



Holdings Berhad

TWL HOLDINGS BERHAD

(Registration No.: 199401039944 (325631-V))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) 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 Monday, 22 June 2026 at 11.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”), approval be and is hereby given to TWL and its subsidiaries (“TWL Group” or the “Group”) to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature with the related parties as set out in **Part A, Section 2.5** of the circular/statement to shareholders dated 5 June 2026 (“Circular/Statement”), which are necessary for its day-to-day operations, to be entered into by the Group on the basis that these transactions are entered into on terms which are not more favourable to the related party involved than those generally available to the public, and hence, will not be detrimental to the minority shareholders of the Company;

AND THAT, the Proposed New Shareholders’ Mandate is subject to annual renewal and if approved by the shareholders of the Company at the forthcoming EGM, the Proposed New Shareholders’ Mandate shall take effect from the date of passing of the ordinary resolution for the Proposed New Shareholders’ Mandate at the forthcoming EGM and shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company (“AGM”) following the forthcoming EGM at which such ordinary resolution is passed to effect the Proposed New Shareholders’ Mandate, at which time it shall lapse, unless the authority is renewed by an ordinary resolution passed at the said next AGM;
- (ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier;

AND FURTHER THAT, the Board of Directors of the Company (“Board”) be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required), as they may consider expedient or necessary to give effect to the Proposed New Shareholders’ Mandate.”

ORDINARY RESOLUTION 2

PROPOSED SHARE BUY BACK AUTHORITY FOR TWL TO PURCHASE ITS OWN ORDINARY SHARES (“TWL SHARE(S)” OR “SHARE(S)”) OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PURCHASED SHARE(S)”) (“PROPOSED SHARE BUY BACK”)

“THAT, subject to the Act, the Constitution of the Company, the Listing Requirements and all other applicable laws, rules and regulations and guidelines for the time being in force and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company as may be determined by the Board from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided that:-

- (i) the maximum aggregate number of shares purchased or held does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained earnings of the Company;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
 - (a) the conclusion of the next AGM following the forthcoming EGM at which such resolution is passed at which time it will lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first;

THAT upon completion of the Proposed Share Buy Back, our Board may deal with the Purchased Shares in the following manner:-

- (i) cancel the Purchased Shares;
- (ii) retain the Purchased Shares as treasury shares;
- (iii) retain part of the Purchased Shares as treasury shares and cancel the remainder of the Purchased Shares; or
- (iv) in any other manner as may be prescribed by the Act, the Listing Requirements 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 aforesaid Proposed Share Buy Back 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
5 June 2026

Notes:-

- (1) Only a depositor whose name appears in the Record of Depositors on 15 June 2026 shall be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.
- (2) A member is entitled to attend and vote or to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote shall have the same rights as the member to speak at the meeting.
- (3) Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (4) 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.
- (5) Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint up to 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.
- (6) 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 Constitution of the Company or pursuant to Section 333(5) of the Companies Act 2016.
- (7) If you were unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to vote on your behalf. If you wish to do so, you must complete the Proxy Form in accordance with the instruction thereon and deposit the same at the registered office of TWL Holdings Berhad at 4th Floor, Wisma TWL, No. 19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, at which the person named in such instrument proposes to vote.
- (8) Alternatively, you may deposit your Proxy Form by electronic means through the Company’s email at twl@twlholdings.com.my, also not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, at which the person named in such instrument proposes to vote. The lodgment of the Proxy Form will not preclude you from attending and voting in person at the EGM should be subsequently decide to do so.
- (9) All resolutions are to be voted by way of poll in accordance with Main Market Listing Requirements of Bursa Malaysia Securities Berhad.