THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

大穩控股有限公司

TA WIN HOLDINGS BERHAD

(Registration No.: 199401005913 (291592-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED REDUCTION OF RM190,000,000 OF THE ISSUED SHARE CAPITAL OF TA WIN HOLDINGS BERHAD ("TA WIN" OR THE "COMPANY") PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 ("PROPOSED SHARE CAPITAL REDUCTION")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

PRINCIPAL ADVISER

TA SECURITIES

AN UNWAVERING COMMITMENT

TA SECURITIES HOLDINGS BERHAD
(Registration No.: 197301001467 (14948-M))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") of Ta Win will be held at Melaka Raya Ballroom, Level 3, Noble Resort Hotel Melaka, No. 1A Jalan Melaka Raya 2, Taman Melaka Raya, 75000 Melaka, Malaysia on **Thursday, 27 November 2025 at 10:00 a.m.** or immediately following the conclusion or adjournment (as the case may be) of the 31st Annual General Meeting of the Company scheduled to be held on the same day at 9:00 a.m., whichever is later. The Notice of EGM and Form of Proxy are enclosed in this Circular.

If you are unable to participate and vote at the EGM, you may complete the Form of Proxy and deposit it at the Share Registrar's office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit it via e-mail to info@sshsb.com.my, not later than forty-eight (48) hours before the time of holding the EGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy	:	Tuesday, 25 November 2025 at 10:00 a.m.
Day, date and time of the EGM	:	Thursday, 27 November 2025 at 10:00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 31st Annual General Meeting of the Company scheduled to be held on the same day at 9:00 a.m., whichever is later

This Circular is dated 5 November 2025

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular and the accompanying appendices:

Act	:	Companies Act 2016
Board	:	Board of Directors of Ta Win
Bursa Securities	:	Bursa Malaysia Securities Berhad
Circular	:	This circular to the shareholders of Ta Win dated 5 November 2025
CMSA	:	Capital Markets and Services Act 2007
Director(s)	:	A natural person who holds a directorship in the Company for the time being, whether in an executive or non-executive capacity, falling within the meaning given in Section 2(1) of the CMSA and Section 2(1) of the Act
EGM	:	Extraordinary general meeting
EPS/ LPS	:	Earnings/ Losses per Share
FYE	:	Financial year ended/ ending, as the case may be
GP/ GL	:	Gross profit/ gross loss
LAT	:	Loss after tax
LBT	:	Loss before tax
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	17 October 2025, being the latest practicable date prior to the printing of this Circular
Main Market	:	Main Market of Bursa Securities
Maximum Scenario	:	Based on 3,671,631,273 issued Shares as at the LPD and assuming: • all the outstanding SIS Options are exercised into new Shares; and • no further SIS Options are granted until the completion of the Proposed Share Capital Reduction.
Minimum Scenario	:	Based on 3,671,631,273 issued Shares as at the LPD and assuming: • none of the outstanding SIS Options are exercised into new Shares; and • no further SIS Options are granted until the completion of the Proposed Share Capital Reduction.
NA	:	Net assets
Proposed Share Capital Reduction	:	Proposed reduction of RM190,000,000 of the issued share capital of Ta Win pursuant to Section 117 of the Act

RM and **sen**	:	Ringgit Malaysia and sen respectively, being the lawful currency of Malaysia
SIS	:	Share issuance scheme of the Company which took effect on 26 August 2021 for a period of 5 years until 25 August 2026
SIS Option(s)	:	Options granted pursuant to the SIS
TA Securities or **Principal Adviser**	:	TA Securities Holdings Berhad
Ta Win or **Company**	:	Ta Win Holdings Berhad
Ta Win Group or **Group**	:	Ta Win and its subsidiaries, collectively
Ta Win Share(s) or **Share(s)**	:	Ordinary share(s) in Ta Win

All references to "**you**" in this Circular are references to shareholders of Ta Win.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any provision of a statute, rule, regulation, enactment, or rule of a stock exchange shall (where the context admits) be construed as a reference to the provision of such statute, rule, regulation, enactment or rule of a stock exchange (as the case may be) as modified by any written law, or, if applicable, any amendment of re-enactment to the statute, rule, regulation, enactment or rule of a stock exchange for the time being in force. Any reference to a time of day in this Circular is a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the figures included in this Circular between the amount stated, actual figures and the totals thereof are due to rounding.

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TABLE OF CONTENTS

THIS EXECUTIVE SUMMARY REPRESENTS ONLY A SUMMARY OF THE PERTINENT INFORMATION ON THE PROPOSED SHARE CAPITAL REDUCTION AS SET OUT IN THIS CIRCULAR. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR AND THE APPENDIX CONTAINED HEREIN IN ITS ENTIRETY FOR FURTHER DETAILS BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM.

