

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Share Buy-Back Statement ("Statement") prior to its issuance as it is not required to be submitted to Bursa Securities for perusal.

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**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The resolution in respect of the Proposed Renewal of Share Buy-Back Authority will be tabled as Special Business at the Thirtieth Annual General Meeting ("30th AGM") of Ta Win Holdings Berhad ("Ta Win" or "the Company") will be conducted as a virtual meeting through live streaming from the broadcast venue at Meeting Room of Ta Win of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia on **Friday, 29 November 2024 at 10.00 a.m.** or any adjournment thereof.

The Notice of the 30th AGM and Form of Proxy are set out in the Annual Report of the Company and are available online at the Company's corporate website at <https://www.ta-win.com/>.

If you are unable to participate and vote at the 30th AGM *via* live stream and online voting (eLive and eVoting), you may complete the Form of Proxy and deposit it at the Share Registrar's office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit it *via* e-mail to eservices@sshshb.com.my, not later than forty-eight (48) hours before the time of holding the 30th AGM. Your proxy appointment may also be lodged electronically *via* Securities Services e-Portal at <https://sshshb.net.my/>. All the resolutions set out in the Notice of the 30th are to be voted by poll.

Last day, date and time for lodging the Form of Proxy : Wednesday, 27 November 2024 at 10.00 a.m.

Day, date and time of the 30th AGM : Friday, 29 November 2024 at 10.00 a.m.

This Statement is dated 28 October 2024

DEFINITIONS

For the purpose of this Statement, except where the context otherwise requires, the following definitions shall apply:-

Act	:	Companies Act 2016, including any amendment thereto that may be made from time to time.
AGM	:	Annual General Meeting.
Board	:	Board of Directors of Ta Win.
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W)).
EPS	:	Earnings per share.
FYE	:	Financial year ended/ ending, as the case may be.
LPD	:	Means 10 October 2024 being the latest practicable date before the printing of this Statement for practical reasons and the cut-off date for the information disclosed in this Statement unless otherwise indicated.
Market Days	:	A day on which Bursa Securities is open for trading in securities.
MMLR	:	Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time and Practice Notes issued in relation thereto.
NA	:	Net assets.
Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal of authority for the Company to purchase its own shares up to ten per centum (10%) of its total number of issued shares.
Purchased Shares	:	Ta Win Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority.
RM and sen	:	Ringgit Malaysia and sen, respectively.
Rules	:	Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia.
Ta Win or Company	:	Ta Win Holdings Berhad (Registration No.: 199401005913 (291592-U)).
Ta Win Group or Group	:	Ta Win, its subsidiaries and associated companies, collectively.
Ta Win Share(s) or Share(s)	:	Ordinary share(s) held in Ta Win.

DEFINITIONS (*cont'd*)

All references to "you" in this Statement are to the shareholders of the Ta Win.

Words that incorporate the singular shall, where applicable, include the plural and vice versa and words that incorporate the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any references in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day shall be a reference to Malaysian time, unless otherwise specified.

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CONTENTS

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

	<u>Page no.</u>
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	1
2.1 QUANTUM AND FUNDING	1
2.2 EFFECTIVE PERIOD	2
2.3 REGULATORY REQUIREMENTS	2
2.4 TREATMENT OF SHARES PURCHASED	3
2.5 PUBLIC SHAREHOLDING SPREAD	3
2.6 PURCHASE, RESALE, TRANSFER AND CANCELLATION OF SHARES MADE IN THE PRECEDING 12 MONTHS	4
2.7 IMPLICATION OF THE RULES	4
3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	4
4. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	
4.1 ISSUED SHARE CAPITAL	4
4.2 NA AND GEARING	5
4.3 EARNINGS AND EPS	5
4.4 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS	5
4.5 WORKING CAPITAL	7
5. HISTORICAL SHARE PRICES OF TA WIN SHARES	7
6. APPROVALS REQUIRED	7
7. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	7
8. DIRECTORS' STATEMENT AND RECOMMENDATION	8
9. AGM	8
10. FURTHER INFORMATION	8

APPENDICES

APPENDIX I – FURTHER INFORMATION	9
APPENDIX II – EXTRACT OF THE NOTICE OF 30 TH AGM	10

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大穩控股有限公司

TA WIN HOLDINGS BERHAD

(Registration No.: 199401005913 (291592-U))
(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

The Company had at the 29th AGM held on 29 November 2023 obtained shareholders' approval for the renewal of authority for the Company to purchase its own shares of an amount, which, does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company, subject always to the Act, the provisions of the Company's constitution, MMLR of Bursa Securities and all other applicable laws, guidelines, rules and regulations. The said authorisation shall, in accordance to with the MMLR, expire at the conclusion of the forthcoming 30th AGM of the Company, unless a fresh mandate is obtained from its shareholders.

