

TAN CHONG MOTOR HOLDINGS BERHAD
Registration no. 197201001333 (12969-P)
(Incorporated in Malaysia)

Date: 28 May 2026

To: The Shareholders of TAN CHONG MOTOR HOLDINGS BERHAD

ADDENDUM TO THE NOTICE OF THE 54TH ANNUAL GENERAL MEETING (“AGM”) FOR REVISION AND INCLUSION OF ADDITIONAL ORDINARY RESOLUTIONS UNDER ORDINARY BUSINESS

Pursuant to the receipt of a shareholder request on 11 May 2026, for the inclusion of additional ordinary resolutions by the said shareholders pertaining to management matters at the 54th AGM after the issuance of the Notice of 54th AGM of the Company dated 30 April 2026 (“Notice of 54th AGM”), NOTICE IS HEREBY GIVEN by way of an Addendum to the Notice of 54th AGM for the revision and inclusion of the following additional ordinary resolutions under Special Business for the 54th AGM of the Company to be held on Friday, 12 June 2026 at 10.30 a.m. to transact the following businesses:

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

11. RECONSTITUTION AND STRENGTHENING OF THE REMUNERATION COMMITTEE AND ENHANCEMENT OF EXECUTIVE REMUNERATION GOVERNANCE

**Ordinary
Resolution 12**

“THAT the Board of Directors of the Company be and is hereby requested to strengthen and reconstitute the existing Remuneration Committee of the Company in order to enhance the independence, effectiveness, accountability and transparency of executive remuneration oversight;

AND THAT the reconstituted Remuneration Committee shall:

- (1) Comprise exclusively Independent Non-Executive Directors who are free from any business, family or other relationships or circumstances which could materially interfere with the exercise of independent judgment;
- (2) Possess clear authority and responsibility to review and approve the remuneration framework and remuneration outcomes for the Chief Executive Officer, directors and key senior management;
- (3) Ensure that remuneration outcomes are directly linked to measurable financial and operational performance metrics, including but not limited to profitability, return on equity, free cash flow generation, capital allocation discipline and long-term shareholder value creation over appropriate time horizons;
- (4) Conduct periodic benchmarking of executive remuneration against comparable listed companies of similar size, industry and complexity, including benchmarking undertaken with the assistance of independent external advisers where appropriate;
- (5) Ensure appropriate governance and oversight over all components of executive remuneration, including fixed compensation, bonuses, incentives, long-term incentive arrangements and any other forms of remuneration or benefits;
- (6) Adopt and maintain a formal Executive Remuneration Framework setting out:
 - (a) the principles governing executive remuneration and long-term alignment with shareholder interests;
 - (b) the structure and weighting of fixed and variable remuneration components;
 - (c) the performance metrics and evaluation framework used in determining remuneration outcomes; and
 - (d) the governance processes applicable to remuneration review and approval;
- (7) Enhance transparency and disclosure, such that the Company shall, in its annual report, provide clear disclosure of:
 - (a) the Executive Remuneration Policy;
 - (b) the basis upon which executive remuneration outcomes were determined;
 - (c) the performance metrics considered and the extent to which such metrics were achieved; and
 - (d) the role and activities of the Remuneration Committee;

AND THAT implementation of the above shall commence immediately, with the reconstituted Remuneration Committee to be formally constituted within sixty (60) days from the date of passing this resolution.”

12. INDEPENDENT REVIEW OF ASSET DISPOSALS

**Ordinary
Resolution 13**

“THAT the Board of Directors of the Company be and is hereby requested to commission an **independent external review** of material asset disposals undertaken by the Company and its subsidiaries over the past three (3) financial years;

AND THAT such independent review shall:

- (a) be conducted by a suitably qualified and independent third-party adviser with no prior material relationship with the Company or its controlling shareholders;
- (b) assess whether such asset disposals were undertaken on terms that are fair, reasonable and in the best interests of the Company and its shareholders;
- (c) evaluate the process and governance surrounding such disposals, including the role of the Board and any relevant committees; and
- (d) consider the alignment of such disposals with the Company’s stated strategy and long-term value creation objectives;

AND THAT the key findings and conclusions of the independent review be summarised and disclosed to shareholders in the Company’s next annual report, or via such other appropriate public disclosure;

AND THAT the Board be requested to take such steps as are necessary to implement the above within six (6) months from the date of passing this resolution.”