Key information	Description	Reference to the Circular
Brief details of the Proposed Share Capital Reduction	The Proposed Share Capital Reduction entails the reduction of the issued share capital of Ta Win pursuant to Section 117 of the Act via the cancellation of the Company's issued share capital of RM190,000,000 which will be utilised to set-off against the accumulated losses of the Company and the remaining balance (if any) will be credited to the retained earnings of the Company, which shall be utilised in a manner to be determined by the Board at a later date and in the best interest of the Company as permitted by the relevant and applicable laws as well as the Listing Requirements.	Section 2
Rationale	The Proposed Share Capital Reduction will enable the Company and the Group to rationalise their financial positions by reducing the accumulated losses. The surplus after the elimination of the Company's accumulated losses shall be credited to the retained earnings of the Company which shall be used in such manners as the Board deems fit and as permitted by the relevant and applicable laws and the Listing Requirements. It will also enhance both the Company's and the Group's credibility with, among others, its bankers, customers, suppliers and investors by demonstrating an improved financial standing.	Section 3
Approvals required and conditionality	The Proposed Share Capital Reduction is subject to the following approvals being obtained from: (i) the shareholders of the Company at an EGM to be convened; and (ii) any other relevant authorities, if required. The Proposed Share Capital Reduction is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.	Section 6
Interests of Directors, major shareholders, and/ or persons connected with them	None of the Directors, major shareholders and/ or persons connected with them has any interest, direct or indirect, in the Proposed Share Capital Reduction.	Section 7

Key information	Description	Reference to the Circular
Directors' statement and recommendation	The Board, after having considered all aspects of the Proposed Share Capital Reduction including but not limited to the rationale and effects of the Proposed Share Capital Reduction, is of the opinion that the Proposed Share Capital Reduction is in the best interest of the Company. Accordingly, the Board recommends that you vote IN FAVOUR of the resolution pertaining to the Proposed Share Capital Reduction to be tabled at the Company's forthcoming EGM.	Section 8

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大穩控股有限公司
TA WIN HOLDINGS BERHAD
(Registration No.: 199401005913 (291592-U))
(Incorporated in Malaysia)

Registered Office:
Unit 26-11 & 26-12, Level 26
Q Sentral, Jalan Stesen Sentral 2
50470 Kuala Lumpur
Wilayah Persekutuan
Malaysia

5 November 2025

Board of Directors

Mr. Tam Keng Soon *(Chairman, Independent Non-Executive Director)*
Dato' Sri Ngu Tieng Ung, JP *(Senior Executive Director)*
Mr. Yeap Wai Meng *(Executive Director)*
Dato' Low Kok Yew *(Non-Independent Non-Executive Director)*
Datuk Zakaria Bin Sharif *(Independent Non-Executive Director)*
Professor Adjunct Datin Seri Azreen Binti Abu Noh, JP *(Independent Non-Executive Director)*
Mr. Kua Chin Teck *(Independent Non-Executive Director)*

To: Shareholders of Ta Win Holdings Berhad

Dear Sir/ Madam,

PROPOSED SHARE CAPITAL REDUCTION

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1. INTRODUCTION

On 24 October 2025, TA Securities had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Share Capital Reduction.

Further details of the Proposed Share Capital Reduction are set out in the ensuing sections of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED SHARE CAPITAL REDUCTION AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM.

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2. DETAILS OF THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction entails the reduction of the issued share capital of the Company via the cancellation of the issued share capital which is lost or unrepresented by available assets of RM190,000,000 pursuant to Section 117 of the Act. The corresponding credit of RM190,000,000 arising from such cancellation will be utilised to set-off against the accumulated losses of the Company and the remaining balance (if any) will be credited to the retained earnings of the Company, which shall be utilised in a manner to be determined by the Board at a later date and in the best interest of the Company as permitted by the relevant and applicable laws as well as the Listing Requirements. The quantum of share capital reduction of RM190.00 million was determined by the Board after taking into consideration the Group's accumulated losses of approximately RM176.09 million based on the latest audited consolidated financial statements of the Company for the FYE 30 June 2025 as well as the estimated expenses for the Proposed Share Capital Reduction.

As at the LPD, the issued share capital of the Company is RM303,639,194 comprising 3,671,631,273 Shares. The Company does not have any treasury shares as at the LPD.

The Company has a SIS which took effect on 26 August 2021 for a period of 5 years until 25 August 2026. As at the LPD, the Company has 93,422,124 outstanding SIS Options. The Company does not intend to grant any further SIS Options until the completion of the Proposed Share Capital Reduction.

For illustration purposes only, the pro forma effects of the Proposed Share Capital Reduction on the Company's as well as the Group's accumulated losses based on the latest audited consolidated financial statements of the Company for the FYE 30 June 2025 are as follows:

	Audited as at 30 June 2025	
	Company RM'000	**Group RM'000**
Accumulated losses	(50,401)	(176,086)
Add: Credit arising from the Proposed Share Capital Reduction	190,000	190,000
Less: Estimated expenses for the Proposed Share Capital Reduction	(150)	(150)
Resultant retained earnings	**139,449**	**13,764**

The accumulated losses of the Group of RM176.09 million as at 30 June 2025 was mainly attributable to the Group recording continual losses since FYE 30 June 2020. The summary and commentaries of the financial information of the Group for the audited FYEs 30 June 2021, 2022, 2023, 2024 and 2025 are set out in **Section 8, Appendix I** of this Circular.

The principal activities of the Company are those of investment holding and provision of management services. The Company's revenue is mainly derived from management fee and interest income while its expenses are mainly related to administrative expenses such as directors' remuneration and share-based payment expense in relation to SIS Options. The accumulated losses of the Company of RM50.40 million as at 30 June 2025 was mainly attributable to the Company's continual losses due to insufficient revenue to cover the administrative expenses. In addition, the Company recorded impairment losses on amount due from 5 subsidiaries (namely Ta Win Copper Biohealth Sdn. Bhd. ("**TWCB**"), Ta Win Copper Sdn. Bhd. ("**TWC**"), Ta Win Symbiosis Sdn. Bhd., Ta Win Innotech Sdn. Bhd. and Twin Industrial (HK) Co. Ltd.) of RM28.03 million in FYE 30 June 2025, impairment losses on investment in 3 subsidiaries namely (TWC, Ta Win Manufacturing Sdn. Bhd. and TWH Energy Sdn. Bhd.) of RM7.15 million in FYE 30 June 2025 as well as share-based payment expense in relation to SIS Options of RM2.46 million and RM2.72 million in FYE 30 June 2024 and FYE 30 June 2023 respectively.

