81	82.65	8,069,644	84.06
Voted AGAINST	17	17.35	1,530,203	15.94
Total	98	100.00	9,599,847	100.00

	No. of Shares	%
Total number of non-interested shares	39,141,298	100
Total vote casted AGAINST	1,530,203	3.91

SPECIAL RESOLUTION
PROPOSED PRIVATISATION OF TONG HERR RESOURCES BERHAD BY WAY OF A SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016

RESOLVED :

"THAT, subject to the relevant approvals and/or consents being obtained from all relevant authorities and parties, where required, as well as confirmation being granted by the High Court of Malaya ("High Court") for the reduction of the issued share capital of the Company pursuant to Section 116 of the Companies Act 2016 ("Act"), approval be and is hereby given to the Company to undertake and effect the Proposed SCR in the following manner:

i) to undertake a selective capital reduction and repayment exercise pursuant to Section 116 of the Act involving the cancellation of all ordinary shares in Tong Herr Resources Berhad ("Tong Herr Share(s)" or "Share(s)") held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the entitlement date to be determined and announced later by the Board of Directors of the Company ("Board") ("Entitlement Date") ("Entitled Shareholders"), save for the shares held by Allrich Corp, Richard Holdings Limited, the joint ultimate offerors and persons acting in concert with them (collectively, the "Non-Entitled Shareholders");

ii) immediately upon completion of the Proposed SCR, to cancel all treasury Tong Herr Shares held by the Company; and

iii) to effect a capital repayment of RM2.55 in cash for each existing Share held by the Entitled Shareholders on the Entitlement Date that has been cancelled pursuant to the Proposed SCR.

AND THAT the Board be and is hereby authorised to take all such steps as it considers necessary, desirable and/or expedient in connection with the Proposed SCR including:

i) to determine and announce the Entitlement Date and the date of settlement of the capital repayment;

ii) to file an application to seek confirmation from the High Court for the reduction of the share capital of the Company pursuant to Section 116 of the Act;

iii) to lodge a copy of the High Court order confirming the reduction of the share capital with the Registrar of Companies pursuant to Section 116(6) of the Act on such date as the Board may determine;

iv) subject to the High Court order being obtained and becoming effective in accordance with the Act, to effect the capital repayment of RM2.55 in cash for each Tong Herr Share held by the Entitled Shareholders on the Entitlement Date;

v) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as may be required by the relevant authorities, the High Court and/or the Registrar of Companies, or as the Board considers necessary or expedient in the best interests of the Company; and

vi) to do all such acts, deeds and things and to execute, sign and deliver all such documents as the Board may consider necessary, desirable and/or expedient to implement, finalise, complete and give full effect to the Proposed SCR.

There being no further matters to discuss, it was resolved that the Meeting be concluded at 4.10 p.m. with a vote of thanks to the Chair.

Confirmed as a correct record

PUAN ROHAIZA BINTI MOHAMED BASIR
Chairperson of the Meeting