13. CAPITAL ALLOCATION FRAMEWORK DISCLOSURE

Ordinary Resolution 14

“THAT the Board of Directors of the Company be and is hereby requested to adopt and disclose a formal **Capital Allocation Framework** to guide the deployment of the Company’s financial resources, and to enhance transparency and accountability in capital allocation decisions;

AND THAT such framework shall include, inter alia:

(1) **Capital Allocation Priorities**

A clear articulation of the Company’s priorities for the use of capital, including:

- a) reinvestment in core operations and growth initiatives;
- b) maintenance of financial strength and appropriate liquidity levels;
- c) dividend policy and shareholder returns;
- d) mergers, acquisitions and strategic investments; and
- e) asset disposals and portfolio optimisation;

(2) **Decision-Making Principles**

The principles guiding capital allocation decisions, including:

- a) alignment with the Company’s long-term strategy and value creation objectives;
- b) financial discipline, including expected returns, cost of capital considerations and risk assessment; and
- c) consideration of the interests of all shareholders;

(3) **Governance and Oversight**

The role of the Board and relevant committees, including Independent Non-Executive Directors, in reviewing and overseeing material capital allocation decisions;

(4) **Linkage to Executive Remuneration**

A description of how capital allocation outcomes and financial performance are considered in determining executive remuneration, to ensure alignment with long-term shareholder value creation;

(5) **Disclosure to Shareholders**

The Company shall disclose in its annual report:

- a) the Capital Allocation Framework; and
- b) a summary of material capital allocation decisions undertaken during the financial year and how such decisions align with the stated framework;

(6) **Independent Review of Material Transactions**

Material capital allocation decisions above a defined threshold shall be subject to review by Independent Non-Executive Directors and, where appropriate, independent external advice.

AND THAT the Board be requested to implement the above within six (6) months from the date of passing this resolution.”

14. STRENGTHENING OF CONFLICT OF INTEREST GOVERNANCE FRAMEWORK AND ENHANCED INDEPENDENT OVERSIGHT

**Ordinary
Resolution 15**

“**THAT** the Board of Directors of the Company be and is hereby requested to review, **strengthen and enhance the existing Conflict of Interest Policy** of the Company in order to ensure that it operates effectively in substance as well as in form, and to reinforce governance standards, accountability and minority shareholder protection;

AND THAT the enhanced Conflict of Interest framework shall:

- (1) Require all Directors, key senior management and relevant persons to formally declare, on an ongoing basis, all actual, potential and perceived conflicts of interest, including those arising from:
 - a) familial relationships;
 - b) beneficial ownership interests held directly or indirectly;
 - c) positions, roles or interests in external entities; and
 - d) any other relationships or arrangements that may give rise to conflicts under applicable laws, regulations or governance standards;
- (2) Provide that all declared conflicts of interest shall be subject to review by the Independent Non-Executive Directors, who shall determine the appropriate course of action, including recusal, restrictions on participation, or other mitigating measures;
- (3) **Safeguards on Use of Company Resources**, such that:
 - a) the use of Company resources, including personnel, assets and financial resources, shall be strictly for the benefit of the Company and its business; and
 - b) any use of Company resources involving Directors or senior management outside the ordinary course of business shall be subject to prior review and approval by Independent Non-Executive Directors; and
 - c) any such use shall be appropriately documented and recorded, with sufficient detail to enable independent review and audit;
- (4) Require that any Director or member of senior management with a material conflict of interest shall abstain from:
 - a) deliberations;
 - b) decision-making; and
 - c) access to sensitive information relating to the relevant matter;
- (5) Require that all related-party transactions and other transactions involving potential conflicts of interest be subject to independent review and approval by Independent Non-Executive Directors;
- (6) Provide for periodic review of compliance with the Conflict of Interest Policy by the Company’s internal audit function, with material findings reported directly to the Board and Independent Non-Executive Directors;
- (7) Ensure that the application of the Conflict of Interest Policy extends to situations where influence or control may be exercised indirectly, and not limited solely to formal legal relationships;
- (8) Provide enhanced disclosure in the Company’s annual report of:
 - a) the key features of the Conflict of Interest framework;
 - b) the number and general nature of conflict situations reviewed during the financial year; and
 - c) the actions taken to address such conflicts, on an aggregated and non-sensitive basis;

AND THAT implementation of the above shall commence immediately, with the enhanced framework to be formally adopted within sixty (60) days from the date of passing this resolution.”

The existing agenda 11 in the Notice of 54th AGM shall be renumbered to agenda 15.

This Addendum shall be deemed to be part of the Notice of 54th AGM and notes provided therein. Save for the abovementioned additions, all other information in the Notice of 54th AGM remains unchanged.

