

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 28th Annual General Meeting (“AGM”) of TWL Holdings Berhad (“TWL” or the “Company”) will be conducted on a fully virtual basis via Securities Services e-Portal Online Meeting Platform hosted virtually at <https://sshsb.net.my/> on Thursday, 19th December 2024 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 2024 together with the Reports of the Directors and Auditors thereon.
- 2. Election of Director** **Ordinary Resolution 1**
THAT re-election of the Managing Director, Tan Lee Chin, 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 Independent Non-Executive Director, Rithauddin Hussein Jamalattiff bin Jamaluddin, 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, 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 2025 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 (2022 : RM150,000.00) for the period from this AGM until the next AGM to be held in year 2025 and be payable after the meeting in arrears.
- 6. Allotment of shares or grant of rights and waiver of pre-emptive rights with the Company approval pursuant to Sections 75, 76 and 85 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”).
THAT approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act, 2016 read together with Article 60 of the Constitution of the Company arising from any issuance of new shares pursuant to the General Allotment.

By Order of the Board
TWL HOLDINGS BERHAD

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

Kuala Lumpur
Dated : 15.11.2024