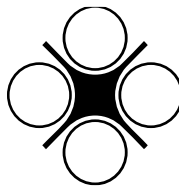


THIS STATEMENT/CIRCULAR (“CIRCULAR”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”), Part I and the Proposed Renewal of Shareholders’ Mandate for RRPT in Part II of this Circular are not required to be reviewed by Bursa Malaysia and have not been perused by Bursa Malaysia before the issuance. Bursa Malaysia has only perused through Part II of this Circular in respect of the proposed new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis. Further, Bursa Malaysia takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



TAN CHONG MOTOR HOLDINGS BERHAD

Registration No. 197201001333 (12969-P)
(Incorporated in Malaysia)

PART I

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

PART II

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE

The ordinary resolutions in respect of the above proposals will be tabled as special business at the 54th Annual General Meeting (“AGM”) of the Company. The Notice of the 54th AGM, Form of Proxy and Administrative Notes for 54th AGM are available at the Company’s website at <https://www.tanchonggroup.com> and Bursa Malaysia’s website at <https://www.bursamalaysia.com>.

The Form of Proxy should be completed and returned in accordance with the instructions therein.

Last date and time for lodging the Form of Proxy : Wednesday, 10 June 2026 at 10.30 a.m.

Date and time of the 54th AGM : Friday, 12 June 2026 at 10.30 a.m.

Venue of the 54th AGM : Kristal Ballroom, Level 1
Hilton Petaling Jaya
No. 2 Jalan Barat
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

This Circular is dated 30 April 2026

DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	The Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
APM	:	APM Automotive Holdings Berhad
APM Group	:	APM and its subsidiaries and joint ventures
Arm's Length	:	The price which would have been determined if such transactions are made between independent parties under the same or similar circumstances
Audit Committee	:	The Audit Committee of TCMH comprising Mr. Ng Chee Hoong, Mr. Lee Min On (Resigned on 25 March 2026), Dato' Chan Choun Sien and Dr. Nesadurai Kalanithi, whom are Independent Non-Executive Directors and Dato' Ng Mann Cheong, who is a Non-Independent Non-Executive Director.
Auto Dunia	:	Auto Dunia Sdn. Bhd.
Board	:	The Board of Directors of TCMH
Bursa Malaysia	:	Bursa Malaysia Securities Berhad
Code	:	The Malaysian Code on Take-Overs and Mergers 2016 as amended from time to time and any re-enactment thereof
Director	:	The meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of TCMH, its subsidiary or holding company or a chief executive of TCMH, its subsidiary or holding company
EPS	:	Earnings Per Share
Listing Requirements or LR	:	The Main Market Listing Requirements of Bursa Malaysia
Major Shareholder	:	A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8(4) of the Act.

In relation to the Proposed Shareholders' Mandate, a major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of TCMH or any other company which is its subsidiary or holding company.

DEFINITION (cont'd)

NA	:	Net Assets
Person(s) Connected	:	Shall have the same meaning as in Paragraph 1.01 of the Listing Requirements.
Proposals	:	Proposed Share Buy-Back and Proposed Shareholders' Mandate collectively
Proposed Share Buy-Back	:	Proposed renewal of authority for TCMH to purchase and/or hold its own ordinary shares up to 10% of the total number of issued shares of the Company
Proposed New Mandate	:	Proposed new Shareholders' Mandate for additional RRPT
Proposed Renewal Mandate	:	Proposed renewal of Shareholders' Mandate for RRPT approved at the Company's 53 rd AGM held on 30 May 2025
Proposed Shareholders' Mandate	:	Proposed renewal of and new Shareholders' Mandate for RRPT of the TCMH Group as set out in this Circular
Related Party	:	A Director, Major Shareholder or person connected with such Director or Major Shareholder; and "Related Parties" shall be construed accordingly
Related Party Transaction	:	Transaction entered into by TCMH or its subsidiaries which involves the interest, direct or indirect, of a Related Party
Recurrent Related Party Transactions or RRPT	:	Related Party Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations and in the ordinary course of business of TCMH or its subsidiaries
RM and sen	:	Ringgit Malaysia and sen respectively
Shareholders' Mandate	:	The shareholders' general mandate pursuant to Paragraph 10.09 of the Listing Requirements in respect of RRPT
TCC	:	Tan Chong Consolidated Sdn. Bhd.
TCIL	:	Tan Chong International Limited
TCIL Group	:	TCIL and its subsidiaries
TCMH or Company	:	Tan Chong Motor Holdings Berhad
TCMH Group or Group	:	TCMH and its subsidiaries
TCMH Shares	:	Ordinary shares in the Company
WTCH	:	Warisan TC Holdings Berhad
WTCH Group	:	WTCH and its subsidiaries and jointly-controlled entities

CONTENTS

LETTER TO SHAREHOLDERS OF TCMH CONTAINING:

	Page
1. INTRODUCTION	1
2. PART I – PROPOSED SHARE BUY-BACK	
2.1 Details of the Proposed Share Buy-Back	2
2.2 Quantum, Funding and Pricing	2
2.3 Regulatory Requirements	3
2.4 Purchase, Cancellation and Re-sale/Transfer in the Previous 12 Months	3
2.5 Rationale/Potential Advantages and Disadvantages	3
2.6 Effects of the Proposed Share Buy-Back	4
2.7 Public Shareholding Spread	7
2.8 Share Prices	7
2.9 Directors’ and Major Shareholders’ Interests	7
2.10 Directors’ Recommendation	7
3. PART II – PROPOSED SHAREHOLDERS’ MANDATE	
3.1 Listing Requirements	8
3.2 Classes of Related Parties	8
3.3 Outstanding RRPT Receivables	11
3.4 Methods for Determination of Transaction Price and Threshold of Authority	12
3.5 Disclosure and Review Procedures	12
3.6 Rationale	13
3.7 Effects	14
3.8 Directors’ and Major Shareholders’ Interests	14
3.9 Directors’ Recommendation	14
4. APPROVALS REQUIRED	14
5. AGM	14
6. FURTHER INFORMATION	15
APPENDIX I	Details of RRPT between TCMH Group and Auto Dunia
APPENDIX II	Details of RRPT between TCMH Group and TCIL Group
APPENDIX III	Details of RRPT between TCMH Group and WTCH Group
APPENDIX IV	Details of RRPT between TCMH Group and APM Group
APPENDIX V	Further Information
APPENDIX VI	Proposed Resolutions on the Proposals

TAN CHONG MOTOR HOLDINGS BERHAD

Registration no. 197201001333 (12969-P)
(Incorporated in Malaysia)

Registered Office:

62-68, Jalan Sultan Azlan Shah
51200 Kuala Lumpur

30 April 2026

Board of Directors:

Dato' Tan Heng Chew (*President*)
Ho Wai Ming (*Group Chief Executive Officer*)
Dato' Chan Choun Sien (*Senior Independent Non-Executive Director*)
Ng Chee Hoong (*Independent Non-Executive Director*)
Dato' Ng Mann Cheong (*Non-Independent Non-Executive Director*)
Dr. Nesadurai Kalanithi (*Independent Non-Executive Director*)
Chia Tuang Mooi (*Executive Vice President*)

To: The Shareholders of Tan Chong Motor Holdings Berhad

Dear Shareholders

PART I : PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED SHARE BUY-BACK”)

PART II : PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

1. INTRODUCTION

At the Company’s 53rd AGM held on 30 May 2025, the shareholders gave approval for:

- (a) the Directors to purchase and/or hold up to 10% of the total number of issued shares of the Company;
and
- (b) the Company and its subsidiaries to enter into part of the Recurrent Related Party Transactions.

The above approvals shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless fresh approvals are obtained.

On 27 February 2026, the Company announced to Bursa Malaysia that it would seek approval from its shareholders for the Proposed Share Buy-Back and Proposed Shareholders’ Mandate at the forthcoming AGM of the Company.

The Proposed Share Buy-Back and Proposed Shareholders’ Mandate would become effective immediately upon the passing of the proposed resolutions and will expire at the conclusion of the next AGM of the Company unless the authority and mandate are further renewed by resolutions passed at a general meeting (either unconditionally or subject to conditions) or upon the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act), or revoked or varied by ordinary resolutions of the shareholders of the Company in a general meeting, whichever occurs first.

