THMY HOLDINGS BERHAD

(Registration No. 202401028533 (1574381-P))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2nd Annual General Meeting ("AGM" or "2nd AGM") of THMY Holdings Berhad ("THMY" or "Company") will be held at Bendera 3, Level 2, Holiday Inn & Suites Penang Prai, 1919 Menara Sentral, Jalan Juru Sentral, 14000 Bukit Mertajam, Penang on Wednesday, 2 September 2026 at 10:00 a.m. for the following purposes:-

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2026 and the Reports of the Directors and Auditors thereon. **Please refer to the Explanatory Notes**
2. To re-elect Mr. Ooi Can Nix who retires in accordance with Article 18.3 of the Company's Constitution. **Ordinary Resolution 1**
3. To re-elect Dato' Dr. Mohd Sofi bin Osman who retires in accordance with Article 18.3 of the Company's Constitution. **Ordinary Resolution 2**
4. To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**
5. To approve the payment of Directors' fees of up to an amount of RM250,000.00 to the Non-Executive Directors for the financial year ending 31 March 2027. **Ordinary Resolution 4**
6. To approve the payment of Directors' benefits (excluding Directors' fees) in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM150,000.00 for the period from 3 September 2026 until the next Annual General Meeting of the Company. **Ordinary Resolution 5**

As Special Business:

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

7. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 6**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the "Act"), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and subject always to the approval of all the relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot 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 or 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 discretion, deem fit, PROVIDED ALWAYS 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 shares issued during the preceding 12 months does not exceed 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 be in force until:
a. the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
b. the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier.
THAT pursuant to Section 85 of the Act to be read together with Article 13.2 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered New Shares ranking equally to the existing issued shares arising from any issuance of New Shares pursuant to Sections 75 and 76 of the Act.
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 ACE Market of Bursa Securities.
AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."
8. **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 Act, the Company's Constitution, Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiary to enter into recurrent related party transactions with the related party as set out in Section 2.5 of the Circular to Shareholders dated 30 July 2026 ("RRPT Circular"), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders as set out in the RRPT Circular ("New Shareholders' Mandate").
THAT the Directors be empowered to do all such acts and things be considered necessary or expedient to give full effect to the New Shareholders' Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.
THAT such New Shareholders' Mandate shall commence upon passing this ordinary resolution and to be in force until:
(a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless the authority is renewed by a resolution passed at the meeting;
(b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting; whichever is earlier.
AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution."
9. **PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THMY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE DIRECTORS OF THMY AND EMPLOYEES OF THMY AND ITS SUBSIDIARY (EXCLUDING DORMANT SUBSIDIARY) ("PROPOSED ESOS")** **Ordinary Resolution 8**
"THAT subject to the approvals of all relevant authorities (where applicable), and to the extent permitted by law and the Constitution of the Company, the board of directors of the Company ("Board") be and is hereby authorised and empowered to:
(i) establish, implement and administer the Proposed ESOS of up to 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the scheme for the eligible directors of the Company and eligible employees of THMY and its subsidiary (excluding dormant subsidiary, if any) in accordance with the provisions of the by-laws governing the Proposed ESOS ("By-Laws"), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 30 July 2026 ("Circular");
(ii) offer and grant option(s) to subscribe for ordinary shares in THMY ("THMY Shares" or "Shares") under the Proposed ESOS ("ESOS Option(s)" or "Option(s)") and issue such number of THMY Shares arising from the exercise of ESOS Options that may be granted under the Proposed ESOS, provided that the maximum number of THMY Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed ESOS;
(iii) any Shares to be issued to the grantee arising from the exercise of the Options will upon issuance and allotment, rank *pari passu*, in all respects with the then existing Shares, save and except that the Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid, where the entitlement date precedes the date of issuance of the abovementioned Shares;
(iv) add, modify, amend and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESOS from time to time provided that such additions, modifications, amendments and/or deletions are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
(v) extend the duration of the Proposed ESOS for another period(s) of up to a maximum of 5 years in aggregate, commencing immediately from the day after the date of expiration of the original 5 years period provided always that such extension of the Proposed ESOS made in accordance with the provisions of the By-Laws shall not in aggregate exceed 10 years from the date the Proposed ESOS takes effect; and
(vi) do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued arising from the exercise of ESOS Options.
THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed ESOS.
AND THAT the draft By-Laws, as set out in Appendix I of the Circular which is in compliance with the Listing Requirements, be and is hereby approved and adopted."
10. **PROPOSED GRANTING OF ESOS OPTIONS TO OOI CAN NIX, THE EXECUTIVE DIRECTOR/ CHIEF EXECUTIVE OFFICER** **Ordinary Resolution 9**
"THAT, subject to the passing of Ordinary Resolution 8 above and the approvals of the relevant authorities being obtained for the Proposed ESOS, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time during the duration of the Proposed ESOS, to offer and grant such number of ESOS Options to Ooi Can Nix provided always that:
(i) he must not participate in the deliberation or discussion of his own allocation of ESOS Options, as well as allocations to persons connected with him, if any, under the Proposed ESOS;
(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of Shares to be issued under the Proposed ESOS shall be allocated to him, if he either singly or collectively through persons connected (as defined under Rule 1.01 of the Listing Requirements) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any); and
(iii) not more than 50% of the total number of Shares to be issued under the Proposed ESOS shall be allocated, in aggregate, to the executive directors and senior management of THMY Group (excluding dormant subsidiary, if any) who are eligible to participate in the Proposed ESOS,
subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, or any other relevant authorities, as amended from time to time.
AND THAT, the Board be and is hereby authorised to allot and issue such number of new Shares arising from the exercise of ESOS Options, from time to time, to Ooi Can Nix under the Proposed ESOS."
11. **PROPOSED GRANTING OF ESOS OPTIONS TO CHEW YAP MENG, THE EXECUTIVE DIRECTOR/ CHIEF OPERATING OFFICER** **Ordinary Resolution 10**
"THAT, subject to the passing of Ordinary Resolution 8 above and the approvals of the relevant authorities being obtained for the Proposed ESOS, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time during the duration of the Proposed ESOS, to offer and grant such number of ESOS Options to Chew Yap Meng provided always that:
(i) he must not participate in the deliberation or discussion of his own allocation of ESOS Options, as well as allocations to persons connected with him, if any, under the Proposed ESOS;
(ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of Shares to be issued under the Proposed ESOS shall be allocated to him, if he either singly or collectively through persons connected (as defined under Rule 1.01 of the Listing Requirements) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any); and
(iii) not more than 50% of the total number of Shares to be issued under the Proposed ESOS shall be allocated, in aggregate, to the executive directors and senior management of THMY Group (excluding dormant subsidiary, if any) who are eligible to participate in the Proposed ESOS,
subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, or any other relevant authorities, as amended from time to time.
AND THAT, the Board be and is hereby authorised to allot and issue such number of new Shares arising from the exercise of ESOS Options, from time to time, to Chew Yap Meng under the Proposed ESOS."
12. To transact any other business for which due notices shall have been given in accordance with the Companies Act 2016.

By Order of the Board,

HING POE PYNG (MAICSA 7053526)
SSM Practicing No: 202008001322
Company Secretary

Date: 30 July 2026

Notes:

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy save that the proxy must be of full age.
2. When a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
3. 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. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
5. The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointer. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned AGM 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 at the registered office of the Company situated at 51-8-A Menara BHL, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang.
(ii) By electronic means
The Proxy Form can be electronically lodged via Boardroom Smart Investor Portal (BSIP) at https://investor.boardroomlimited.com or email to bsr.proxy@boardroomlimited.com. Please refer to the Administrative Guide for the 2nd AGM on the procedures for electronic lodgement of the Proxy Form.
7. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at 51-8-A Menara BHL, Jalan Sultan Ahmad Shah, 10050 Georgetown, Pulau Pinang not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned AGM 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 notarised certified and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
8. 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 issue a General Meeting Record of Depositors ("ROD") as at **24 August 2026**. Only depositor whose name appears on the ROD shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.
9. All resolutions as set out in this notice of 2nd AGM are to be voted by poll.
10. Last date and time for lodging the proxy form is on Tuesday, 1 September 2026 at 10:00 a.m.

