TAGHILL®

TAGHILL HOLDINGS BERHAD
[Registration No. 202001043548 (1399869-A)]
(Incorporated in Malaysia)

NOTICE OF THE FOURTH (4TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth (4th) Annual General Meeting of Taghill Holdings Berhad ("**Taghill**" or "**the Company**") will be held at Executive Lounge, Level 23, The Pearl Kuala Lumpur, Batu 5, Jalan Klang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Tuesday, 25 November 2025 at 10.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial period ended 31 May 2025 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors' fees up to RM312,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 4th AGM until the conclusion of the next AGM of the Company in the year 2026. *(Ordinary Resolution 1)*
3. To approve the payment of Directors' Benefits of up to RM108,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 4th AGM until the conclusion of the next AGM of the Company in the year 2026. *(Ordinary Resolution 2)*
4. To re-elect Datuk Lee Kam Foo who is retiring by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, offered himself for re-election. *(Ordinary Resolution 3)*
5. To re-elect the following Directors who are retiring in accordance with Clause 76(6) of the Company's Constitution and being eligible, offered themselves, for re-election:
   i. Wong Yih Ming *(Ordinary Resolution 4)*
   ii. Chu Yee Hong *(Ordinary Resolution 5)*
   iii. Yap Kek Siung *(Ordinary Resolution 6)*
   iv. Tan Chee Keong *(Ordinary Resolution 7)*
   v. Lau Mei Ho *(Ordinary Resolution 8)*
6. To re-appoint of Messrs. Baker Tilly Monteiro Heng PLT (AF 0117) as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 9)*

AS SPECIAL BUSINESS:

To consider and if thought fit, pass the following as resolution:

7. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** *(Ordinary Resolution 10)*

   "THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("**the Act**") read together with Clause 12(3) of the Company's Constitution.

   THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 or such higher percentage as Bursa Malaysia Securities Berhad ("**Bursa Securities**") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.

   AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

BY ORDER OF THE BOARD

TAN TONG LANG (SSM PC NO. 202208000250 / MAICSA 7045482)
THIEN LEE MEE (SSM PC No. 201908002254 / LS0010621)
Company Secretaries

Dated: 30 September 2025

Notes:-

1. *For the purpose of determining a Member who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 17 November 2025 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend at the meeting or appoint proxy(ies) to attend in his/her stead.*
2. *A Member of the Company who is entitled to attend at this meeting is entitled to appoint proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote instead of him/her. A proxy may, but need not, be a member of the Company.*
3. *Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), 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. 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 SIDCA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.*
4. *Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment of two (2) or more proxies shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing, or if the appointer is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.*
6. *To be valid, the Proxy Form duly completed must be deposited at the office of the Share Registrar of our Company, Aldpro Corporate Services Sdn. Bhd. at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively to lodge the Proxy Form electronically via Digerati Portal at https://taghill-agm.digerati.com.my or email to admin@aldpro.com.my not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.*
7. *Pursuant to Rule 8.31A (1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.*

Explanatory Notes to Ordinary and Special Business:-

1. **Item 1 of the Agenda**

   Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provides that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. **Ordinary Resolutions 1 & 2 - To approve the payment of Directors' Fees and Directors' benefits**

   Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of a public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors' benefits payable include meeting attendance allowances and other claimable benefits.
   In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from the conclusion of the 4th AGM until the next AGM of the Company in the year 2026.
   In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

3. **Ordinary Resolution 3 - Re-election of Directors who retire by rotation under Clause 76(3) of the Company's Constitution**

   Clause 76(3) of the Company's Constitution states that at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the Annual General Meeting in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.
   Datuk Lee Kam Foo is standing for re-election as Directors of the Company and being eligible, have offered himself for re-election.
   To determine the eligibility of the Directors to stand for re-election at the 4th AGM, the Nomination Committee ("**NC**") has considered and recommended Datuk Lee Kam Foo for re-election as Director according to Clause 76(3) of the Company's Constitution.

4. **Ordinary Resolutions 4 to 8– Re-election of Directors who retire under Clause 76(6) of the Company's Constitution**

   Clause 76(6) of the Company's Constitution provides that the Company may appoint any person who is not disqualified under the Act to fill in vacancy at the Annual General Meeting at which a Director so retires, and if no appointment was made to fill the vacancy, the retiring Director shall, if he offers himself for re-election, be deemed to have been re-elected, unless:
   (a) at that meeting, the Company expressly resolved not to fill the vacated office; or
   (b) a resolution for the re-election of the Directors is put to the meeting and lost.

   The following Directors were appointed as follows:
   - Mr. Wong Yih Ming as Executive Director on 2 July 2024 and re-designated from Executive Director to Group Managing Director on 20 September 2024.
   - Mr. Chu Yee Hong as Executive Director on 15 July 2024.
   - Mr. Tan Chee Keong as Independent Non-Executive Director on 3 June 2025.
   - Mr. Yap Kek Siung as Executive Director on 3 June 2025.
   - Ms. Lau Mei Ho as Independent Non-Executive Director on 29 July 2025.

   The NC has considered and recommended the abovementioned retiring Directors to retire under Clause 76(6) of the Company's Constitution in view of their appointment as Directors accordingly and being eligible, have offered themselves for re-election

5. **Ordinary Resolution 9 - Re-appointment of External Auditors, Messrs. Baker Tilly Monteiro Heng PLT**

   The Board, through the Audit and Risk Management Committee, had reviewed and was satisfied with the performance and independence of Messrs. Baker Tilly Monteiro Heng PLT ("**Baker Tilly**") during the financial period under review. The Board has therefore recommended the re-appointment of Baker Tilly as external auditors of the Company for the financial year ending 31 May 2026.

6. **Special Business - Ordinary Resolution 10**
   Authority to Issue and Allot Shares Pursuant to Sections 75 And 76 of the Act

   The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("**General Mandate**"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

   As of the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 3rd Annual General Meeting held on 27 June 2024 and which will lapse at the conclusion of the 4th Annual General Meeting.

   Section 85(1) of the Companies Act 2016 provides as follows:
   "85. Pre-emptive rights to new shares
   1) Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

   Clause 12(3) of the Company's Constitution provides as follows:
   "(a) Subject to the Act, the Listing Requirements and any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.
   (b) The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company.
   (c) The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution."

   By voting in favour of the proposed ordinary resolution 10, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Companies Act, 2016 and Clause 12(3) of the Company's Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company which will result in a dilution of their shareholding percentage in the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(pursuant to Rule 8.29 of AMLR of Bursa Securities)

The Directors who are standing for re-election at the 4th AGM are Mr. Wong Yih Ming, Datuk Lee Kam Foo, Mr. Chu Yee Hong, Mr. Tan Chee Keong, Mr. Yap Kek Siung and Ms. Lau Mei Ho. The profiles of the Directors are set out in the Annual Report of the Company.

No individual seeking election as a director other than the Directors are seeking re-election and retention as a director at the 4th AGM.

The Company will seek shareholders' approval at the general meeting for the issue of securities under Rule 6.04(3) of the AMLR of Bursa Securities. Please refer to the Proposed Ordinary Resolution 10 as stated in the Notice of the 4th AGM of the Company for details.