The purpose of this Circular is to provide you with information on the Proposals and to seek your approval for the proposed resolutions to be tabled at the forthcoming AGM of the Company.

2. PART I : PROPOSED SHARE BUY-BACK

2.1 DETAILS OF THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will allow the Board to exercise the power of the Company to purchase and/or hold its own shares on Bursa Malaysia up to 10% of its total number of issued shares at any point in time during the authorised period (as explained below), subject to the provisions of Section 127 of the Act and regulations thereunder, the Listing Requirements, the Company's Constitution and any prevailing laws, regulations, rules, orders, guidelines and requirements of any relevant authorities (as may be amended, modified or re-enacted from time to time) at the time of purchase(s). The Proposed Share Buy-Back will be executed through Bursa Malaysia via TCMH's appointed stockbrokers.

The authorised period for the Proposed Share Buy-Back, if approved at the forthcoming AGM, shall be effective immediately upon the passing of the ordinary resolution pertaining to the Proposed Share Buy-Back at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed at a general meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

The Company may retain the shares purchased as treasury shares or cancel the shares or both, depending on the capital requirements of the Company at that point in time. Where the Company retains the purchased shares as treasury shares, the Directors of the Company may:

- (a) distribute the shares as share dividends to shareholders;
- (b) resell the shares through Bursa Malaysia in accordance with the rules of Bursa Malaysia;
- (c) transfer the shares for the purposes of or under an employees' share scheme;
- (d) transfer the shares as purchase consideration;
- (e) cancel the shares; or
- (f) sell, transfer or otherwise use the shares for such other purposes as permitted by the Act.

Appropriate announcement(s) and notification(s) will be made to Bursa Malaysia and the relevant authorities in respect of the Board's decision on the treatment of the TCMH Shares bought back in compliance with the Listing Requirements and the Act.

While the purchased shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any other distributions, whether cash or otherwise, of the Company's assets (including any distribution of assets upon winding up of the Company) will be suspended. The treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.2 QUANTUM, FUNDING AND PRICING

The actual number of TCMH Shares which may be purchased and the timing of the purchase(s) will depend on, inter alia, market conditions, the availability of retained earnings and financial resources of the Company as well as Bursa Malaysia's requirement to maintain the necessary shareholding spread and the minimum total number of issued shares.

The Proposed Share Buy-Back will be financed through internally generated funds and shall be made out of the retained earnings of the Company. The maximum amount of funds to be allocated for the Proposed Share Buy-Back will be subject to the retained earnings of the Company. Based on the latest audited financial statements of the Company as at 31 December 2025, the retained earnings were RM2,335,084,000.

Based on the total number of issued shares of TCMH less treasury shares as at 31 March 2026, the maximum number of TCMH Shares that may be purchased amounts to 46,827,000 shares. Based on the weighted average market price for the five (5) market days up to 31 March 2026 (being the latest practicable date prior to the printing of this Circular) of RM0.48 per share, the maximum purchase cost would be about RM22.48 million.

The Board will be mindful of the interests of the Company and its shareholders when undertaking the Proposed Share Buy-Back and will assess the working capital needs of the TCMH Group prior to any purchase of TCMH shares.

2.3 REGULATORY REQUIREMENTS

In accordance with the Listing Requirements, the Company may only purchase the ordinary shares on Bursa Malaysia at a price which is not more than 15% above the weighted average market price for the five (5) market days immediately before the purchase. The Company may only resell/transfer treasury shares on Bursa Malaysia at:

- (a) a price which is not less than the weighted average market price for the shares for the five (5) market days immediately before the resale/transfer; or
- (b) discounted price of not more than 5% to the weighted average market price for the shares for the five (5) market days immediately before the resale/transfer provided that:
 - (i) the resale/transfer takes place not earlier than 30 days from the date of purchase; and
 - (ii) the resale/transfer price is not less than the cost of purchase of the shares being resold/transferred.

Based on the Listing Requirements, the Proposed Share Buy-Back is subject to, inter alia, the following:

- (a) the Company must not purchase its own shares on Bursa Malaysia if the purchase(s) will result in TCMH not complying with the public shareholding spread requirement of at least 25% of its total number of issued shares (excluding treasury shares) are in the hands of public shareholders;
- (b) the purchase price of shares and the subsequent resale price of treasury shares on Bursa Malaysia, as set out above;
- (c) the maximum funds to be utilised for the purchase of the Company's own shares cannot exceed the level of retained earnings of the Company;
- (d) the Proposed Share Buy-Back shall only be effected on the market of Bursa Malaysia. Consequently, the Proposed Share Buy-Back shall be transacted through appointed stockbrokers; and
- (e) the approval of the shareholders at the forthcoming AGM of the Company.

2.4 PURCHASE, CANCELLATION AND RE-SALE/TRANSFER IN THE PREVIOUS 12 MONTHS

TCMH did not purchase any TCMH shares during the financial year ended 31 December 2025 and up to 31 March 2026, the latest practicable date prior to the printing of this Circular. TCMH holds 20,373,000 shares which were retained as treasury shares and none of the purchased treasury shares were resold, cancelled or transferred in the preceding 12 months.

2.5 RATIONALE/POTENTIAL ADVANTAGES AND DISADVANTAGES

The Proposed Share Buy-Back will enable the Company to utilise its surplus financial resources to purchase its own shares. The Proposed Share Buy-Back is expected to stabilise the supply and demand as well as the prices of TCMH Shares. The Proposed Share Buy-Back may enhance the EPS and the shares purchased which are held as treasury shares may be realised with potential gain. In the event the treasury shares are distributed as share dividends, it will serve as a reward to the shareholders of the Company.

The potential advantages and disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:

Potential Advantages

- (i) will allow the Company the flexibility in attaining its desired capital structure;
- (ii) will serve to reward the shareholders in the event the treasury shares are distributed as share dividends; and
- (iii) will allow the Company to utilise its surplus financial resources to purchase its own shares, hence, stabilise the supply and demand of TCMH Shares.

Potential Disadvantages

- (i) the Proposed Share Buy-Back will reduce the financial resources of the TCMH Group and may result in the TCMH Group forgoing better investment opportunities that may emerge in the future; and
- (ii) as the Proposed Share Buy-Back can only be made out of retained earnings of the Company, it may result in the reduction of financial resources available for distribution to shareholders of the Company in the immediate future.

2.6 EFFECTS OF THE PROPOSED SHARE BUY-BACK

Based on the assumption that the Proposed Share Buy-Back is carried out in full and the shares so purchased are cancelled or alternatively retained as treasury shares or both, the effects of the Proposed Share Buy-Back on the total number of issued shares, NA, working capital, earnings, dividends and substantial shareholders' and Directors' shareholdings as well as the implications relating to the Code are as set out below:

(a) Total Number of Issued Shares

In the event that the maximum number of shares authorised under the Proposed Share Buy-Back are purchased and cancelled, the total number of issued shares of TCMH as at 31 March 2026 will be as follows:

	<u>No. of Shares</u>
Total number of issued shares	672,000,000
Purchased and held as treasury shares as at 31 March 2026	(20,373,000)
Proposed Share Buy-Back if the maximum no. of shares are purchased	(46,827,000)
Resultant total number of issued shares, if the treasury shares are cancelled	604,800,000

However, if all the TCMH Shares purchased are retained as treasury shares, the shares repurchase would not have any effect on the total number of issued shares of TCMH, although substantially all rights attached to the shares held as treasury shares would be suspended.

(b) NA

The effect of the Proposed Share Buy-Back on the NA per share of the TCMH Group is dependent on the purchase price of the TCMH Shares as follows:

- (i) If all the purchased TCMH Shares are cancelled and the purchase price of the TCMH Shares exceeds the NA per share of the TCMH Group, the NA per share of the TCMH Group will decrease.
- (ii) Conversely, if all the purchased TCMH Shares are cancelled and the purchase price of the TCMH Shares is below the NA per share of the TCMH Group, the NA per share of the TCMH Group will increase.

- (iii) If the purchased shares are treated as treasury shares and subsequently resold/transferred on the Bursa Malaysia, the NA per share of the TCMH Group will increase if the Company realises a gain from the resale, and vice-versa. If the treasury shares are distributed as share dividends, the NA of the TCMH Group will decrease by the cost of the treasury shares.