Subject to and subsequent to the approval of the Proposed Share Capital Reduction by the shareholders of Ta Win at the Company's forthcoming EGM, the Proposed Share Capital Reduction will be effective when the Registrar of Companies has recorded the information lodged in the appropriate register in accordance with Section 119 of the Act. An immediate announcement will be made on Bursa Securities' website when the Proposed Share Capital Reduction becomes effective.

For the avoidance of doubt, the Proposed Share Capital Reduction will not result in:

(a) any adjustments to the reference price of the Shares;

(b) any changes in the total number of Shares in issue or the number of Shares held by the Company's shareholders;

(c) any payment to the Company's shareholders; and

(d) any cash outflow or change in the NA of the Group, save for the estimated expenses to be incurred for the Proposed Share Capital Reduction which will be funded through the Group's internally-generated funds.

3. RATIONALE FOR THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction will enable the Company and the Group to rationalise their financial positions by reducing the accumulated losses. The surplus after the elimination of the Company's accumulated losses shall be credited to the retained earnings of the Company which shall be used in such manners as the Board deems fit and as permitted by the relevant and applicable laws and the Listing Requirements. In addition, the reduction of accumulated losses is expected to enhance the credibility of both the Company and the Group with, among others, its bankers, customers, suppliers and investors by demonstrating an improved financial standing.

4. STEPS UNDERTAKEN OR TO BE UNDERTAKEN TO IMPROVE THE FINANCIAL CONDITION OF THE GROUP

The Group has undertaken several initiatives to improve its financial condition, which include, among others, the following:

(i) the Group plans to focus on product innovation by expanding into higher-margin products (such as automative cables, electrical and electronics (E&E) cables, alternating current (AC) power cord and wire hardness) and sustainability driven product lines (such as electric vehicle components and green energy solutions). The Group has engaged with suppliers for the production of the abovementioned products and expects to commence the production line in December 2025;

(ii) Cyprium Capital Sdn. Bhd., a wholly-owned subsidiary of Ta Win ("**Cyprium**") had on 5 January 2024 entered into a joint venture agreement with Ningbo Kibor Wire & Cable Co., Ltd ("**Ningbo Kibor**") to formalise their relationship in a joint venture company for a collaboration in the business of manufacturing, sales and distribution of solar cable, tinned coated wire and other cable wire products, including but not limited to, the products utilising the E-Beam plant of Cyprium Wire Technology Sdn. Bhd. ("**Cyprium Wire Technology**"), a 66%-owned subsidiary of Cyprium, which in turn is a subsidiary of the Company. The Group will be able to expand its product range and enter new markets through the joint venture. With more E-Beam product development under the joint venture, the Group will be able to offer new products to other industries which differ from existing customer base;

(iii) as part of its ongoing efforts to optimise its asset portfolio and enhance shareholder value, Ta Win Industries (M) Sdn. Bhd., a wholly-owned subsidiary of Ta Win ("**TWI**") had entered into a conditional sale and purchase agreement with Metal Recovery Industries Sdn. Bhd. ("**MRI**") to dispose a parcel of industrial land located in Pulau Indah, Klang. Please refer to **Section 3(i), Appendix I** of this Circular for further details of the disposal of the abovementioned land. This disposal enables the Group to unlock and realise the value of the non-operational property and to better focus on its core operations; and

(iv) TWCB (as defined in **Section 2** of this Circular) had entered into a share sale agreement with Poly Laboratories Sdn. Bhd. and Jelita Serbaneka Sdn. Bhd. ("**Purchasers**") for the disposal of 3,897,197 ordinary shares in Royce Pharma Manufacturing Sdn. Bhd. ("**Royce Pharma**"). Royce Pharma is principally involved in manufacturing and supply of pharmaceutical products (e.g., drugs and supplements) and non-pharmaceutical products (e.g., medical disposables, equipment and devices). In view of the challenging operating environment, the said disposal will enable Ta Win to focus on its copper and copper-related businesses. Please refer to **Section 3(iv), Appendix I** of this Circular for further details.

Notwithstanding the above, the Group will continue to explore collaboration opportunities with potential business partners and alliances to jointly tender and undertake future projects. Such strategic partnerships or alliance would increase chances of securing projects and enable the Group to enhance its operation and financial position. The Board is of the opinion that the Group's strategies are expected to improve the financial position of the Group.

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5. EFFECTS OF THE PROPOSED SHARE CAPITAL REDUCTION

5.1 Share capital

The pro forma effects of the Proposed Share Capital Reduction on the issued share capital of the Company are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	**Share capital RM**	**No. of Shares**	**Share capital RM**
Issued share capital as at the LPD	3,671,631,273	303,639,194	3,671,631,273	303,639,194
New Shares to be issued assuming full exercise of the outstanding SIS Options	-	-	93,422,124	(1)6,967,108
	3,671,631,273	303,639,194	3,765,053,397	310,606,302
Reduction of issued share capital pursuant to the Proposed Share Capital Reduction	-	(190,000,000)	-	(190,000,000)
Enlarged issued share capital	**3,671,631,273**	**113,639,194**	**3,765,053,397**	**120,606,302**

Note:

(1) Assuming all the outstanding SIS Options are exercised into new Shares at the exercise price of RM0.0452 per SIS Option, and the reversal of SIS reserve of RM2.74 million to the issued share capital.