Please find enclosed the following documents which are also available on the Company’s website at <https://www.tanchonggroup.com/> and Bursa Malaysia’s website at <https://www.bursamalaysia.com/>:-

- a. Addendum to Notice of 54th AGM; and
- b. Revised Proxy Form.

By Order of the Board

Ke Bee Kian (MAICSA 7039757)
(SSM PC No. 202508000589)

Company Secretary

Kuala Lumpur
28 May 2026

IMPORTANT NOTES

Additional Notes for this Addendum:

- i) The Revised Proxy Form DOES NOT INVALIDATE the Proxy Form issued on 30 April 2026 (“Initial Proxy Form”).
- ii) If the Company or the Registrar receives both the Initial Proxy Form and the Revised Proxy Form from a member, the REVISED PROXY FORM SHALL SUPERSEDE THE INITIAL PROXY FORM.
- iii) In the event the Company or via The Portal at <https://srmy.vistra.com> does not receive the duly executed Revised Proxy Form within the required timeframe, THE MEMBER WHO HAS DEPOSITED THE INITIAL PROXY FORM AT THE REGISTERED OFFICE OR VIA THE PORTAL AT <https://srmy.vistra.com> WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS/HER PROXY UNDER THE INITIAL PROXY FORM TO VOTE OR ABSTAIN ON THE ADDITIONAL ORDINARY RESOLUTIONS AS THE PROXY DEEMS FITS.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

(Pursuant to Paragraph 8.27(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

(i) Ordinary Resolution 12 - Proposed reconstitution and strengthening of the Remuneration Committee and enhancement of executive remuneration governance

The proposed Ordinary Resolution 12 pertaining to management matters has been proposed by Tan Boon Pun, Tan Hoe Pin, Tan Beng Keong and Tan Ban Leong, who are members of the Company. The Company makes no representation that the said proposed Ordinary Resolution would or would not be in the best interest of the Company. Pursuant to section 195(3) of the Companies Act 2016, this proposed Ordinary Resolution, if passed, shall not be binding on the Board of Directors of the Company.

(ii) Ordinary Resolution 13 - Proposed independent review of asset disposal

The proposed Ordinary Resolution 13 pertaining to management matters has been proposed by Tan Boon Pun, Tan Hoe Pin, Tan Beng Keong and Tan Ban Leong, who are members of the Company. The Company makes no representation that the said proposed Ordinary Resolution would or would not be in the best interest of the Company. Pursuant to section 195(3) of the Companies Act 2016, this proposed Ordinary Resolution, if passed, shall not be binding on the Board of Directors of the Company.

(iii) Ordinary Resolution 14 - Proposed capital allocation framework disclosure

The proposed Ordinary Resolution 14 pertaining to management matters has been proposed by Tan Boon Pun, Tan Hoe Pin, Tan Beng Keong and Tan Ban Leong, who are members of the Company. The Company makes no representation that the said proposed Ordinary Resolution would or would not be in the best interest of the Company. Pursuant to section 195(3) of the Companies Act 2016, this proposed Ordinary Resolution, if passed, shall not be binding on the Board of Directors of the Company.

(iv) Ordinary Resolution 15 - Proposed strengthening of conflict of interest governance framework and enhanced independent oversight

The proposed Ordinary Resolution 15 pertaining to management matters has been proposed by Tan Boon Pun, Tan Hoe Pin, Tan Beng Keong and Tan Ban Leong, who are members of the Company. The Company makes no representation that the said proposed Ordinary Resolution would or would not be in the best interest of the Company. Pursuant to section 195(3) of the Companies Act 2016, this proposed Ordinary Resolution, if passed, shall not be binding on the Board of Directors of the Company.



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REVISED PROXY FORM

CDS Account No.	
Number of Shares Held	
Shareholder's Email Address	

I/We _____ (name of shareholder as per NRIC, in capital letters)
NRIC No./Company No. _____ (new) _____ (old) of
_____ (full address)

telephone no. _____ being a member(s) of TAN CHONG MOTOR HOLDINGS BERHAD,
hereby appoint _____ (name of proxy as per NRIC, in capital letters)
NRIC No. _____ (new) _____ (old)
telephone no. _____ and/or _____
(name of proxy as per NRIC, in capital letters) NRIC No. _____ (new)
_____ (old) telephone no. _____ or failing him/her, *the

Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the 54th Annual General Meeting ("AGM") of the Company to be held at the Kristal Ballroom, Level 1, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, on Friday, 12 June 2026 at 10.30 a.m., and at any adjournment thereof, as indicated below:

No.	Resolutions	For	Against
Ordinary Resolution 1	Re-election of Dato' Tan Heng Chew as Director		
Ordinary Resolution 2	Re-election of Mr. Ho Wai Ming as Director		
Ordinary Resolution 3	Re-election of Mr. Ng Chee Hoong as Director		
Ordinary Resolution 4	Directors' fees		
Ordinary Resolution 5	Directors' benefits		
Ordinary Resolution 6	Re-appointment of KPMG PLT as Auditors		
Ordinary Resolution 7	Proposed renewal of authority for the Company to purchase its own shares		
Ordinary Resolution 8	Proposed renewal of shareholders' mandate for recurrent related party transactions with Auto Dunia Sdn. Bhd.		
Ordinary Resolution 9	Proposed renewal of shareholders' mandate for recurrent related party transactions with Tan Chong International Limited and its subsidiaries		
Ordinary Resolution 10	Proposed new shareholders' mandate for recurrent related party transactions with Warisan TC Holdings Berhad and its subsidiaries and jointly-controlled entities		
Ordinary Resolution 11	Proposed new shareholders' mandate for recurrent related party transactions with APM Automotive Holdings Berhad and its subsidiaries and joint ventures		
Ordinary Resolution 12	Proposed reconstitution and strengthening of the Remuneration Committee and enhancement of executive remuneration governance		
Ordinary Resolution 13	Proposed independent review of asset disposals		
Ordinary Resolution 14	Proposed capital allocation framework disclosure		
Ordinary Resolution 15	Proposed strengthening of conflict of interest governance framework and enhanced independent oversight		

**To delete if not applicable.*

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

Signatures of Member(s)/Attorney of Member(s)
Date:

Common Seal of Member, if applicable
(if the appointer is a corporation)

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:		
	<u>No. of Shares</u>	<u>Percentage</u>
Proxy 1	_____	%
Proxy 2	_____	%
Total	_____	100%

Notes:

1. A depositor whose name appears in the Record of Depositors of the Company as at 4 June 2026 (“Record of Depositors”) shall be entitled to attend, speak, and vote at the AGM.
2. A member, other than a member who is also an Authorised Nominee [as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”)] or an Exempt Authorised Nominee who is exempted from compliance with the provisions of Section 25A(1) of SICDA, shall be entitled to appoint not more than two (2) proxies to participate and vote at the meeting. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. A proxy appointed shall have the same rights as the member to participate and vote at the meeting.
3. Subject to Note 6 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
4. Subject to Note 6 below, where a member is a Depositor who is also an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as reflected in the Record of Depositors, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
 - (i) the securities account number;
 - (ii) the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
 - (iii) where two (2) proxies are appointed, the proportion of shareholdings or the number of shares to be represented by each proxy.
6. Any beneficial owner who holds shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint not more than two (2) persons to act as proxies for the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.
7. If the appointer is a corporation, the instrument appointing a proxy must be executed under seal or under the hand of an officer or attorney duly authorised.
8. The instrument appointing a proxy (the “Form of Proxy”) and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (collectively, the “Proxy Authorisation Documents”) for the AGM shall be deposited or submitted in the following manner not less than 48 hours before the time appointed for the AGM or no later than 10 June 2026 at 10.30 a.m.:
 - (i) In hard copy form
Either by hand or post to the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel: +60 3 2783 9299) or alternatively, at the drop-in box provided at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;
 - (ii) By electronic means via email
By email to Tricor’s email address at is.enquiry@vistra.com to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor’s office address stated in paragraph 8(i) above; or
 - (iii) By electronic means via Vistra Share Registry and IPO (MY) Portal (“The Portal”)
By electronic means via The Portal at <https://srmy.vistra.com>. Please refer to the Administrative Notes for the procedures and requirements relating to the submission of proxy forms.
9. Members may submit questions to the Board of Directors prior to the 54th AGM via The Portal at <https://srmy.vistra.com> by selecting “e-Services” to pose questions and submit electronically not later than 10 June 2026 at 10.30 a.m.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by poll.
11. **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data notice set out in the Notice of 54th AGM dated 30 April 2026.

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**Tricor Investor & Issuing House Services Sdn. Bhd. Registration No. 197101000970 (11324-H)
Registrar for TAN CHONG MOTOR HOLDINGS BERHAD Registration No. 197201001333
(12969-P)**

Unit 32-01, Level 32, Tower A, Vertical Business Suite
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Malaysia

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