



TAFI INDUSTRIES BERHAD
Registration No. 200401002432 (640935-P)
(Incorporated in Malaysia)

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting (“21st AGM”) of TAFI Industries Berhad (“TAFI” or the “Company”) will be held at FOX Hotel Glenmarie Shah Alam, FOX Ballroom, Level 8, Pusat Komersil Vestland, No. 6 Jalan Juruanalisis U1/35, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 20 November 2025 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions: -

AGENDA

AS ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial period ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. | (Please refer to Explanatory Note 1 on Ordinary Business) |
| 2. | To approve the payment of Directors’ Fees and Benefits for an amount not exceeding RM5.0 million for the period from the 21st AGM until the date of the next Annual General Meeting of the Company. | (Ordinary Resolution 1) |
| 3. | To re-elect the following Directors who retire pursuant to Clause 77(2) of the Constitution of the Company:-

(i) Dato’ Sri Wong Sze Chien
(ii) Mr. Teh Soon Hin
(iii) Encik Abdul Malek Bin Jalil | (Ordinary Resolution 2)
(Ordinary Resolution 3)
(Ordinary Resolution 4) |
| 4. | To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company and authorise the Directors to fix their remuneration. | (Ordinary Resolution 5) |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications: -

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| 5. | AUTHORITY TO ALLOT AND ISSUE SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT 2016 | (Ordinary Resolution 6) |
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“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to allot and issue shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option of offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed General Mandate”).

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

6. PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (Ordinary Resolution 7)

“THAT, subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), approval be and is hereby given to the Company and its subsidiaries (collectively the “Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 5 of the Circular to Shareholders dated 22 October 2025 (“the Related Parties”), provided that such transactions and/or arrangements are:-

- (i) necessary for the Group’s day-to-day operations;
- (ii) undertaken in the ordinary course of business at arm’s length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
- (iii) not detrimental to the minority shareholders of the Company;

(“Proposed Shareholders’ Mandate”).

THAT such approval on the Proposed Shareholders’ Mandate shall continue to be in full force until:-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless by a resolution passed at said AGM, such authority is renewed; or
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the 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 a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised 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 or in the best interest of the Company to give effect to the Proposed Shareholders' Mandate."

7. PROPOSED AUTHORITY FOR SHARE BUY-BACK

(Ordinary Resolution 8)

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- (i) to cancel all or part of the Purchased Shares;
- (ii) to retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) to distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- (iv) to resell all or part of the treasury shares;
- (v) to transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) to transfer all or part of the treasury shares as purchase consideration;

- (vii) to sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- (viii) to deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any 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 [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

8. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (Ordinary Resolution 9)

“THAT the alteration or amendment to Clause 76(1) of the Company’s Constitution in the form and manner as set out below be and is hereby approved;

- (i) That the existing Clause 76(1) be amended with the following new Clause 76(1) to be read as follows:

Clause No.	Existing Clause	Clause No.	Proposed Clause
76(1)	The Company may from time to time by an ordinary resolution passed at a General Meeting fix the number of the Directors (excluding Alternate Director) but the number so fixed shall not be less than two (2) nor more than ten (10).	76(1)	The Company may from time to time by an ordinary resolution passed at a General Meeting fix the number of the Directors (excluding Alternate Director) but the number so fixed shall not be less than two (2) nor more than twelve (12) .

AND THAT the Board and/or Executive Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts and take all such steps as may be considered necessary to give effect to the amendment.”

- 9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

WONG SIEW YEEN (MAICSA 7018749) (SSM PC No. 202008001471)

TEE THIAM CHAI (MAICSA 7066679) (SSM PC No. 202008002297)

Company Secretaries

Kuala Lumpur
22 October 2025

Notes:

- For the purpose of determining who shall be entitled to participate in this Annual General Meeting (“AGM”), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at **12 November 2025**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM or appoint a proxy or proxies to participate on his/her/its behalf.
- A member who is entitled to participate in this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his place. A proxy may but need not be a member of the Company.

3. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at this AGM.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), 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 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The appointment of a proxy may be made in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:-
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) By electronic form
In the case of an appointment made in electronic form, the proxy form can be electronically submitted to the Company’s Share Registrar via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
9. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging this proxy form is on **Tuesday, 18 November 2025 at 10:30 a.m.**
11. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment of authorised representative should be executed in the following manner:-
 - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:-
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
12. Shareholders are advised to check the Company’s website at <https://welcome.tafi.com.my> and announcements from time to time for any changes to the administration of the 21st AGM.

Explanatory Notes on Ordinary Business:

1. Agenda Item no. 1: Audited Financial Statements for the financial period ended 30 June 2025

This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require an approval from shareholders for Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Agenda Item no. 2: Ordinary Resolution 1 – Payment of Directors’ Fees and Benefits

Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors’ fees and benefits for the period from the 21st AGM until the date of the next AGM of the Company, which are calculated based on the current Board size and number of scheduled Board and Committee Meetings. In the event the proposed amount is insufficient, due to enlarged Board size or more meetings, shareholders’ approval will be sought for the shortfall.

3. Agenda Item no. 3: Ordinary Resolutions 2 to 4 – Re-election of Directors

Dato’ Sri Wong Sze Chien, Mr. Teh Soon Hin and Encik Abdul Malek Bin Jalil are due for retirement as Directors of the Company and being eligible, have offered themselves for re-election at the 21st AGM pursuant to Clause 77(2) of the Constitution of the Company (“Retiring Directors”).

The profiles of the Retiring Directors are set out in the Board of Directors’ profile of the 2025 Annual Report.

The Board has through the Nominating Committee, considered the assessment of the aforesaid Directors and agreed that the Retiring Directors have met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The aforesaid Directors have also met the relevant requirements of the fit and proper assessment based on the Directors’ Fit and Proper Policy of the Company.

Mr. Teh Soon Hin, Independent Non-Executive Director, has provided his confirmation of fulfilment to the independence criteria prescribed by the Listing Requirements. He has also confirmed that he does not have any existing or potential conflict of interest, business, family, or other special relationship within or outside of the Company that could impair his independent judgement.

The Board (save for the Retiring Directors who have abstained from deliberations on discussions relating to their own re-election at the Nominating Committee and Board of Directors’ meetings) has endorsed the recommendation of the Nominating Committee on the re-election of the Retiring Directors.

4. Agenda Item no. 4: Ordinary Resolution 5 – Re-appointment of Auditors

The Board has through the Audit Committee, considered the re-appointment of Messrs Moore Stephens Associates PLT as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table the resolution on the re-appointment of the Auditors at the 21st AGM are disclosed in the Corporate Governance Overview Statement of the 2025 Annual Report.

Explanatory Notes on Special Business

1. Agenda Item no. 5: Ordinary Resolution 6 – Authority to Directors to allot and issue shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue ordinary shares of the Company from time to time and grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of such shares allotted pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (“Proposed General Mandate”).

The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The proposed Ordinary Resolution 6 is a renewal of the previous year's mandate. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/ or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Section 75 and 76 of the Companies Act 2016 which was approved by shareholders at the 20th AGM held on 23 May 2024 and shall lapse at the conclusion of the 21st AGM to be held on 20 November 2025. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

2. **Agenda Item no. 6: Ordinary Resolution 7 – Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 7, if passed, will enable the Group to enter into new recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations with the respective related parties, subject to the transactions being carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 22 October 2025 for further details.

3. **Agenda Item no. 7: Ordinary Resolution 8 – Proposed Authority for Share Buy-Back**

The proposed Ordinary Resolution 8, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 22 October 2025 in relation to the Proposed Authority for Share Buy-Back for further details.

4. **Agenda Item no. 8: Ordinary Resolution 9 – Proposed Amendments to the Constitution of the Company**

The proposed Ordinary Resolution, if passed, will facilitate the Company to appoint a maximum number of twelve (12) directors, if necessary.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Listing Requirements

Directors standing for election

As at date of this Notice, there are no individuals who are standing for election or appointment as Directors at the 21st AGM.

General mandate for issue of shares

Details of the Ordinary Resolution 6 on the Proposed General Mandate pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note 1 on Special Business of this Notice.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the Annual General Meeting and/or any adjournment thereof, 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 the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), 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