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5.2 NA and gearing

The pro forma effects of the Proposed Share Capital Reduction on the NA and gearing of the Group are as follows:

Minimum Scenario

	Audited as at 30 June 2025 RM'000	**(I) After the Proposed Share Capital Reduction RM'000**
Share capital	303,639	(1)113,639
SIS reserve	2,744	2,744
Other reserves	18,264	18,264
(Accumulated losses)/ Retained earnings	(176,086)	(2)13,764
Shareholders' funds/ NA	**148,561**	**148,411**
Non-controlling interest	(2,793)	(2,793)
Total equity	**145,768**	**145,618**
No. of Shares in issue (excluding treasury shares) ('000)	3,671,631	3,671,631
NA per Share (RM)	0.04	0.04
Total borrowings (RM'000)	112,593	112,593
Gearing (times)(3)	0.77	0.77

Notes:

(1) After cancellation of RM190.00 million from the Company's issued share capital to offset the accumulated losses pursuant to the Proposed Share Capital Reduction.

(2) After setting off RM190.00 million from the accumulated losses of the Company due to cancellation of the Company's issued share capital and deducting estimated expenses of RM0.15 million for the Proposed Share Capital Reduction.

(3) Computed based on total borrowings over total equity.

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Maximum Scenario

	Audited as at 30 June 2025 RM'000	(I) (1)Assuming full exercise of the outstanding SIS Options RM'000	(II) After (I) and the Proposed Share Capital Reduction RM'000
Share capital	303,639	310,606	(2)120,606
SIS reserve	2,744	-	-
Other reserves	18,264	18,264	18,264
(Accumulated losses)/ Retained earnings	(176,086)	(176,086)	(3)13,764
Shareholders' funds/ NA	**148,561**	**152,784**	**152,634**
Non-controlling interest	(2,793)	(2,793)	(2,793)
Total equity	**145,768**	**149,991**	**149,841**
No. of Shares in issue (excluding treasury shares) ('000)	3,671,631	3,765,053	3,765,053
NA per Share (RM)	0.04	0.04	0.04
Total borrowings (RM'000)	112,593	112,593	112,593
Gearing (times)(4)	0.77	0.75	0.75

Notes:

(1) *Assuming all the outstanding SIS Options are exercised into new Shares at the exercise price of RM0.0452 per SIS Option, and the reversal of SIS reserve of RM2.74 million to the issued share capital.*

(2) *After cancellation of RM190.00 million from the Company's issued share capital to offset the accumulated losses pursuant to the Proposed Share Capital Reduction.*

(3) *After setting off RM190.00 million from the accumulated losses of the Company due to cancellation of the Company's issued share capital and deducting estimated expenses of RM0.15 million for the Proposed Share Capital Reduction.*

(4) *Computed based on total borrowings over total equity.*

5.3 Earnings/ Losses and EPS/ LPS

The Proposed Share Capital Reduction will not have any material effect on the Group's earnings/ losses and EPS/ LPS for the FYE 30 June 2026.

5.4 Substantial shareholders' shareholdings

The Proposed Share Capital Reduction will not have any effect on the substantial shareholders' shareholdings in the Company.

5.5 Convertible securities

Save for the 93,422,124 outstanding SIS Options, the Company does not have any other outstanding convertible securities as at the LPD. The Proposed Share Capital Reduction will not result in any adjustment to the exercise price and number of outstanding SIS Options.

6. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Share Capital Reduction is subject to the following approvals being obtained from:

(i) the shareholders of the Company at an EGM to be convened; and

(ii) any other relevant authorities, if required.

For the avoidance of doubt, the Proposed Share Capital Reduction is not subject to the approval of the High Court, pursuant to Section 117 of the Act.

The Proposed Share Capital Reduction is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders of the Company and/ or persons connected with them have any interest, whether direct or indirect, in the Proposed Share Capital Reduction.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Share Capital Reduction including but not limited to the rationale and effects of the Proposed Share Capital Reduction, is of the opinion that the Proposed Share Capital Reduction is in the best interest of the Company.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Capital Reduction to be tabled at the Company's forthcoming EGM.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained, the Proposed Share Capital Reduction is expected to be completed by 1st quarter of 2026. The tentative timetable of events in relation to the Proposed Share Capital Reduction is set out below:

Tentative timeline	Events
27 November 2025	EGM for the Proposed Share Capital Reduction
Mid-January 2026	Lodgement of document with the Registrar of Companies for the Proposed Share Capital Reduction
End-January 2026	Effective date and completion of the Proposed Share Capital Reduction

10. EGM

The EGM, the notice which is set out in this Circular, will be held at Melaka Raya Ballroom, Level 3, Noble Resort Hotel Melaka, No. 1A Jalan Melaka Raya 2, Taman Melaka Raya, 75000 Melaka, Malaysia on **Thursday, 27 November 2025 at 10:00 a.m.**, or immediately following the conclusion or adjournment (as the case may be) of the 31st Annual General Meeting of the Company scheduled to be held on the same day at 9:00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the resolution, with or without modifications, to give effect to the Proposed Share Capital Reduction.

If you are unable to participate and vote at the EGM, you may complete the Form of Proxy and deposit it at the Share Registrar's office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit it via e-mail to info@sshsb.com.my, not later than forty-eight (48) hours before the time of holding the EGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

11. FURTHER INFORMATION

You are advised to refer to the attached Appendix of this Circular for further information.