On 25 September 2024, the Company announced its intention to seek your approval at the forthcoming 30th AGM for the Proposed Renewal of Share Buy-Back Authority.

The purpose of this Statement is to provide you with the relevant information on the Proposed Renewal of Share Buy-Back Authority, to set out the recommendation of the Board thereon and to seek your approval for ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 30th AGM of the Company.

The Notice of the 30th AGM, Form of Proxy, Annual Report and this Statement to the Shareholders are available online at the Company's corporate website at <https://www.tawin.com/>.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS STATEMENT TOGETHER WITH THE APPENDICES CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE FORTHCOMING 30TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Company proposes to seek approval from the shareholders of the Company for the renewal of authority to purchase the Company's ordinary shares at any time up to ten per centum (10%) of the issued and paid-up capital of the Company. In accordance with the provisions of Section 127 of the Act and other prevailing laws, rules, regulations, orders, guidelines and requirements governing the purchase of a company's own shares, the Company may, subject to the approval of its shareholders and the Constitution, purchase its own ordinary shares listed on the Main Market of Bursa Securities through its appointed stockbrokers.

2.1 Quantum and Funding

The maximum number of ordinary shares, which may be purchased by the Company, shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company. Such purchase is subject to compliance with the provisions of the Act, MMLR and any prevailing laws, rules, regulations, guidelines and requirements issued by the relevant authorities at the time of purchase.

As at the LPD, the Company had not purchased any of its own Shares and does not hold any treasury shares. As at LPD, the total number of issued shares of Ta Win is 3,444,742,273 Ordinary Shares. The Proposed Renewal of Share Buy-Back Authority will enable the Company to purchase up to maximum of 344,474,227 Shares, representing ten per centum (10%) of the total number of issued shares of Ta Win.

The Proposed Renewal of Share Buy-Back Authority will be funded through internally generated funds and/or external borrowings. The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority will be subject to the Company's retained profits. The Company's latest audited accumulated losses as at 30 June 2023 was RM100,519,000.00.

The Proposed Renewal of Share Buy-Back Authority will allow our Directors to exercise the Company's power to purchase its own Shares at any time within the time period mentioned in Section 2.2 of this Statement. The actual number of Shares to be purchased, the total amount of funds involved for each purchase and the timing of such purchase will depend on, amongst others, the market conditions and share market sentiments, the sufficiency of our retained profits as well as the financial resources available to our Company at the time of purchase.

In the event the Proposed Renewal of Share Buy-Back Authority is to be financed through external borrowings, the Board shall ensure that the Company has sufficient financial capability to repay the external borrowings and that the external borrowings will not have any material impact on the Group's financial.

2.2 Effective Period

The Proposed Renewal of Share Buy-Back Authority, if approved by the Shareholders at the forthcoming 30th AGM, will be effective immediately from the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority and shall continue to be in force until:-

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

whichever occurs first and, in accordance with the provision of the Act, the rules and regulations made pursuant thereto, and the guidelines issued by Bursa Securities and/or any other relevant authorities.

2.3 Regulatory Requirements

The Proposed Renewal of Share Buy-Back Authority is subject to the following requirements:-

- (a) The public shareholding spread of 25% of the issued and paid-up share capital of the Company is to be maintained at all times;
- (b) The purchase price of the Purchased Shares cannot be more than fifteen percent (15%) above the weighted average market price for Ta Win Shares for the five (5) Market Days immediately prior to each purchase;
- (c) If the Purchased Shares are subsequently resold on Bursa Securities:-

- (i) the selling price of the said Purchased Shares has to be not less than the weighted average market price of the Ta Win Shares for the five (5) Market Days immediately prior to the resale; or
- (ii) the discounted price of the Purchased Shares must not more than five percent (5%) to the weighted average market price for the Ta Win Shares for the five (5) Market Days immediately prior to the resale provided that:-
 - (aa) the resale takes place no earlier than thirty (30) days from the date of purchase; and
 - (bb) the resale price is not less than the cost of purchase of the Purchased Shares being resold.

2.4 Treatment of Shares purchased

In accordance with Section 127 of the Act, the Directors may, at their absolute discretion, deal with the Shares so purchased in the following manner:-

- (i) to cancel the Shares so purchased;
- (ii) to retain the Shares so purchased as the treasury shares which may be distributed as share dividends to the shareholders and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be transferred for the purpose of an employees' share scheme and/or be transferred as purchase consideration and/or be cancelled subsequently;
- (iii) to retain part of the Shares so purchased as treasury shares and cancel the remainder of our Shares; or
- (iv) to deal with the Shares so purchased in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time.