Explanatory Notes on Ordinary Business
Item 1 of the Agenda
To receive the Audited Financial Statements for the financial year ended 31 March 2026 together with the Reports of the Directors and Auditors thereon
This item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.
Ordinary Resolutions 1 and 2 – Re-election of retiring Directors
Both Mr Ooi Can Nix and Dato' Dr. Mohd Sofi bin Osman are to retire in accordance with Article 18.3 of the Company's Constitution. The retiring Directors who are standing for re-election as Directors of the Company and being eligible for re-election, have offered themselves for re-election at the 2nd AGM.
The Board, through the Nomination Committee ("NC"), had reviewed and assessed each of the retiring Directors from the annual assessment and evaluation of the Board, Board Committees, Independent Directors and individual Directors for the financial year ended 31 March 2026. Based on the outcome of the annual assessment, the NC is satisfied with the performance and contributions of the retiring Directors, as well as their adherence to the fit and proper criteria as set out in the Directors' Fit and Proper Policy. The Board supports the NC's recommendation for their re-election and recommended that they be re-elected as Directors of the Company.
The profile of the retiring Directors are set out in the Directors' profile of the Annual Report 2026.
Ordinary Resolution 4 – Directors' Fees
The proposed Ordinary Resolution 4 is to facilitate the payment of Directors' fees for financial year ending 31 March 2027 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees proposed is insufficient (e.g. due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Explanatory Notes on Ordinary Business (Cont'd)
Ordinary Resolution 5 – Directors' Benefits
The proposed Ordinary Resolution 5 is to facilitate the payment of Directors' benefits in accordance with Section 230(1) of the Act from 3 September 2026 until the next AGM of the Company up to an aggregate amount of RM150,000.00.

Explanatory Notes on Special Business
Ordinary Resolution 6 – Authority to Allot and Issue Shares pursuant to Section 75 and 76 of the Act
The Board is desirous of seeking a new general mandate for the issuance of shares at the 2nd AGM. The proposed Ordinary Resolution 6, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for purposes such as funding the Company's current and/or future requirements, working capital and/or acquisition(s), via the issuance of new shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.
The waiver of pre-emptive rights pursuant to Section 85 of the Act will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.
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 authorise the Company and/or its subsidiary to enter into recurrent related party transactions of a revenue or trading nature under the New Shareholders' Mandate pursuant to the provisions of the Listing Requirements without the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied by the Company in a general meeting will expire at the next AGM of the Company. Please refer to the RRPT Circular dated 30 July 2026 for more information.
Ordinary Resolution 8 – Proposed ESOS
Detailed information regarding the Ordinary Resolution 8 is set out in the Circular dated 30 July 2026. The proposed resolution, if passed, will authorise the Company to establish, implement and administer the Proposed ESOS of up to 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed ESOS for the eligible directors and eligible employees of THMY Group (excluding dormant subsidiary) in accordance with the provisions of the by-laws governing the Proposed ESOS, a draft of which is set out in Appendix I of the Circular.
Ordinary Resolutions 9 to 10 – Proposed Granting of ESOS Options to Ooi Can Nix and Chew Yap Meng
Ordinary Resolutions 9 to 10 are to seek shareholders' approval pursuant to Rule 6.07 of the Listing Requirements and in accordance with the Constitution of the Company, for the granting of ESOS Options to director(s), major shareholder(s) or chief executive(s).

PERSONAL DATA POLICY
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Rule 8.29(2) of the Listing Requirements)
As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming AGM.
The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Rule 6.04(3) of the Listing Requirements. Please refer to the explanatory note on the proposed Ordinary Resolution 6 as stated in the Notice of AGM of the Company for details.