



TONG HERR RESOURCES BERHAD

(Registration No. 199701016642 (432139-W))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Tong Herr Resources Berhad (“**Tong Herr**” or the “**Company**”) will be 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. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

SPECIAL RESOLUTION

PROPOSED PRIVATISATION OF TONG HERR BY WAY OF A PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF TONG HERR PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SCR”)

THAT, subject to the relevant approvals and/or consents being obtained from all relevant authorities and parties, where required, as well as the confirmation 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 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 (“**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 which 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 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.

By Order of the Board

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

Company Secretaries

Pulau Pinang, Malaysia

12 October 2026

Notes:

1. Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of the EGM will be put to a vote by way of a poll.
2. In respect of deposited securities, only depositors whose names appear in the Record of Depositors as at 27 October 2026 shall be entitled to attend, participate, speak and vote thereat.
3. 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 of the Company. There shall be no restriction as to the qualification of the proxy.
4. Where a member of the Company who is an authorised 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.
5. 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed, or a duly certified copy of that power or authority, shall be deposited with the Share Registrar, not less than forty-eight (48) hours before the time fixed for holding the EGM or any adjournment thereof:

Mode of submission	Designated address
Hard copy	Vistra Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to be deposited in the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur
Electronic means	Through Vistra Share Registry and IPO (MY) portal at https://srmy.vistra.com ; or You may submit the Form of Proxy electronically via the Share Registrar’s email at is.enquiry@vistra.com on or before the time and the date indicated above. For further information on electronic lodgement of the Form of Proxy, please refer to the Administrative Guide for the EGM

The lodging of the Form of Proxy will not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so, provided that a notice of termination of proxy authority in writing is given to and deposited at the Share Registrar’s office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur Wilayah Persekutuan, Malaysia, or submitted electronically via email to the Share Registrar at is.enquiry@vistra.com, not less than 48 hours before the time stipulated for holding the EGM or any adjournment thereof.

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.