Upon each purchase of the Shares pursuant to the Proposed Renewal of Share Buy-Back Authority, an immediate announcement will be made to Bursa Securities in respect of the intention of the Board whether to cancel the Shares so purchased, retain them as treasury shares or a combination of both. An immediate announcement will also be made to Bursa Securities of any resale, transfer and/or cancellation of treasury shares.

In considering how the Shares so purchased will be dealt with, the Directors will take into consideration, amongst others, factors such as the prevailing market price of the Shares, the intrinsic value of the Shares and effects on the earnings and NA.

While the purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in other distributions whether cash or otherwise are suspended and 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 shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting of members.

2.5 Public Shareholding Spread

As at LPD, the public shareholding spread of the Company was 71.09%. The Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with 25% public shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements of Bursa Securities.

The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's own shares if the purchase would result in the public shareholding spread requirements not being met.

2.6 Purchase, Resale, Transfer and Cancellation of Shares made in the Preceding 12 Months

As at the LPD, the Company does not hold any treasury shares. The Company did not purchase its own shares and there were no resale or cancellation of any Treasury Shares in the past twelve (12) months preceding the date of this Statement.

2.7 Implication of the Rules

There is no implication with the regards to the Rules on the Company and the shareholders arising from the Proposed Renewal of Share Buy-Back Authority in the event the Proposed Renewal of Share Buy-Back Authority is implemented in full.

Based on the Register of Substantial Shareholders of Ta Win as at LPD, it is unlikely that the provisions on mandatory takeovers under the Code will be triggered by any shareholder of Ta Win solely by reason of the Proposed Renewal of Share Buy-Back Authority being carried out in full.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority, may potentially benefit the Company as follows:-

- (i) it allows the Company to take preventive measures against speculation particularly when our Shares are undervalued which would in turn, stabilise the market price of the Shares and hence, enhance investors' confidence;
- (ii) if the Shares purchased are retained as treasury shares, the Board may distribute the treasury shares as share dividends to reward the shareholders and thus, minimise the cash outlay required for dividend in the future whilst stabilising the market price of the Shares; and
- (iii) the resultant reduction of share capital base (in respect of Shares purchased which are then cancelled) is expected to enhance the EPS and may improve the NA per Share of our Group (all things being equal), hence making the Shares more attractive to investors.

The Board does not expect the Proposed Renewal of Share Buy-Back Authority to have any material disadvantage to us and the shareholders as it will be implemented only after due consideration of the financial resources of the Group and the resultant impact on Ta Win and the shareholders. The Board, in exercising any decision to purchase any Shares, will be mindful of the Group's and our shareholders' interests.

4. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

4.1 Issued Share Capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the share capital will depend on whether the Ta Win Shares purchased are cancelled or retained as treasury shares.

In the event that the maximum number of shares authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and retained as treasury shares, there would be no effect on the share capital of Ta Win. However, the rights attached to treasury shares as to voting, dividends and participation in other distribution or otherwise would be suspended.

The Proposed Renewal of Share Buy-Back Authority will reduce the total issued share capital of the Company if the Ta Win Shares so purchased are cancelled. The effect of the maximum number of shares to be bought back as permitted under the Proposed Renewal of Share Buy-Back Authority based on the total number of issued shares as at LPD assuming the Ta Win Shares so purchased are cancelled, is illustrated below:-

	<u>No. of Ta Win Shares</u>
Total number of issued Shares as at the LPD	3,444,742,273
Assuming the Purchased Shares are cancelled*	(344,474,227)
Resultant total number of issued Shares	<u>3,100,268,046</u>

*Note *: Assuming up to ten per cent (10%) of the total number of issued Shares of our Company as at LPD are purchased under the Proposed Share Buy-Back and subsequently cancelled.*

4.2 NA and Gearing

The effects of the Proposed Renewal of Share Buy-Back Authority on the Group's consolidated NA per Share will depend on the number of Shares purchased, the purchase prices of the Shares, the effective funding costs to finance the purchase of our Shares and the treatment of the Shares so purchased by our Company.

The Proposed Renewal of Share Buy-Back Authority may result in the Group's consolidated NA per Share to increase if the purchase price is less than the consolidated NA per Share at the time of purchase and vice versa.

