



**TONG HERR RESOURCES BERHAD**  
[Company No. 199701016642 (432139-W)]

# NOTICE OF TWENTY-NINTH ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting of the Company will be held at No. 2515 Tingkat Perusahaan 4A, Perai Free Trade Zone, 13600 Perai, Penang on Monday, 25 May 2026, at 2.00 p.m. for the following purposes: -

## AGENDA

- ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the reports of the Directors and Auditors thereon. **(Please refer to Note A)**
  - To approve the payment of a Final Single Tier Dividend of RM0.033 per share for the financial year ended 31 December 2025. **Resolution 1**
  - To re-elect the following Directors retiring under the provision of Article 95(1) of the Constitution of the Company, and who, being eligible had offered themselves for re-election: - **Resolution 2**
    - Mr. Tsai Yi Ting **Resolution 3**
    - Datin Nik Haslinda Binti Nik Mohd Hashim **Resolution 4**
    - Mr. Soon Gim Wooi **Resolution 5**
  - To appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2026 and to authorize the Board of Directors to determine their remuneration.
- SPECIAL BUSINESS**
- To consider and, if thought fit, to pass with or without modifications, the following ordinary resolutions: -
- Proposed Payment of Directors' Fees and Benefits**  
"To approve the payment of Directors' Fees and Benefits amounting to RM150,000 only from this AGM up to the date of the next AGM." **Resolution 6**
  - Proposed Authority to Issue Shares and Waiver of Pre-Emptive Rights**  
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant governmental/ regulatory authorities, if applicable, the Board of Directors be and is hereby authorized to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being; AND THAT pursuant to Section 85 of the Act to be read together with Clause 62 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 Act; THAT the Directors 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; 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 7**
  - Proposed Renewal of Authority to Purchase its own Shares**  
"THAT subject to the Act, provisions of the Constitution of the Company and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorized to purchase its own shares through Bursa Securities, subject to the following: - **Resolution 8**
    - The maximum number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
    - The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);
    - The authority conferred by this resolution will be effective immediately upon the passing of this resolution; and shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
    - Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
      - to cancel the shares so purchased; or
      - to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
      - to retain part of the shares so purchased as treasury shares and cancel the remainder; or
      - in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

THAT The Directors of the Company be and are hereby authorized to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase 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 to implement or to effect the purchase of the Company's shares in accordance with the Act, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."
  - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
"THAT subject to the Act, provisions of the Constitution of the Company and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into and to give effect to the recurrent related party transactions as specified in Section 2.4 (a) of the Circular to the shareholders dated 24 April 2026 provided that such transactions which are necessary for the Group's day to day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms which are not more favorable to the Mandated Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company ("Proposed Shareholders' Mandate"). AND THAT the Proposed Shareholders' Mandate shall continue to be in force until: - **Resolution 9**
    - the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed; or
    - the expiration of the period within which the next AGM after that date 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 Act); or
    - revoked or varied by resolution passed by the shareholders in a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be authorized 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 Proposed Shareholders' Mandate."
  - To transact any other business for which due notice shall have been given in accordance with the Act.

## NOTES:

- This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act do not require a formal approval of the shareholders and hence, is not put forward for voting.
- The profile of the Directors who are standing for re-election (as per Resolutions 2 to 4 stated above) at this AGM are set out in the "Profile of Directors" section from pages 16 to 18 of the Company's Annual Report 2025. The details of any interest in securities held by the said Directors are set out in the "Analysis of Directors' Shareholdings" section on page 166 of the Company's Annual Report 2025.

## PROXY

- In respect of deposited securities, only depositors whose names appear in the Record of Depositors as at 15 May 2026 shall be entitled to attend the Meeting and to speak or vote thereat.
- A member of the Company who is entitled to attend and vote at a meeting of the Company, may appoint not more than two (2) proxies to attend and vote instead of the member at the meeting. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. A proxy need not be a member. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company who is an authorized nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which 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 in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorized.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarized certified copy of that power or authority, shall be deposited at the registered office of the Company at Suite 5-21-H, 21st Floor, Menara Northam, 55 Jalan Sultan Ahmad Shah, 10050 George Town, Penang or alternatively, to submit the proxy form electronically via Vistra Share Registry and IPO (MY) Portal ("The Portal") at <https://srmy.vistra.com> not less than forty-eight (48) hours before the time fixed for holding the meeting. Please refer to the Administrative Guide for the 29th AGM on the procedure for electronic lodgement of proxy form.

## Explanatory Notes On Special Business:

- Ordinary Resolution 2, 3 and 4**  
The proposed resolution is on the re-election of Mr. Tsai Yi Ting, Datin Nik Haslinda Binti Nik Mohd Hashim and Mr. Soon Gim Wooi will retire at the Twenty-Ninth AGM in accordance with Clause 95(1) of the Company's Constitution. The profile of the retiring Directors is set out in the Annual Report 2025. The Nominating Committee has taken into account the Board Performance Evaluation including the results of assessment for the retiring Directors and concurred that they have met the Board's expectations in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company. The Board recommended them to be re-elected as Directors of the Company.
- Ordinary Resolution 5**  
The Audit Committee ("AC") had at its meeting held on 26 February 2026 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2026. The Board has reviewed the recommendation of the AC and concurred to recommend the same to be tabled to the shareholders for approval at the 29th AGM
- Ordinary Resolution 6**  
The proposed resolution is in accordance with Article 103(c) of the Constitution of the Company and Section 230(1) of the Act and if passed, will authorize the payment of Directors' Fees and benefits to the Directors of the Company for their services as Directors from this AGM up to the date of next AGM.
- Ordinary Resolution 7**  
The proposed Resolution, if approved, will allow the Company to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with the new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate. This is also to approve the disapplication of statutory pre-emption rights under Section 85 of the Act, to allot new shares (or to grant rights over shares) without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate. The proposed resolution, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The renewed 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 future investment, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company. As at the date of this notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the Twenty-Eighth Annual General Meeting held on 29 May 2025 which will lapse at the conclusion of the Twenty-Ninth Annual General Meeting.
- Ordinary Resolution 8**  
The proposed resolution, if passed, will empower the Directors of the Company to purchase the Company's own shares up to ten per cent (10%) of the total number of issued shares of the Company by utilizing the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. Further information on the proposed Resolution is set out in the Share Buy-Back Statement in pages 10 to 14 of this Annual Report 2025.
- Ordinary Resolutions 9**  
The proposed resolution, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of revenue or trading nature. The recurrent related party transactions are in the ordinary course of business, and which are not more favorable to the Mandated Related Parties than those generally available to the public. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to shareholders dated 24 April 2026.

## Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at this meeting, 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 this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, 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.

## DETAILS OF INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS (EXCLUDING DIRECTORS STANDING FOR A RE-ELECTION)

Pursuant to Paragraph 8.27(2) of the Bursa Securities Listing Requirements for Main Market, no individual is seeking election as a Director at the Twenty-Ninth Annual General Meeting of the Company.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that a Final Single Tier Dividend of RM0.033 per share for the financial year ended 31 December 2025, if approved, will be paid on 18 June 2026 to depositors registered in the Records of Depositors on 4 June 2026.

A Depositor shall qualify for entitlement to the Dividend in respect of: -

- shares transferred into the Depositor's Securities Account before 5.00 p.m. on 4 June 2026 in respect of transfers;
- shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board,

ANGELINA CHEAH GAIK SUAN (MAICSA 7035272) | SSM PC No. : 202008002177  
LEE MEI-MEI (MAICSA 7062284) | SSM PC No. : 202008002962

Secretaries  
Penang

Date: 24 April 2026