Yours faithfully
For and on behalf of the Board
TA WIN HOLDINGS BERHAD

DATO' SRI NGU TIENG UNG, JP
Senior Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved this Circular, and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular. The Board confirms that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

TA Securities, being the Principal Adviser for the Proposed Share Capital Reduction, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular. TA Securities has confirmed that there is no conflict of interest which exists or is likely to exist in its capacity as the Principal Adviser for the Proposed Share Capital Reduction.

3. MATERIAL CONTRACTS

Saved as disclosed below, the Board confirmed that there are no material contracts (not being entered into in the ordinary course of business) which have been entered into by the Group within two years immediately preceding the LPD:

(i) On 3 June 2025, TWI (as defined in **Section 4** of this Circular) had entered into a conditional sale and purchase agreement with MRI (as defined in **Section 4** of this Circular) to dispose all that parcel of an industrial land measuring approximately 16,187 square metres in area held under a leasehold individual title known H.S.(D) 144388, PT 136844, Mukim Klang, Daerah Klang, Negeri Selangor Darul Ehsan together with building erected thereon and having its postal address at PT 136844, Jalan Perigi Nenas 7/2/KS11, Taman Perindustrian Pulau Indah, 42920 Pelabuhan Klang, Selangor, Malaysia ("**Pelabuhan Klang Premise**") to MRI for a total cash consideration of RM44,500,000.00 ("**Proposed Disposal**"). As at the LPD, the conditions precedent to the sale and purchase agreement have been fulfilled and the Proposed Disposal is pending completion;

(ii) On 3 June 2025, TWI had entered into a tenancy agreement with MRI to rent to MRI the Pelabuhan Klang Premise for a period of up to 12 months at a monthly rental of RM200,000.00 commencing only after the sale and purchase agreement for the Proposed Disposal has become unconditional and until the completion of the Proposed Disposal. As at the LPD, TWI had already delivered vacant possession of the Pelabuhan Klang Premise to MRI. Hence, there is no requirement for MRI to rent the Pelabuhan Klang Premise from TWI and therefore the tenancy agreement has become redundant and the parties thereto have treated the agreement to be null and void;

(iii) On 6 October 2025, TWCB (as defined in **Section 2** of this Circular) had entered into a mutual termination agreement with the Purchasers (as defined in **Section 4** of this Circular) to terminate the share sale agreement dated 17 June 2022 for the disposal of 3,897,197 ordinary shares representing 32.5% of the total issued ordinary shares of Royce Pharma (as defined in **Section 4** of this Circular);

(iv) On 6 October 2025, TWCB had entered into a share sale agreement with the Purchasers for the disposal of 3,897,197 ordinary shares representing 32.5% of the total issued ordinary shares of Royce Pharma to the Purchasers for a total consideration of RM6,200,000.00. The disposal of 3,897,197 ordinary shares of Royce Pharma shall be completed within 90 days from the date of this agreement; and

(v) TWCB had subscribed for 1,078,167 redeemable convertible preference shares of Royce Pharma ("**RCPS**") at the subscription price of RM3.71 only per RCPS which has already matured. Upon the maturity of the RCPS, Royce Pharma is obligated to redeem all the RCPS from TWCB for the total amount of RM3,999,999.57 together with all unpaid dividends of RM960,000.00 accrued up to 20 July 2024 ("**Maturity Date**"). Royce Pharma has failed to redeem the RCPS and pay the accrued dividends to TWCB on the Maturity Date.

On 6 October 2025, Royce Pharma and TWCB had entered into a settlement agreement whereby TWCB agreed to receive the amount of RM4,000,000.00 as full settlement of the redemption sum of RM3,999,999.57 and unpaid dividends of RM960,000.00 provided the said RM4,000,000.00 is paid in full by Royce Pharma to TWCB by 15 October 2025. Subsequently, the parties had agreed to revise the payment date to 30 November 2025.

4. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Board confirmed that there is no proceeding pending or threatened against the Group or of any fact likely to give rise to any proceedings which may materially affect the financial position or business of the Group.

5. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

5.1 Material commitments

As at the LPD, the Board confirmed that there are no material commitments incurred or known to be incurred by the Group that have not been provided for, which upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

5.2 Contingent liabilities

As at the LPD, the Board confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

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6. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted prices of Ta Win Shares for the past 12 months are as follows:

	Highest (RM)	Lowest (RM)
2024		
November	0.025	0.015
December	0.025	0.015
2025		
January	0.025	0.015
February	0.030	0.015
March	0.040	0.020
April	0.030	0.015
May	0.025	0.015
June	0.025	0.015
July	0.025	0.015
August	0.020	0.015
September	0.020	0.010
October	0.020	0.015

The last transacted market price of the Shares on 23 October 2025 (being the last trading date prior to the announcement of the Proposed Share Capital Reduction) was RM0.015 per Share.

The last transacted market price of the Shares on the LPD was RM0.015 per Share.

(Source: Bloomberg)

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal business hours from 9:00 a.m. to 5:30 p.m. Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

(i) the Company's Constitution;

(ii) the audited consolidated financial statements of the Company for the FYE 30 June 2024 and FYE 30 June 2025;

(iii) the letter of consent and conflict of interest as referred to in **Section 2** above; and

(iv) the material contracts as referred to in **Section 3** above.