Based on the audited financial statements for financial year ended 31 December 2025, the NA per share of the TCMH Group is RM4.01.

(c) Working Capital

The Proposed Share Buy-Back is likely to reduce the working capital of the TCMH Group, the quantum of which depends on, amongst others, the number of shares purchased and the purchase price of the shares. The cash flow of the TCMH Group will be reduced relatively to the number of shares eventually purchased and the purchase prices of the shares.

However, if the purchased shares are treated as treasury shares and subsequently resold/transferred on the Bursa Malaysia, the working capital and cash flow of the TCMH Group will increase should the Company realise a gain from the resale/transfer. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold/transferred.

(d) Earnings

The effect of the Proposed Share Buy-Back on the EPS of TCMH is dependent on the number of TCMH Shares purchased and the purchase price(s) of the TCMH Shares, wherein the amount spent would no longer be available to generate interest savings and/or for alternative investment income to the Company. The effective reduction in the number of TCMH Shares applied in the computation of the consolidated EPS arising from the Proposed Share Buy-Back will generally, all else being equal, have a positive impact on the TCMH Group's EPS.

In the event that the shares purchased are treated as treasury shares and subsequently resold/transferred, the extent of the effect on the EPS of TCMH will depend on the number and price(s) of treasury shares resold/transferred, and the effect gain or interest saving arising therefrom.

(e) Dividend

The Company did not declare dividend in respect of the financial year ended 31 December 2025.

The Proposed Share Buy-Back is not expected to have any material impact on the ability of TCMH's Board in recommending future dividends.

(f) Substantial Shareholders' and Directors' Shareholdings

The effects of the share repurchase on the shareholdings of substantial shareholders and Directors based on the Register of Substantial Shareholders and the Register of Directors' Shareholdings respectively as at 31 March 2026 are as follows:

	<-----No. of TCMH Shares held----->							
	Before the Proposed Share Buy-Back				After the Proposed Share Buy-Back			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Substantial Shareholders								
TCC	263,828,240	40.49	-	-	263,828,240	43.62	-	-
Nissan Motor Co., Ltd	37,333,324	5.73	-	-	37,333,324	6.17	-	-
Dato' Tan Heng Chew	34,544,462	5.30	274,781,840	42.17 ⁽¹⁾	34,544,462	5.71	274,781,840	45.43 ⁽¹⁾
Tan Eng Soon	-	-	263,828,240	40.49 ⁽³⁾	-	-	263,828,240	43.62 ⁽³⁾
Directors								
Dato' Tan Heng Chew	34,544,462	5.30	290,862,430	44.64 ⁽²⁾	34,544,462	5.71	290,862,430	48.09 ⁽²⁾
Dato' Ng Mann Cheong	-	-	150,000	0.02 ⁽⁴⁾	-	-	150,000	0.02 ⁽⁴⁾
Ng Chee Hoong	-	-	-	-	-	-	-	-
Ho Wai Ming	-	-	30,000	_(4)/(5)	-	-	30,000	_(4)/(5)
Dato' Chan Choun Sien	-	-	-	-	-	-	-	-
Dr. Nesadurai Kalanithi	-	-	-	-	-	-	-	-
Chia Tuang Mooi	-	-	-	-	-	-	-	-

Notes:

- (1) Deemed interest by virtue of interests in TCC and Wealthmark Holdings Sdn. Bhd. ("WH") pursuant to Section 8(4) of the Act.
- (2) Deemed interest by virtue of interests in TCC and WH pursuant to Section 8(4) of the Act and interests of spouse and children by virtue of Section 59(11)(c) of the Act.
- (3) Deemed interest by virtue of interest in TCC pursuant to Section 8(4) of the Act.
- (4) Interest of spouse by virtue of Section 59(11)(c) of the Act.
- (5) Less than 0.01%.

(g) Implication Relating to the Code

The Proposed Share Buy-Back, if carried out in full will result in the equity interest of TCC in TCMH to increase from 40.49% as at 31 March 2026 to 43.62% after the share repurchase.

If the Proposed Share Buy-Back results in the equity interest of TCC and persons acting in concert with it in TCMH to increase by more than 2% in any six (6) months period, pursuant to the Code, TCC and persons acting in concert with it may be obliged to undertake a mandatory offer for all the TCMH Shares not held by them collectively. However, a waiver to undertake a mandatory offer may be granted by the Securities Commission Malaysia under the Code, subject to the affected substantial shareholders and parties acting in concert complying with certain conditions.

2.7 PUBLIC SHAREHOLDING SPREAD

As at 31 March 2026, the public shareholding spread of the Company was 44.05%. Assuming the Proposed Share Buy-Back is to be implemented in full, the public shareholding spread of the Company based on the position as at 31 March 2026 is expected to be reduced to 39.71%.

2.8 SHARE PRICES

The monthly highest and lowest prices of TCMH Shares traded on Bursa Malaysia for the last 12 months from April 2025 to March 2026 were as follows:

	High RM	Low RM
2025		
April	0.36	0.33
May	0.53	0.49
June	0.47	0.44
July	0.71	0.65
August	0.69	0.64
September	0.57	0.54
October	0.73	0.68
November	0.68	0.64
December	0.61	0.59
2026		
January	0.67	0.54
February	0.62	0.60
March	0.51	0.49

The last transacted price of TCMH Shares on 31 March 2026, being the latest practicable date prior to the printing of this Circular, was RM0.475.

(Source: Bloomberg)

2.9 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

None of the Directors, major shareholders and persons connected with the Directors and/or major shareholders of the Company has any interest, direct or indirect, in the Proposed Share Buy-Back or resale/transfer of treasury shares.

2.10 DIRECTORS' RECOMMENDATION

The Board is of the opinion that the Proposed Share Buy-Back is fair, reasonable and in the best interest of the Company and its shareholders and therefore recommends that you vote in favour of the ordinary resolution in relation to the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

3. PART II : PROPOSED SHAREHOLDERS' MANDATE

TCMH is principally an investment holding company, while its subsidiaries are involved in the assembly and distribution of motor vehicles, provision of after-sales services, provision of financial services such as hire purchase financing and insurance agency, and property investment.

The Board wishes to seek approval of the shareholders of TCMH for the Proposed Shareholders' Mandate. It would enable the TCMH Group to enter into existing and new RRPT provided such transactions are in the ordinary course of business and undertaken at Arm's Length, on normal commercial terms of the TCMH Group 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. These include transactions such as those described in Section 3.2 of this Circular.

3.1 LISTING REQUIREMENTS

In accordance with Paragraph 10.09 of the LR, a listed issuer may seek a Shareholders' Mandate subject to the following:

- (a) The transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) The Shareholders' Mandate is subject to annual renewal and disclosure being made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the LR;
- (c) Issuance of a circular to shareholders by the listed issuer. The draft circular must be submitted to Bursa Malaysia together with a checklist showing compliance with such information;
- (d) In a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of a person connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him/her abstain from voting on the resolution approving the transactions; and
- (e) The listed issuer immediately announces to Bursa Malaysia when the actual value of a RRPT entered into by the listed issuer and its subsidiaries exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Malaysia in its announcement.

The estimated transaction value as set out in Appendix I - IV is based on the actual transaction value for the period from 31 May 2025 to 31 March 2026 and the projected business volume for the current period. The actual value of transactions may vary from the estimated value in the light of changing economic and competitive environment. Nevertheless, disclosures will be made in accordance with the LR in the Annual Report of the Company for the financial year ending 31 December 2026 of the actual aggregate value of transactions made pursuant to the Proposed Shareholders' Mandate during the said financial year.

3.2 CLASSES OF RELATED PARTIES

3.2.1 Auto Dunia

Auto Dunia is involved in the importation and sale of motor vehicles. Auto Dunia is an appointed authorised dealer of a subsidiary of TCMH for new Nissan motor vehicles in several locations in Malaysia. TCMH Group purchases completely-built-up ("CBU") vehicles from Auto Dunia. TCMH Group may enter into other arrangements with Auto Dunia in relation to the importation of CBU vehicles and/or to purchase from Auto Dunia locally assembled vehicles for sale by the TCMH Group from time to time.