Should the Shares purchased under the Proposed Renewal of Share Buy-Back Authority be held as treasury shares and later resold on Bursa Securities, the consolidated NA per Share will increase if the Company realises a gain from the resale. The quantum of the increase will depend on the actual selling prices of the treasury shares and the number of treasury shares resold.

Assuming that the treasury shares are being retained by the Company and no borrowings are being utilised to fund the purchase of our Shares, all else being equal, the Proposed Renewal of Share Buy-Back Authority may increase the gearing of the Group as the equity will be reduced by the cost of Shares acquired.

4.3 Earnings and EPS

The effects of the Proposed Renewal of Share Buy-Back Authority on the Group's consolidated earnings and EPS are dependent on the purchase prices of the Shares, the number of Shares purchased, effective funding cost and loss in interest income to the Group.

4.4 Directors' and Substantial Shareholders' Shareholdings

Based on the Registers of Directors' Shareholdings and Substantial Shareholders as at LPD and assuming that the Proposed Renewal of Share Buy-Back is implemented up to the maximum of 10% of the issued and paid-up share capital and that the Purchased shares are from the

shareholders other than the Directors and Substantial Shareholders of Ta Win, the effect of the Proposed Renewal of Share Buy-Back on the shareholdings of the Directors and Substantial Shareholders of Ta Win are set out below:

DIRECTORS	NUMBER OF SHARES HELD AS AT LPD				AFTER PROPOSED SHARE BUY-BACK			
	DIRECT	%	INDIRECT	%	DIRECT	%	INDIRECT	%
Dato' Yeo Boon Leong, JP	203,000,000	5.9	⁽¹⁾ 278,641,331	8.1	203,000,000	6.5	⁽¹⁾ 278,641,331	9.0
Dato' Sri Ngu Tieng Ung, JP	19,250,000	0.6	⁽²⁾ 465,799,008	13.5	19,250,000	0.6	⁽²⁾ 465,799,008	15.0
Datuk Tan Poo Chuan	42,020,000	1.2	⁽³⁾ 101,041,331	2.9	42,020,000	1.4	⁽³⁾ 101,041,331	3.3

Notes: -

- (1) Deemed interested by virtue of his interest via Triad Capital Sdn. Bhd., Asia Poly Holdings Berhad and Asia Poly Ventures Sdn. Bhd.
- (2) Deemed interested by virtue of his interest via Triad Capital Sdn. Bhd., Heritage Winners Sdn. Bhd. and Timur Enterprise Sdn. Bhd.
- (3) Deemed interested by virtue of his interest via Triad Capital Sdn. Bhd., E Chuan Management Sdn. Bhd. and his son, Tan Kang Shu.

SUBSTANTIAL SHAREHOLDERS	NUMBER OF SHARES HELD AS AT LPD				AFTER PROPOSED SHARE BUY-BACK			
	DIRECT	%	INDIRECT	%	DIRECT	%	INDIRECT	%
Dato' Yeo Boon Leong, JP	203,000,000	5.9	⁽¹⁾ 278,641,331	8.1	203,000,000	6.5	⁽¹⁾ 278,641,331	9.0
Dato' Sri Ngu Tieng Ung, JP	19,250,000	0.6	⁽²⁾ 465,799,008	13.5	19,250,000	0.6	⁽²⁾ 465,799,008	15.0
Timur Enterprise Sdn. Bhd.	304,959,277	8.9	-	-	304,959,277	9.8	-	-
Asia Capital Assets Limited	-	-	⁽³⁾ 304,959,277	8.9	-	-	⁽³⁾ 304,959,277	9.8
Asia Poly Holdings Berhad	147,000,000	4.3	⁽⁴⁾ 45,000,000	1.3	147,000,000	4.7	⁽⁴⁾ 45,000,000	1.5

Notes: -

- (1) Deemed interested by virtue of his interest via Triad Capital Sdn. Bhd., Asia Poly Holdings Berhad and Asia Poly Ventures Sdn. Bhd.
- (2) Deemed interested by virtue of his interest via Triad Capital Sdn. Bhd., Heritage Winners Sdn. Bhd. and Timur Enterprise Sdn. Bhd.
- (3) Deemed interested by virtue of the interest via Timur Enterprise Sdn. Bhd.
- (4) Deemed interested by virtue of the interest via Asia Poly Ventures Sdn. Bhd.

4.5 Working Capital

The Proposed Renewal of Share Buy-Back Authority will reduce the working capital of the Group, the quantum of which will depend on the purchase prices of our Shares and the number of our Shares purchased.