8. SUMMARY OF HISTORICAL FINANCIAL INFORMATION OF THE GROUP

The summary of key financial information of the Group for the audited FYEs 30 June 2021, 2022, 2023, 2024 and 2025 are as follows:

	Audited				
	FYE 30 June				
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	491,488	543,542	613,151	704,038	641,892
Cost of sales	(477,242)	(521,817)	(619,522)	(693,837)	(658,152)
GP/ (GL)	**14,246**	**21,725**	**(6,371)**	**10,201**	**(16,260)**
Other income	628	4,136	1,533	738	1,634
Distribution expenses	(2,410)	(2,667)	(3,821)	(3,603)	(3,662)
Administrative expenses	(13,517)	(20,741)	(27,689)	(21,130)	(15,859)
Other operating expenses	(8,754)	(2,162)	(1,929)	(3,473)	(47,825)
Net loss on impairment of financial instruments	(19)	(206)	(1,152)	(2,099)	(9,231)
(Loss)/ Profit from operations	**(9,826)**	**85**	**(39,429)**	**(19,366)**	**(91,203)**
Finance costs	(3,107)	(2,493)	(4,724)	(6,398)	(6,890)
Share of results of associate	45	132	-	-	-
LBT	**(12,888)**	**(2,276)**	**(44,153)**	**(25,764)**	**(98,093)**
Taxation	(306)	(817)	860	5,424	492
LAT	**(13,194)**	**(3,093)**	**(43,293)**	**(20,340)**	**(97,601)**
LAT attributable to:					
- Owners of the Company	(11,957)	(2,790)	(37,394)	(15,760)	(91,979)
- Non-controlling interests	(1,237)	(303)	(5,899)	(4,580)	(5,622)
	(13,194)	**(3,093)**	**(43,293)**	**(20,340)**	**(97,601)**
Share capital	297,250	298,323	299,416	299,416	303,639
Accumulated losses	(24,947)	(56,322)	(100,519)	(116,279)	(176,086)
Shareholders' fund/ NA attributable to owners of the Company	291,511	289,200	245,040	236,376	148,561
Total equity	303,619	301,120	252,303	239,205	145,768
Total borrowings	86,458	92,020	117,359	142,250	112,593
Current assets	328,917	263,085	200,893	207,900	132,396
Current liabilities	118,439	113,523	123,490	153,826	119,734
Number of shares ('000)	3,410,236	3,422,194	3,435,265	3,435,269	3,671,631
Weighted average number of Shares in issue	717,412	3,415,107	3,426,993	3,435,269	3,561,205
NA attributable to owners of the Company per Share (sen)	8.55	8.45	7.13	6.88	4.05
GP/ (GL) margin (%)	2.90	4.00	(1.04)	1.45	(2.53)
LBT margin (%)	(2.62)	(0.42)	(7.20)	(3.66)	(15.28)
LAT margin (%)	(2.68)	(0.57)	(7.06)	(2.89)	(15.21)
Basic LPS (sen)[(1)]	(1.67)	(0.08)	(1.09)	(0.46)	(2.58)
Current ratio (times)	2.78	2.32	1.63	1.35	1.11
Gearing (times)	0.28	0.31	0.47	0.59	0.77

Note:

(1) Computed based on LAT attributable to owners of the Company for the financial year over weighted average number of Shares in issue.

Financial commentaries:

(i) FYE 30 June 2025 compared to FYE 30 June 2024

The Group's revenue decreased by RM62.15 million or 8.83% to RM641.89 million in FYE 30 June 2025 (FYE 30 June 2024: RM704.04 million) mainly due to decrease in revenue from the copper product segment (i.e., sales of copper wire and rod). This was mainly attributed to the scaling down of operations following the closure of a factory in Pulau Indah, Klang in relation to the Proposed Disposal, which ceased operations in November 2024. The scaling down of operations is also part of the Group's rationalisation strategy to concentrate its resources on higher-margin products such as automative cables, electrical and electronics (E&E) cables, alternating current (AC) power cord and wire hardness.

The Group recorded a GL of RM16.26 million in FYE 30 June 2025 as compared to a GP of RM10.20 million in FYE 30 June 2024. This was mainly due to:

(a) decrease in revenue as mentioned above;

(b) increase in raw materials cost, mainly related to copper, attributed to fluctuations in copper prices and foreign exchange; and

(c) inventories written down for slow-moving spare parts of RM9.43 million in FYE 30 June 2025 (FYE 30 June 2024: nil).

The Group's LAT increased by RM77.26 million or 379.85% to RM97.60 million in FYE 30 June 2025 (FYE 30 June 2024: RM20.34 million) mainly due to:

(a) GL as mentioned above;

(b) increase in other operating expenses by RM44.35 million or 1,277.05% mainly due to:

- impairment loss on assets held for sale of RM16.68 million, in relation to the disposal of 3,897,197 ordinary shares representing 32.5% of the total issued ordinary shares of Royce Pharma in FYE 30 June 2025 (FYE 30 June 2024: nil);

- property, plant and equipment written off of RM17.98 million in relation to the Proposed Disposal in FYE 30 June 2025 (FYE 30 June 2024: nil);

- impairment loss on property, plant and equipment of RM6.03 million for leasehold land and building in relation to the Proposed Disposal as well as plant and machinery that are no longer in use and have become obsolete (FYE 30 June 2024: nil); and

- unrealised loss on foreign exchange of RM1.66 million in FYE 30 June 2025 (FYE 30 June 2024: unrealised gain on foreign exchange of RM0.04 million).

(c) increase in net loss on impairment of financial instruments by RM7.13 million or 339.78%.