The Directors and Major Shareholders of the TCMH Group who are interested in the RRPT with Auto Dunia and the nature of their interests as at 31 March 2026 are as follows:

(i) Dato' Tan Heng Chew, a Director and Major Shareholder of TCMH and Tan Eng Soon, a Major Shareholder of TCMH have declared Auto Dunia to be a body corporate associated with them under Section 197 of the Act. Dato' Tan Eng Hwa, a Director of certain subsidiaries of TCMH and brother of Dato' Tan Heng Chew and Tan Eng Soon, is a Director of Auto Dunia. Datuk Abdullah bin Abdul Wahab, a Director of a subsidiary of TCMH, is a substantial shareholder and Director of Auto Dunia.

(ii) Directorship in TCMH Group and shareholding in TCMH of the related parties:

Related Party	TCMH				
	Directorship in the TCMH Group	Shareholding in TCMH			
		Direct	%	Indirect	%
Dato' Tan Heng Chew	Director	34,544,462	5.30	290,862,430	44.64 ⁽¹⁾
Dato' Tan Eng Hwa	Director	1,380,058	0.21	47,524 ⁽²⁾	_. ⁽⁵⁾
Datuk Abdullah bin Abdul Wahab ⁽⁴⁾	Director	-	-	-	-
Tan Eng Soon	-	-	-	263,828,240	40.49 ⁽³⁾

Notes:

(1) Deemed interest by virtue of interests in TCC and WH pursuant to Section 8(4) of the Act and interests of spouse and children by virtue of Section 59(11)(c) of the Act.

(2) Deemed interest by virtue of interest in SH pursuant to Section 8(4) of the Act and interest of spouse by virtue of Section 59(11)(c) of the Act.

(3) Deemed interest by virtue of interest in TCC pursuant to Section 8(4) of the Act.

(4) Datuk Abdullah bin Abdul Wahab holds 20% equity interest in Auto Dunia.

(5) Less than 0.01%.

The RRPT between TCMH Group and Auto Dunia, which are carried out at Arm's Length, on normal commercial terms of the TCMH Group which are not more favourable to Auto Dunia than those generally available to the public and are not to the detriment of the minority shareholders, are set out in Appendix I.

3.2.2 Related Parties arising from the Internal Re-organisation and De-merger Scheme of TCMH Group

TCMH Group completed the internal re-organisation of its Foreign, Autoparts and Non-Motor Divisions in 1999, resulting in the complete de-merger and emergence of three (3) additional and separate listed groups of companies, i.e. WTCH Group, APM Group and TCIL Group, each with distinct areas of business activities and are accountable for their own performance and profitability. TCMH does not own any shares in WTCH, APM or TCIL.

The RRPT between TCMH Group and the abovementioned groups of companies are as set out in Sections 3.2.2.1 to 3.2.2.3 of this Circular.

3.2.2.1 TCIL Group

TCIL's principal activity is investment holding. The businesses of its principal subsidiaries include (a) distribution and after-sales of motor vehicles in Singapore, Hong Kong, Thailand, Taiwan, Philippines, Malaysia, Vietnam and Cambodia, and the sales and after-sales of motor vehicles in southern part of the China; (b) distribution of industrial equipment in Singapore, Vietnam and Thailand; (c) property development and rental in Singapore and Hong Kong; (d) vehicle seat manufacturing in China; (e) provision of car rental services, automotive leasing and capital financing in Singapore, Malaysia and China; and (f) provision of vehicle transportation service and human resources management service in relation to transportation business in Japan.

The Directors and Major Shareholders of TCMH Group who are interested in the RRPT with TCIL Group and the nature of their interests as at 31 March 2026 are as follows:

Related Party	TCMH					TCIL				
	Directorship in the TCMH Group	Shareholding in TCMH				Directorship in the TCIL Group	Shareholding in TCIL			
		Direct	%	Indirect	%		Direct	%	Indirect	%
TCC	-	263,828,240	40.49	-	-	-	705,819,720	35.06	-	-
Dato' Tan Heng Chew	Director	34,544,462	5.30	290,862,430	44.64 ⁽¹⁾	-	43,628,866	2.16	768,630,890	38.18 ⁽³⁾
Tan Eng Soon	-	-	-	263,828,240	40.49 ⁽²⁾	Director	183,903,000	9.13	1,108,854,392	55.07 ⁽⁴⁾

Notes:

- (1) Deemed interest by virtue of interests in TCC and WH pursuant to Section 8(4) of the Act and interests of spouse and children by virtue of Section 59(11)(c) of the Act.
- (2) Deemed interest by virtue of interest in TCC pursuant to Section 8(4) of the Act.
- (3) Deemed interest by virtue of interests in TCC and WH pursuant to Section 8(4) of the Act and interest of spouse by virtue of Section 59(11)(c) of the Act.
- (4) Deemed interest by virtue of interests in TCC and corporations controlled by him pursuant to Section 8(4) of the Act, including deemed interest pursuant to Section 8(7) of the Act.

The RRPT between TCMH Group and TCIL Group, which are carried out at Arm's Length, on normal commercial terms of TCMH Group which are not more favourable to TCIL Group than those generally available to the public and are not to the detriment of the minority shareholders, are set out in Appendix II.

3.2.2.2 WTCH Group

WTCH Group is principally involved in the distribution and rental of industrial machinery and equipment, distribution of commercial and passenger vehicles, provision of used vehicles auction services and car sharing, provision of travel and air ticketing services as well as rental of cars and coaches.

The Directors and Major Shareholders of TCMH Group who are interested in the RRPT with WTCH Group and the nature of their interests as at 31 March 2026 are as follows:

Related Party	TCMH					WTCH				
	Directorship in TCMH Group	Shareholding in TCMH				Directorship in WTCH Group	Shareholding in WTCH			
		Direct	%	Indirect	%		Direct	%	Indirect	%
TCC	-	263,828,240	40.49	-	-	-	23,446,509	36.02	-	-
Dato' Tan Heng Chew	Director	34,544,462	5.30	290,862,430	44.64 ⁽¹⁾	Director	3,885,733	5.97	31,869,028	48.95 ⁽¹⁾
Tan Eng Soon	-	-	-	263,828,240	40.49 ⁽²⁾	-	-	-	23,446,509	36.02 ⁽²⁾

Notes:

- (1) Deemed interest by virtue of interests in TCC and WH pursuant to Section 8(4) of the Act and interests of spouse and children by virtue of Section 59(11)(c) of the Act.
- (2) Deemed interest by virtue of interest in TCC pursuant to Section 8(4) of the Act.

The RRPT between TCMH Group and WTCH Group, which are carried out at Arm's Length, on normal commercial terms of TCMH Group which are not more favourable to WTCH Group than those generally available to the public and are not to the detriment of the minority shareholders, are set out in Appendix III.

3.2.2.3 APM Group

APM Group is engaged in the manufacturing and/or distribution of a wide-range of automotive products and components ranging from suspension systems, heat exchange systems, electrical systems, plastic components to car interiors, seating and electric vehicle related parts. APM Group also involves in casting, machining and assembly of aluminium parts, developing Internet of Things telematics platform, provision of vehicle tracking services and provision of engineering, design and development services.

The Directors and Major Shareholders of TCMH Group who are interested in the RRPT with APM Group and the nature of their interests as at 31 March 2026 are as follows:

Related Party	TCMH					APM				
	Directorship in TCMH Group	Shareholding in TCMH				Directorship in APM Group	Shareholding in APM			
		Direct	%	Indirect	%		Direct	%	Indirect	%
TCC	-	263,828,240	40.49	-	-	-	73,382,326	37.54	-	-
Dato' Tan Heng Chew	Director	34,544,462	5.30	290,862,430	44.64 ⁽¹⁾	Director	8,655,899	4.43	96,974,584	49.61 ⁽⁴⁾
Tan Eng Soon	-	-	-	263,828,240	40.49 ⁽²⁾	-	-	-	73,382,326	37.54 ⁽²⁾
Dato' Tan Eng Hwa	Director ⁽⁵⁾	1,380,058	0.21	47,524 ⁽³⁾	- ⁽⁷⁾	Director	207,008	0.11	7,128 ⁽³⁾	- ⁽⁷⁾
Nicholas Tan Chye Seng ⁽⁶⁾	Director ⁽⁵⁾	-	-	-	-	Director	-	-	-	-

Notes:

- (1) Deemed interest by virtue of interests in TCC and WH pursuant to Section 8(4) of the Act and interests of spouse and children by virtue of Section 59(11)(c) of the Act.
- (2) Deemed interest by virtue of interest in TCC pursuant to Section 8(4) of the Act.
- (3) Deemed interest by virtue of interest in Solomon House Sdn. Bhd. ("SH") pursuant to Section 8(4) of the Act and interest of spouse by virtue of Section 59(11)(c) of the Act.
- (4) Deemed interest by virtue of interests in TCC and WH pursuant to Section 8(4) of the Act and interest of spouse and daughter by virtue of Section 59(11)(c) of the Act.
- (5) Director of the subsidiaries of TCMH to which the relevant RRPT relate.
- (6) Nicholas Tan Chye Seng is a son of Dato' Tan Heng Chew.
- (7) Less than 0.01%.