However, the working capital of our Group will increase if the purchased Shares are resold on Bursa Securities. The quantum of the increase will depend on the actual selling prices of the treasury shares and the number of treasury shares resold on Bursa Securities.

5. HISTORICAL SHARE PRICES OF TA WIN SHARES

The monthly highest and lowest market prices of our Shares as traded on Bursa Securities for the past twelve (12) months preceding the date of this Statement are as follows:-

MONTH/ YEAR	HIGHEST (RM)	LOWEST (RM)
<u>2023</u>		
October	0.045	0.030
November	0.040	0.030
December	0.040	0.030
<u>2024</u>		
January	0.050	0.030
February	0.040	0.030
March	0.035	0.025
April	0.035	0.030
May	0.040	0.030
June	0.040	0.030
July	0.040	0.030
August	0.035	0.025
September	0.030	0.020
Last transacted market price on the LPD	0.030	0.020

(Source: www.bursamalaysia.com and www.finance.yahoo.com)

6. APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of Ta Win at the forthcoming AGM to be convened.

The Proposed Renewal of Share Buy-Back Authority is not conditional upon any other corporate exercise undertaken or to be undertaken by our Company.

7. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors, major shareholders and/or persons connected with them, has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority and the subsequent resale of treasury shares, if any, in the future.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, including the rationale and effects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company.

Accordingly, the Board recommends the shareholders to vote in favour of the ordinary resolution to give effect to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 30th AGM.

9. AGM

The notice of convening the 30th AGM to vote on the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority is set out in the Company's Annual Report 2024 accompanying this Statement. The AGM will be conducted as a virtual meeting through live streaming from the broadcast venue at Meeting Room of Ta Win Holdings Berhad of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Friday, 29 November 2024 at 10.00 a.m., or any adjournment thereof, for the purpose of considering, and if thought fit, passing with or without modification, the resolution so as to give effect to the Proposed Renewal of Share Buy-Back Authority.

If you are unable to participate and vote at the 30th AGM *via* live stream and online voting (eLive and eVoting), you may complete the Form of Proxy and deposit it at our Share Registrar's office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit it *via* e-mail to eservices@sshbs.com.my, not later than forty-eight (48) hours before the time of holding the AGM. Your proxy appointment may also be lodged electronically *via* Securities Services e-Portal at <https://sshbs.net.my/>. The resolution in respect of the Proposed Renewal Share Buy-Back Authority is to be voted by poll.

10. FURTHER INFORMATION

You are advised to refer to the ensuing appendices set out in this Statement for further information.

Yours faithfully
For and on behalf of the Board
TA WIN HOLDINGS BERHAD

DATO' SRI NGU TIENG UNG, JP
Executive Director

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by Board of Ta Win and they collectively and individually accept full responsibility for the accuracy of the information given in this Statement and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Statement misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of Ta Win during office hours from the date of this Statement up to and including the date of the forthcoming AGM:-

- (i) Constitution of Ta Win; and
- (ii) Audited financial statements of Ta Win for the past two (2) financial years ended 30 June 2023 and 30 June 2024.

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AS SPECIAL BUSINESS**ORDINARY RESOLUTION 8****PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

"THAT subject to the Act, provisions of the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in Ta Win ("Ta Win Shares") as may be determined by Ta Win's Board from time to time through Bursa Securities as the Board may deem fit, necessary and expedient in the interest of the Company, provided that:-

- (i) the maximum aggregate number of Ta Win Shares which may be purchased and/or held by the Company as treasury shares shall not exceed 10% of the total number of issued shares of the Company at any point in time of the said purchase(s); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing Ta Win Shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s),

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

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

whichever occurs first;

THAT upon completion of the purchase of Ta Win Shares by the Company, the Board be authorised to deal with Ta Win Shares purchased in its absolute discretion in the following manner:-

- (i) to cancel the Ta Win Shares so purchased; or
- (ii) to retain the Ta Win Shares so purchased as the treasury shares which may be distributed as shares dividends to shareholders and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or transferred for the purposes of an employees' share scheme and/or transferred as purchase consideration and/or cancelled subsequently; or
- (iii) to retain part of Ta Win Shares so purchased as treasury shares and cancel the remainder of the Ta Win Shares; or
- (iv) to deal with the Ta Win Shares so purchased in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time,

and such authority to deal with the Ta Win Shares so purchased shall continue to be valid until all such Ta Win Shares have been dealt with by the Board;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, variations, modifications and/or amendments to the terms of the Proposed Renewal of Share Buy-Back Authority as may be required or imposed by any relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Renewal of Share Buy-Back Authority."

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