Accordingly, the Group's accumulated losses increased by RM59.81 million or 51.43% to RM176.09 million as at 30 June 2025 (as at 30 June 2024: RM116.28 million).

(ii) FYE 30 June 2024 compared to FYE 30 June 2023

The Group's revenue increased by RM90.89 million or 14.82% to RM704.04 million in FYE 30 June 2024 (FYE 30 June 2023: RM613.15 million) driven by the copper product segment (i.e., sales of copper wire and rod), mainly contributed by increased production capacity following the commencement of operations in Pulau Indah, Klang factory in the second quarter of 2023, higher average selling price of copper products as well as increase in orders from existing customers and new customers.

The Group recorded a GP of RM10.20 million in FYE 30 June 2024 as compared to a GL of RM6.37 million in FYE 30 June 2023), mainly due to the increase in average selling price of copper products which increased at a higher rate than the corresponding average purchase price.

The Group's LAT decreased by RM22.95 million or 53.02% to RM20.34 million in FYE 30 June 2024 (FYE 30 June 2023: RM43.29 million) mainly due to:

(a) GP as mentioned above;

(b) decrease in administrative expenses by RM6.56 million or 23.69% mainly due to:

- decrease in staff cost by RM2.27 million to RM31.59 million in FYE 30 June 2024 (FYE 30 June 2023: RM33.86 million) mainly due to a decrease in share-based payment expense in relation to SIS Options of RM2.07 million; and

- reclassification of depreciation and amortisation from administrative expenses to other operating expenses.

(c) increase in income tax credit by RM4.56 million or 530.70% mainly due to the increase in overprovision of deferred tax in prior years by RM4.12 million due to reversal of tax liabilities arising from timing differences.

Accordingly, the Group's accumulated losses increased by RM15.76 million or 15.68% to RM116.28 million as at 30 June 2024 (as at 30 June 2023: RM100.52 million).

(iii) FYE 30 June 2023 compared to FYE 30 June 2022

The Group's revenue increased by RM69.61 million or 12.81% to RM613.15 million in FYE 30 June 2023 (FYE 30 June 2022: RM543.54 million) driven by the copper product segment, mainly contributed by increased production capacity from purchase of new machineries and equipment and increased demand for copper products.

Despite the increase in revenue, the Group recorded a GL of RM6.37 million in FYE 30 June 2023 as compared to a GP of RM21.73 million in FYE 30 June 2022 mainly due to:

(a) increase in manufacturing overhead by RM3.68 million arising from existing and new factory operations in Alor Gajah, Melaka and Pulau Indah, Klang; and

(b) increase in raw materials cost, mainly related to copper, attributed to fluctuation in copper prices and foreign exchange.

The Group's LAT increased by RM40.20 million or 1,299.71% to RM43.29 million in FYE 30 June 2023 (FYE 30 June 2022: RM3.09 million) mainly due to:

(a) GL as mentioned above;

(b) increase in administrative expenses by RM6.95 million or 33.50% mainly due to:

- share-based payment expense of RM4.53 million (FYE 30 June 2022: nil) pursuant to the granting of 252,730,000 SIS Options to the Directors and employees of the Group; and

- increase in depreciation of plant and machinery by RM1.90 million to RM4.92 million in FYE 30 June 2023 (FYE 30 June 2022: RM3.02 million) following the completion of construction of the new factory in Pulau Indah, Klang.

(c) increase in finance cost by RM2.23 million or 89.49% mainly due to the drawdown of a term loan to finance the new factory in Pulau Indah, Klang.

Accordingly, the Group's accumulated losses increased by RM44.20 million or 78.47% to RM100.52 million as at 30 June 2023 (as at 30 June 2022: RM56.32 million).

(iv) FYE 30 June 2022 compared to FYE 30 June 2021

The Group's revenue increased by RM52.05 million or 10.59% to RM543.54 million in FYE 30 June 2022 (FYE 30 June 2021: RM491.49 million) driven by the copper product segment, mainly due to higher demand for copper products associated with higher copper price.

The Group's GP increased by RM7.48 million or 52.50% to RM21.73 million in FYE 30 June 2022 (FYE 30 June 2021: RM14.25 million), mainly due to the following:

(a) increase in revenue as mentioned above;

(b) decrease in raw materials cost attributed to improved cost pricing and hedging results for copper; and

(c) partially offset by inventories written down mainly for finished goods of RM2.42 million (FYE 30 June 2021: nil).

The Group's LAT decreased by RM10.10 million or 76.56% to RM3.09 million in FYE 30 June 2022 (FYE 30 June 2021: RM13.19 million) mainly due to:

(a) increase in GP as mentioned above;

(b) decrease in other operating expenses by RM6.59 million or 75.30% mainly due to decrease in loss on fair value of derivative by RM3.07 million to RM2.09 million in FYE 30 June 2022 (FYE 30 June 2021: RM5.15 million); and

(c) partially offset by the increase in administrative expenses by RM7.22 million or 53.44% mainly due to increase in staff costs (wages, salaries and others) by RM12.96 million to RM20.35 million (FYE 30 June 2021: RM7.39 million) mainly attributed to consolidation of staff cost from a newly acquired subsidiary, namely Sin Line Tek Electronic Co. Sdn. Bhd. following the completion of the acquisition of the subsidiary on 8 March 2021.

Accordingly, the Group's accumulated losses increased by RM31.38 million or 125.77% to RM56.32 million as at 30 June 2022 (as at 30 June 2021: RM24.95 million*).