The RRPT between TCMH Group and APM Group, which are carried out at Arm's Length, on normal commercial terms of TCMH Group which are not more favourable to APM Group than those generally available to the public and are not to the detriment of the minority shareholders, are set out in Appendix IV.

3.3 OUTSTANDING RRPT RECEIVABLES

The breakdown of the total outstanding receivables in respect of the RRPT which exceeded the credit term as at 31 December 2025 and 31 March 2026 (unaudited) are as follows:

Exceeded Credit Term	Amount of Outstanding RRPT Receivables as at 31 December 2025 (RM'000)	Amount of Outstanding RRPT Receivables as at 31 March 2026 (Unaudited) (RM'000)
A period of 1 year or less	57,618	50,454
A period of more than 1 to 3 years	36,969	52,825
A period of more than 3 to 5 years	9,446	10,351
A period of more than 5 years	7,666	8,201
Total	111,699	121,831

During the period from January to March 2026, there were collections of RM14,796,000 for the amount of outstanding RRPT receivables as at 31 December 2025.

The transactions with related parties are in the ordinary course of business and undertaken at arm's length, on normal commercial terms of the TCMH Group which are not more favourable to related parties than those generally available to the public and are not to the detriment of the minority shareholders. Although it retains the right to impose late payment interest on overdue accounts, the Group has not exercised this right on all overdue trade receivables in practice, whether the amounts are due from related parties or other external customers, as a gesture of goodwill towards the Group's customers in view of ongoing business relationships with them. Discussions are also held regularly with the related parties and there are constant payments received to reduce the outstanding amount accordingly.

The Board of Directors is of the opinion that the outstanding amounts were trade in nature and there was no recoverability issue based on the following:

- (i) The Related Parties have long standing business relationship with the Group.
- (ii) The outstanding RRPT receivables aged more than 1 year have been recovered progressively.
- (iii) The outstanding amount for a period of more than 1 year was RM54,081,000 as at 31 December 2025. During the period from January to March 2026, there were collections of RM3,460,000 for the outstanding RRPT receivables aged more than 1 year as at 31 December 2025.

3.4 METHODS FOR DETERMINATION OF TRANSACTION PRICE AND THRESHOLD OF AUTHORITY

The terms of the pricing of the above RRPT are consistent with TCMH Group's usual business pricing practices and policies and are not more favorable to the Related Parties than those to the public and are not to the detriment of the minority shareholders of TCMH.

In respect of price determination, the following methods were adopted:

- (i) At least three (3) quotations from unrelated third parties for similar products/services are required for comparison whenever possible.
- (ii) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties and on terms which are generally in line with industry norms in order to ensure that the RRPT is not detrimental to the Company or the Group.
- (iii) For the purchase of automotive components with certain engineering specifications required which are not commonly available among vendors in general, pricing is set through a series of negotiations with the related party vendors on terms which are fair and reasonable and not detrimental to the Company.
- (iv) Rental charges and payables are determined according to the market valuation from independent professional valuers.
- (v) Trading terms are given based on the Group's standard credit policy and for sale of motor vehicles, standard discounts are given depending on the volume of purchase which is consistent to that given to other dealers.
- (vi) Repair and services provided by the workshops to the related parties are invoiced using the standard rates captured in the system which also apply to external customers.
- (vii) Purchase of air tickets is according to the airlines market selling price.
- (viii) Hire purchase financing and leasing interest rates charged to the related parties are similar to those applicable to other customers.

There are no separate thresholds for approval of RRPTs within the Group. All RRPT are subject to the same authority limit thresholds established by the respective business units for its other business transactions where transactions of different nature and value are subject to approval by the appropriate level of authority, namely the Board of TCMH, the President, Group Chief Executive Officer/Senior Executive Vice President, Executive Vice President, Chief Financial Officer, head of division or department of the relevant business units. Where any Director has an interest (direct or indirect) in a RRPT, such Director shall abstain from deliberating and approving such transaction.

Group RRPT reporting procedures have been established and circulated to all business units as standard guidelines to ensure that all RRPT are undertaken in fair and reasonable terms which are not detrimental to the interest of the Company.

3.5 DISCLOSURE AND REVIEW PROCEDURES

Disclosure will be made in accordance with the LR in the Annual Report of the Company of the aggregate value of RRPT conducted pursuant to the Proposed Shareholders' Mandate during the financial year ending 31 December 2026.

3.5.1 Review Procedures for the RRPT

TCMH Group has implemented the following methods and procedures to ensure that the RRPT are undertaken at Arm's Length, on normal commercial terms of TCMH Group and transaction prices which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders:

- (a) A list of Related Parties has been circulated to all operating companies with the instruction that all RRPT are required to be undertaken at Arm's Length and on normal commercial terms.
- (b) TCMH and all its subsidiary companies are to record all RRPT which are entered into pursuant to the Shareholders' Mandate.
- (c) All subsidiary companies are required to provide monthly reports on all RRPT to the group finance department.
- (d) The internal audit department shall review significant RRPT to ensure that transactions are undertaken at Arm's Length, on normal commercial terms of TCMH Group which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of TCMH.
- (e) The Audit Committee shall review the internal audit reports on RRPT issued by the internal audit department to ascertain that the guidelines and procedures established to monitor the RRPT have been complied with. The internal audit department shall highlight any exceptions arising from work done.
- (f) The Board and the Audit Committee shall be responsible for the determination of review procedures, with the authority to sub-delegate such responsibilities to individuals or committees within TCMH Group, as they deem appropriate.
- (g) If a member of the Board or Audit Committee has an interest in the RRPT, he shall abstain from participating in the deliberating and voting in respect of the said RRPT.
- (h) All subsidiary companies are required to observe the Related Party Transactions Policy & Disclosure Framework.

3.5.2 Audit Committee's Statement

The Audit Committee has seen and reviewed the procedures mentioned above and is of the view that the said procedures are sufficient to ensure that the RRPT are in the ordinary course of business and undertaken at Arm's Length, on normal commercial terms of TCMH Group 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.

The Audit Committee is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis.

3.6 RATIONALE

All transactions with Related Parties are entered into for the long-term benefits of TCMH Group. The Related Parties represent an existing market with reliable payment terms for TCMH Group's products and services and provide a good source for certain components purchased by TCMH Group. Sales to Related Parties also contribute to overall higher sales for TCMH Group thus increasing trading volume, higher production efficiency and better bargaining power when negotiating with vendors. This is consistent with TCMH Group's objectives of brand building and maintaining our competitive edge.

The RRPT envisaged under the Proposed Shareholders' Mandate are in the ordinary course of business of TCMH Group and are undertaken at Arm's Length, on normal commercial terms of TCMH Group 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.

The Proposed Shareholders' Mandate would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPT arise, thereby reducing time and the expenses in convening such meetings without compromising the corporate objectives and adversely affecting the business opportunities available to TCMH Group.

3.7 EFFECTS

The Proposed Shareholders' Mandate is not expected to have any effect on the issued share capital of TCMH and substantial shareholders' shareholdings in TCMH but is expected to have a positive effect on the earnings and NA of TCMH Group as a result of the increase in business volume and revenue.

3.8 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save as disclosed in Section 3.2, none of the other Directors, Major Shareholders and persons connected with such Directors and/or Major Shareholders of TCMH, has any interest as defined in the LR, direct or indirect, in the Proposed Shareholders' Mandate.