Note:

* *The Group recorded accumulated loses of RM15.31 million as at 30 June 2020. The Group had since FYE 30 June 2020 recorded continual losses which was affected by among others, fluctuation in copper price, operating expenses and administrative expenses. The accumulated losses were mainly attributed by the Group's LAT attributable to owners of the Company of RM13.72 million, RM11.96 million and RM37.39 million in the FYE 30 June 2020, FYE 30 June 2021 and FYE 30 June 2023 respectively mainly due to lower sales of copper products and insufficient revenue to cover the operating cost and the administrative expenses. In addition, the Group recorded a GL of RM6.37 million in FYE 30 June 2023 mainly due to higher purchase price of copper.*

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大穩控股有限公司
TA WIN HOLDINGS BERHAD
(Registration No.: 199401005913 (291592-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Ta Win Holdings Berhad ("Ta Win" or the "Company") will be held at Melaka Raya Ballroom, Level 3, Noble Resort Hotel Melaka, No. 1A Jalan Melaka Raya 2, Taman Melaka Raya, 75000 Melaka, Malaysia on Thursday, 27 November 2025 at 10:00 a.m., or immediately following the conclusion or adjournment (as the case may be) of the 31st Annual General Meeting of the Company scheduled to be held on the same day at 9:00 a.m., whichever is later, for the purpose of considering and if thought fit, passing the resolution below with or without modifications:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF RM190,000,000 OF THE ISSUED SHARE CAPITAL OF TA WIN HOLDINGS BERHAD PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 ("ACT") ("PROPOSED SHARE CAPITAL REDUCTION")

"THAT, subject to the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Company to reduce the issued share capital of the Company by way of cancellation of the issued share capital of the Company which is unrepresented by available assets of RM190,000,000 pursuant to Section 117 of the Act. The corresponding credit of RM190,000,000 arising from such cancellation will be utilised to set-off against the accumulated losses of the Company and the remaining balance (if any) will be credited to the retained earnings of the Company, which shall be utilised in a manner to be determined by the Board of Directors of the Company ("Board") at a later date and in the best interest of the Company as permitted by the relevant and applicable laws as well as the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all acts and things and to execute all necessary documents, to give full effect and to complete the Proposed Share Capital Reduction, with full powers to assent to any conditions or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete the Proposed Share Capital Reduction."

By Order of the Board
TA WIN HOLDINGS BERHAD

KIMBERLY ONG SWEET EE
SSM Practicing Certificate No.: 201908000841
LS0009852
Company Secretary

Kuala Lumpur

Date: 5 November 2025

Notes:

Information for shareholders/ proxies/ corporate representatives

(1) The instrument appointing a proxy or proxies must be deposited at the Share Registrar's office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit it via e-mail to info@sshsb.com.my, not later than forty-eight (48) hours before the time of holding the meeting, PROVIDED THAT in the event the member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy, PROVIDED ALWAYS that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member.

(2) A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him/her and shall the member specify the proportion of his/her holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

(3) A member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA") may appoint not more than two (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. Where a member 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.

(4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.

(5) For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue EGM Record of Depositors ("ROD") as at 21 November 2025. Only a depositor whose name appears on the ROD as at 21 November 2025 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on such depositor's behalf.

(6) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution at the EGM will be voted by poll.

TA WIN HOLDINGS BERHAD
(Registration No.: 199401005913 (291592-U))
(Incorporated in Malaysia)

CDS Account No.	
No. of Shares held	

FORM OF PROXY

I/We..
(name of shareholders, in block letters)

*NRIC No./Passport No./Company No.………………………………………………of...

……...……

being a member(s) of **TA WIN HOLDINGS BERHAD** (the "Company") hereby appoint:

Full Name (in Block)		**NRIC/Passport No.**	**Proportion of Shareholdings**	
			No. of Shares	**%**
Address	**Email**			
	Contact			

*and/or

Full Name (in Block)		**NRIC/Passport No.**	**Proportion of Shareholdings**	
			No. of Shares	**%**
Address	**Email**			
	Contact			

or failing him, *the Chairman of the Extraordinary General Meeting ("EGM"), as *my/our proxy to vote for *me/us on *my/our behalf at the EGM will be held at Melaka Raya Ballroom, Level 3, Noble Resort Hotel Melaka, No. 1A Jalan Melaka Raya 2, Taman Melaka Raya, 75000 Melaka, Malaysia on Thursday, 27 November 2025 at 10:00 a.m., or at any adjournment thereof, in the manner indicated below:-

Special Resolution		**For**	**Against**
1	Proposed Share Capital Reduction		

(Please indicate with an "X" in the spaces provided on how you wish your votes to be cast. If you do not do so, the Proxy will vote or abstain from voting at his discretion.)

Signed this .... day of 2025

....
*Signature (s)/Common Seal of Shareholder

** Delete if not applicable*

NOTES:

(1) The instrument appointing a proxy or proxies must be deposited at the Share Registrar's office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit it via e-mail to info@sshsb.com.my, not later than forty-eight (48) hours before the time of holding the meeting, PROVIDED THAT in the event the member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy, PROVIDED ALWAYS that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member.

(2) A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him/her and shall the member specify the proportion of his/her holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

(3) A member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA") may appoint not more than two (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. Where a member 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.

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(6) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution at the EGM will be voted by poll.

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AFFIX
STAMP

The Share Registrar
Securities Services (Holdings) Sdn. Bhd.
(Registration No.: 197701005827 (36869-T))
Level 7, Menara Milenium, Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan
Malaysia

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