The Director of TCMH who is interested in the Proposed Shareholders' Mandate (namely Dato' Tan Heng Chew) has abstained and will continue to abstain from deliberating and voting on the resolutions in respect of the Proposed Shareholders' Mandate which involves his interests at the relevant meetings of the Board.

The interested Directors of TCMH Group (namely Dato' Tan Heng Chew, Dato' Tan Eng Hwa and Datuk Abdullah bin Abdul Wahab) will abstain from voting, and have undertaken that they will ensure that persons connected with them abstain from voting, in respect of their direct and/or indirect shareholdings in the Company (if any), deliberating or approving the relevant resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

The interested Major Shareholders of TCMH (namely TCC, Dato' Tan Heng Chew and Tan Eng Soon) will abstain from voting, and have undertaken that they will ensure that persons connected with them abstain from voting in respect of their direct and/or indirect shareholdings in the Company, deliberating or approving the relevant resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

3.9 DIRECTORS' RECOMMENDATION

The Board (except for the interested Director as disclosed in Section 3.8) is of the opinion that the Proposed Shareholders' Mandate are fair, reasonable and in the best interest of the Company and therefore recommends that you vote in favour of the ordinary resolutions in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

4. APPROVALS REQUIRED

The Proposals are conditional upon the approval of the shareholders of TCMH at the forthcoming AGM. However, the Proposals are not inter-conditional.

5. AGM

The 54th AGM of the Company will be held at 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., for the purpose of considering and, if thought fit, passing the proposed resolutions on the ordinary businesses and the special businesses of the AGM which include the proposed resolutions on the Proposals, an extract of which is enclosed in this Circular.

Shareholder who is unable to attend the 54th AGM in person, is entitled to appoint his/her proxy(ies) to attend, participate, speak and vote at the 54th AGM. The shareholder is required to complete and return the instrument appointing a proxy ("Form of Proxy") in accordance with the instruction contained therein.

The completed Form of Proxy and the Power of Attorney or any other authority, if any, under which it is signed or notarially certified copy of that power of authority ("Proxy Authorisation Documents") for the 54th AGM shall be deposited at 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, not less than forty-eight (48) hours before the time appointed for the 54th AGM or not later than Wednesday, 10 June 2026 at 10.30 a.m.

The Form of Proxy and the Proxy Authorisation Documents can also be submitted electronically via email to Tricor's email address at is.enquiry@vistra.com or Tricor's The Portal at <https://srmy.vistra.com>.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 54th AGM should you subsequently wish to do so. However, if your proxy(ies) had already registered his/her/their attendance prior to your goodself on the date of the 54th AGM, you will not be allowed to participate in the 54th AGM together with your appointed proxy(ies).

6. FURTHER INFORMATION

Shareholders are requested to refer to Appendix V for further information.

Yours faithfully
for and on behalf of the Board
TAN CHONG MOTOR HOLDINGS BERHAD

DATO' CHAN CHOUN SIEN
Senior Independent Non-Executive Director

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Details of RRPT between TCMH Group and Auto Dunia

Types of transaction	Details	Estimated value as disclosed in the preceding year's circular (RM'000)	Actual value transacted from 31 May 2025 to 31 March 2026 (latest practicable date) (RM'000)	Estimated value from the forthcoming AGM to the next AGM (to obtain mandate approval) (RM'000)
Income				
Sales of goods and services	TCMH Group sells motor vehicles, spare parts, components, premium gifts, stationeries, customised goods and provides after-sales services to Auto Dunia.	30,000	4,851	20,000
Rental income	TCMH Group lets the following premises to Auto Dunia: (a) Showroom cum office building premises at Lot 3, Jalan Perusahaan 1, Batu Caves Industrial Park, 68100 Selangor. (with total area of 6,362 sq. ft.) (b) Storage space at 142, Jalan SBC3, Taman Sri Batu Caves, 68100 Selangor. (with total area of 800 sq. ft.) (c) Part of PDI building at No. 327, Jalan Segambut, 51200 Kuala Lumpur. (with total area of 6,813 sq. ft.) Rental income for the above is received on a monthly basis. The tenure for the rental of the said premises is for a period of not more than three (3) years.	400	237	400
Insurance agency services	TCMH Group sells insurance products such as motor, property and marine policies as an agent to Auto Dunia.	80	14	80
Expenses				
Purchase of vehicles	TCMH Group purchases CBU vehicles from Auto Dunia. TCMH Group may enter into other arrangements with Auto Dunia in relation to the importation of CBU vehicles and/or for the purchase of locally assembled vehicles for sale by TCMH Group from time to time.	671,000	156,006	250,000
Total		701,480	161,108	270,480

Details of RRPT between TCMH Group and TCIL Group

Types of transaction	Details	Estimated value as disclosed in the preceding year's circular (RM'000)	Actual value transacted from 31 May 2025 to 31 March 2026 (latest practicable date) (RM'000)	Estimated value from the forthcoming AGM to the next AGM (to obtain mandate approval) (RM'000)
Income				
Sale of goods	TCMH Group sells spare parts, components, premium gifts, stationeries and customised goods to TCIL Group.	12,000	10,957	12,000
Sale of vehicles	TCMH Group sells commercial and passenger vehicles to TCIL Group. <i>(Note 1)</i>	-	-	45,000
Employment agency services	TCMH Group provides employment agency services to TCIL Group.	30	-	30
Expenses				
Purchase of goods and services	TCMH Group purchases automotive components from TCIL Group.	100	-	100
	TCMH Group uses the car rental services and leasing services provided by TCIL Group.	600	-	600
Total		12,730	10,957	57,730

Note:

(1) New RRPT to be included in the Proposed Shareholders' Mandate.

ADDITIONAL RRPT UNDER THE PROPOSED NEW MANDATE

Details of RRPT between TCMH Group and WTCH Group

Types of transaction	Details	Estimated value from the forthcoming AGM to the next AGM (to obtain mandate approval) (RM'000)
Income		
Sale and leasing of goods and services	TCMH Group sells motor vehicles, parts, components, premium gifts, stationeries, customised goods, provides vehicle after-sales services, pre-delivery inspection services and leasing of motor vehicles to WTCH Group.	120,000
Agency services	TCMH Group sells motor vehicles as an agent for WTCH Group.	81,300
Insurance agency services (agency fee only)	TCMH Group sells insurance products such as motor, property and marine policies as an agent to WTCH Group.	1,000
Administrative, corporate and other services	TCMH Group provides administrative, corporate and other services (including education services, employment agency services, information technology services, marketing services and etc) to WTCH Group.	4,500
Contract assembly service (commercial and passenger vehicles)	TCMH Group provides assembly services (commercial and passenger vehicles) to WTCH Group.	44,000
Rental income	<p>TCMH Group lets office and car park premises at the following locations to WTCH Group:</p> <ul style="list-style-type: none"> (a) No. 15, Jalan Ipoh Kecil, 50350 Kuala Lumpur. (with area ranging from 2,327 to 2,880 sq. ft.) (b) No. 142-1, Jalan SBC3, Taman Sri Batu Caves, 68100 Batu Caves, Selangor. (with total area of 1,826 sq. ft.) (c) No. 196, Block G, Jalan Sultan Azlan Shah, Sungai Tiram, 11900 Bayan Lepas, Penang. (with total area of 929 sq. ft.) (d) No. 2, Jalan Johor Jaya, Taman Perindustrian Plentong, 81750 Johor Bahru. (with area ranging from 231 sq. ft. to 35,915 sq. ft.) (e) No. 117, 119 & 119A, Jalan SS 15/5A, Subang Jaya, 47500 Petaling Jaya, Selangor. (with total area of 4,818 sq. ft.) (f) No. 23 Pengkalan Weld, 10300 Pulau Pinang. (with total area of 1,164 sq. ft.) (g) Lot 104-108 & Lot 407-408, Jalan Kampung Gajah, 12000 Butterworth, Pulau Pinang. (with total area of 59,867 sq. ft.) (h) Lot 1197, Mukim 11, Jalan Permatang Batu, 14000 Bukit Mertajam, Pulau Pinang. (with area ranging from 3,242 sq. ft. to 16,889 sq. ft.) (i) No. 249 and 327, Jalan Segambut, 51200 Kuala Lumpur. (with total area of 45,658 sq. ft.) (j) Lot 362, Block 5, Miri Concession Land District, Krokop Utama Road, 98000 Miri, Sarawak. (with total area of 84 sq. ft.) (k) SU 3140, Jalan TG Kubong, 87000 Wilayah Persekutuan, Labuan. (with total area of 100 sq. ft.) (l) Lot 3, Jalan 6/3, Kawasan Perusahaan Seri Kembangan, 43300 Serdang, Selangor. (with total area of 26,000 sq. ft.) (m) No 1 & 3, Lorong 61, Jalan Lanang, 96000 Sibu, Sarawak. (with area ranging from 24 sq. ft. to 200 sq. ft.) (n) 710 & 713, Block 31 Kemena Land District, Jalan Sultan Iskandar, Bintulu Service Industrial Estate, 97000 Bintulu, Sarawak. (with total area of 1,200 sq. ft.) (o) 3 & 4 Lot 184, Ground Floor, Jalan Kelibang, Mukim Kuah, 07000 Langkawi, Kedah. (with total area of 368 sq. ft.) (p) No. 53 & 55, Jalan Dendang 1, Jalan Batu 3, Pusat Bandar Berkeley, 41300 Klang, Selangor. (with total area of 4,861 sq. ft.) (q) No.1, Jalan Sesiku 15/2, Section 15, 40000 Shah Alam, Selangor Darul Ehsan. (with total area of 20,058 sq. ft.) (r) No. 27, Jalan Tun Abdul Razak Susur 2, 80100 Johor Bahru. (with area ranging from 1,464 sq. ft. to 7,460 sq. ft.) (s) No. 58, 60, 70, 72 & 78, Jalan Sultan Azlan Shah, 51200 Kuala Lumpur (with total area of 995 sq. ft. to 5,942 sq. ft.) (t) No. 367/371, Survey Block No. 23-E, Corner of Strand Road and Kwin Kyaung Street, Ahlone Township, Yangan Region, Myanmar (with total area of 7,200 sq. ft.) (u) Mile 5 1/4, Jalan Tuaran, 88300 Kota Kinabalu, Sabah. (with total area of 1,200 sq. ft.) (v) No. 13-14, Ground floor, Taman Nasalim, Phase 7A, Northern Ring Road, 90000 Sandakan. (with total area of 2,438 sq. ft.) (w) No. 996, Jalan Baru, 13700 Perai, Pulau Pinang. (with total area of 2,032 sq. ft.) (x) Part of Ground Floor, Lot 3399, Block 10, Seduan Land District, Jalan Deshon, 96000 Sibu, Sarawak. (with total area of 270 sq. ft.) (y) No.78 & 80, Nadi 15, Jalan Perak 15, Precint 15, 62050 Putrajaya (with area ranging from 2,598 sq. ft. to 10,833 sq. ft.) <p>Rental income for the above is received on a monthly basis. The tenure for the rental of the said premises is for a period of not more than three (3) years.</p>	2,000

APPENDIX III

Details of RRPT between TCMH Group and WTCH Group (continued)

Types of transaction	Details	Estimated value from the forthcoming AGM to the next AGM (to obtain mandate approval) (RM'000)
Expenses		
Travel agency, car rental services and leasing services	TCMH Group uses the air ticketing, car rental services and leasing services provided by WTCH Group.	4,000
Purchase of goods and services	TCMH Group purchases forklifts, machinery, generators, spare parts and receives after-sales services from WTCH Group.	10,000
Purchase of goods and services	TCMH Group purchases trucks and motor vehicles from WTCH Group for sale.	40,000
	TCMH Group purchases consumer products from WTCH Group.	850
	TCMH Group purchases used vehicles from WTCH Group.	500
	TCMH Group receives auction arrangement services, sales and marketing services, information technology services and etc from WTCH Group.	4,000
	Usage of GOCAR platform owned by WTCH Group.	220
Rental expenses	TCMH Group rents premises at the following locations from WTCH Group: (a) Lot 1 & Lot 3, Jalan 6/3, Kawasan Perusahaan Seri Kembangan, 43300 Seri Kembangan, Selangor. (with area ranging from 17,000 sq. ft. to 150,000 sq. ft.) (b) Lot 1468, Eastwood Industrial Park, Jalan Miri, By Pass KBLD, 98000 Miri, Sarawak. (with total area of 59 sq. ft.) Rental payment for the above is paid on a monthly basis. The tenure for the rental of the said premises is for a period of not more than three (3) years.	500
Total		312,870

ADDITIONAL RRPT UNDER THE PROPOSED NEW MANDATE

Details of RRPT between TCMH Group and APM Group

Types of transaction	Details	Estimated value from the forthcoming AGM to the next AGM (to obtain mandate approval) (RM'000)
Income		
Sale and leasing of goods and services	TCMH Group sells motor vehicles, parts, components, premium gifts, stationeries, customised goods, provides after-sales services and leasing of motor vehicles to APM Group.	15,000
Contract assembly services	TCMH Group provides vehicle assembly, related localisation services and technical services to APM Group.	5,000
Insurance agency services (agency fee only)	TCMH Group sells insurance products such as motor, property and marine policies as an agent to APM Group.	1,000
Administrative, corporate and other services	TCMH Group provides administrative, corporate and other services (including training, information technology services and other supports) to APM Group.	3,500
Rental income	<p>TCMH Group lets office and car park premises at the following locations to APM Group:</p> <p>(a) Mile 5 1/4, Jalan Tuaran, 88300 Kota Kinabalu, Sabah. (with total area of 150 sq. ft.)</p> <p>(b) Lot 1140, Section 66, Jalan Keruing, Pending Industrial Estate, 93450 Kuching, Sarawak. (with total area of 196 sq. ft.)</p> <p>(c) 249, Jalan Segambut, 51200 Kuala Lumpur. (with total area of 14,515 sq. ft.)</p> <p>Rental income for the above is received on a monthly basis. The tenure for the rental of the said premises is for a period of not more than three (3) years.</p>	2,000
Expenses		
Purchase of goods and services	<p>TCMH Group purchases automotive components from APM Group for the assembly of new cars and also as replacement parts for distribution to dealers and motor repair workshops.</p> <p>TCMH Group receive provision of engineering, design and development services, manufacturing and assembly works from APM Group.</p>	50,000 500
Rental expenses	<p>TCMH Group rents from APM Group vacant land, office and factory premises at Lot 1 and Lot 3, Jalan 6/3, Kawasan Perusahaan Seri Kembangan, 43300 Seri Kembangan, Selangor. (with area ranging from 903 sq. ft. to 146,547 sq. ft.)</p> <p>Rental payment for the above is paid on a monthly basis. The tenure for the rental of the said premises is for a period of not more than three (3) years.</p>	5,000
Total		82,000

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of TCMH and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, neither TCMH nor its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) within the past two (2) years up till 31 March 2026 (being the latest practicable date prior to the printing of this Circular):

- (i) Distribution Agreement dated 5 June 2024 between Weichai Torch Technology Co., Ltd. and Extreme Market Place Sdn. Bhd., whereby EMP is appointed as the exclusive distributor of Torch brand products in Malaysia.
- (ii) Supplementary Agreements to Exclusive Distributorship Agreement, Technical Assistance Agreement and Overseas Aftersales Service Agreement, all dated 28 May 2024, between TC Trucks Sales Sdn. Bhd. ("TCTS") and Xiamen King Long United Automotive Industry Co. Ltd. to extend the term of distribution appointment of TCTS for further 4 years commencing from 20 June 2023.
- (iii) Investment Commitment Agreement dated 5 March 2025 between SAIC GM Wuling Automobile Company Limited ("SGMW") and TQ Manufacturing Sdn. Bhd. ("TQM"), for TQM to assemble SGMW's vehicle with the product code E260R using the KD components supplied by SGMW, which will then be distributed sole and exclusively by TQM in Malaysia.
- (iv) Supply Agreement, Technical Assistance Agreement and Aftersales Service Agreement, all dated 15 April 2025, between DongFeng Automobile Co., Ltd. ("DFAC") with Truckquip Sdn. Bhd. ("TQ"), where DFAC will be supplying KD Kits to TQ to be assembled and integrated into complete vehicles to be sold and distributed by TQ.
- (v) Supplementary Agreements No. 2 to Exclusive Distributorship Agreement, Technical Assistance Agreement and Overseas Aftersales Service Agreement, all dated 20 January 2026 between TC Motor Vietnam Co., Ltd ("TMCV") and Xiamen King Long United Automotive Industry Co. Ltd. to further extend the term of distribution appointment of TCMV for a further three (3) years commencing from 10 January 2026.

3. MATERIAL LITIGATION

Saved as disclosed below, neither TCMH nor its subsidiaries as at 31 March 2026 are engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board is not aware of any proceedings, pending or threatened, against TCMH or its subsidiaries or of any facts likely to give rise to any proceedings which might materially affect the position or business of TCMH or its subsidiaries:

Kuala Lumpur High Court – Civil Suit No. WA-22NCC-718-10/2025

Tan Chong Industrial Equipment Sdn Bhd v. (1) Transnasional Express Sdn. Bhd., (2) Plusliner Sdn. Bhd., (3) Syarikat Kendaraan Melayu Kelantan Berhad, (4) Syarikat Rembau Tampin Sdn. Bhd., (5) Kendaraan Langkasuka Sdn. Bhd. and (6) Epicon Berhad (formerly known as Konsortium Transnasional Berhad ("Defendants" or "Debtors"))

Between 2009 and 2015, Tan Chong Industrial Equipment Sdn Bhd ("TCIE") entered into (i) a series of lease agreements for the lease of vehicles to Transnasional Express Sdn. Bhd., Plusliner Sdn. Bhd. and Syarikat Kendaraan Melayu Kelantan Berhad ("Vehicles"); and (ii) a series of vehicle service

maintenance agreements for the provision of maintenance services with Transnasiona Express Sdn. Bhd., Plusliner Sdn. Bhd. and Syarikat Kenderaan Melayu Kelantan Berhad, Syarikat Rembau Tampin Sdn. Bhd. and Kenderaan Langkasuka Sdn. Bhd.

The abovementioned companies defaulted on their payment obligations to TCIE.

As a result, on 4 July 2016, TCIE entered into a settlement agreement where the abovementioned companies and Epicon Berhad together with MHSB Properties Sdn. Bhd. (“MHSB”) agreed to among others the following:

- (i) the Debtors acknowledged their indebtedness to TCIE under the Lease Agreements and Service Maintenance Agreements in the sum of RM3,920,575.06 (“Debt”) and that they are jointly and severally liable towards TCIE for the sum due and owing;
- (ii) MHSB shall transfer a piece of land held under H.S.(D) 87546, PT No. 7929, Bandar Ampang, Daerah Ulu Langat, Negeri Selangor (“Land”) to TCIE at an agreed price of RM16,000,000.00 as part of the settlement of the Debt; and
- (iii) balance Debt of RM16,920,575.06 shall be repaid to TCIE in 8 monthly instalments.

The aforementioned companies defaulted in their payment obligations under the Settlement Agreement after having made only the first instalment payment of RM2,000,000.00. On 16.6.2017, TCIE terminated the Settlement Agreement, On 7.8.2017, TCIE informed the aforementioned companies of the repossession of 63 units of the Vehicles (“Repossessed Vehicles”) and that it would proceed to dispose of the Vehicles.

On 11.8.2017, the Debtors and MHSB filed a suit under the Kuala Lumpur High Court Civil Suit No.: WA-22NCvC-404-08/2017 against TCIE (“Suit 404”) seeking for, among others, declaration that the value of the Land was RM55,600,000.00 which resulted in overpayment in the sum of RM22,679,424.94.

On 15.8.2021, the High Court allowed the claim filed by the Debtors and MHSB. On 16.11.2023, the Court of Appeal reversed the decision of the High Court and dismissed Suit 404, and the decision of the Court of Appeal was upheld by the Federal Court on 27.2.2025 (“Federal Court Decision”).

After the Federal Court Decision, TCIE proceeded to enforced its rights under the Settlement Agreement by (i) selling the Repossessed Vehicles at the total sale price of RM2,100,000.00 on 7.7.2025; and (ii) effecting the transfer and registration of the Land in the name of TCIE on 8.8.2025.

On 19.9.2025, TCIE had issued letters of demand to the Defendants, for the sum of RM26,154,635.21 but the Defendants have failed, neglected and/or refused to pay the same.

On 24.10.2025, TCIE commenced a civil suit against the Defendants for, amongst others, the following:

- (i) the sum of RM26,154,635.21 as at 31 March 2025; and
- (ii) late payment interest on the overdue instalments of RM14,920,575.06 at the rate of 0.75% per calendar month calculated on daily basis from 1 April 2025 to the date of full payment (known as “TCIE’s Claim”)

On 27.11.2025, the 1st to 5th Defendants had jointly filed their defence and 6th Defendant had also filed its defence against TCIE’s Claim. On 18.12.2025, TCIE filed its Reply to both defences.

On 14.11.2025, TCIE filed an application for summary judgement to be entered against the Defendants (“Summary Judgement Application”).

On 28.11.2025, the 6th Defendant filed an application to strike out TCIE’s Claim against it. On 1.12.2025, the 1st to 5th Defendant filed an application to strike out TCIE’s Claim against them. (collectively known as “Striking Out Applications”).

The hearing of the Striking Out Applications and Summary Judgement Application before the High Court Judicial Commissioner is fixed on 6.5. 2026.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company following the publication of this Statement/Circular during normal office hours from Mondays to Fridays (except public holidays) up to and including the date of the AGM:

- (i) Constitution of TCMH;
- (ii) Audited financial statements of TCMH for the two (2) financial years ended 31 December 2024 to 2025 and the latest unaudited results since the last audited financial statements;
- (iii) Material contracts referred to in Section 2 above; and
- (iv) Relevant cause papers in respect of material litigation referred to in Section 3 above.

PROPOSED RESOLUTIONS ON THE PROPOSALS

EXTRACT OF THE NOTICE OF 54TH ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

1. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company (“Proposed Share Buy-Back”) 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 shares purchased and/or held pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company at any point in time of the purchase; and
- (ii) the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares or in any other manner as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

THAT an amount not exceeding the Company’s retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and shall continue to be in force until:

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

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be 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 to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities.”

(Ordinary Resolution 7)

2. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH AUTO DUNIA SDN. BHD.

“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“TCMH Group”) to enter into all arrangements and/or transactions with Auto Dunia Sdn. Bhd. involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group (“Related Parties”) including those as set out in Paragraph 3.2.1 of the Company’s Circular to Shareholders dated 30 April 2026 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business 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 (“Shareholders’ Mandate”).

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be 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 to give effect to the Shareholders’ Mandate.”

(Ordinary Resolution 8)

3. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG INTERNATIONAL LIMITED AND ITS SUBSIDIARIES

“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“TCMH Group”) to enter into all arrangements and/or transactions with Tan Chong International Limited and its subsidiaries involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group (“Related Parties”) including those as set out in Paragraph 3.2.2.1 of the Company’s Circular to Shareholders dated 30 April 2026 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business 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 (“Shareholders’ Mandate”).

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be 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 to give effect to the Shareholders' Mandate."

(Ordinary Resolution 9)

4. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH WARISAN TC HOLDINGS BERHAD AND ITS SUBSIDIARIES AND JOINTLY-CONTROLLED ENTITIES

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Warisan TC Holdings Berhad and its subsidiaries and jointly-controlled entities involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.2.2 of the Company's Circular to Shareholders dated 30 April 2026 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business 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 ("Shareholders' Mandate").

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be 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 to give effect to the Shareholders' Mandate."

(Ordinary Resolution 10)

5. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH APM AUTOMOTIVE HOLDINGS BERHAD AND ITS SUBSIDIARIES AND JOINT VENTURES

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with APM Automotive Holdings Berhad and its subsidiaries and joint ventures involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.2.3 of the Company's Circular to Shareholders dated 30 April 2026 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried

out in the ordinary course of business 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 (“Shareholders’ Mandate”).

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be 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 to give effect to the Shareholders’ Mandate.”

(Ordinary Resolution 11)

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