



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth (19th) Annual General Meeting (“AGM”) of TAS Offshore Berhad (“TAS” or “the Company”) will be held at Tanahmas Hotel Sibul, Lot 277, Block 5, Jalan Kampung Nyabur, 96000 Sibul, Sarawak on Wednesday, 28 October 2026 at 9.00 a.m. to transact the following business:

ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements of the Company for the financial year ended 31 May 2026 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees up to an amount of RM300,000 in respect of the financial year ending 31 May 2027.
- To approve the payment of Directors’ benefits up to an amount of RM300,000 from the date of the passing of this Ordinary Resolution until the next AGM.
- To re-elect the following Directors who retire pursuant to Clause 91 of the Company’s Constitution and, being eligible, offer themselves for re-election:
 - Datu Haji Mohammed Sepuan Bin Anu
 - Datin Patinggi Datuk Amar Hajah Jamilah Binti Haji Anu
 - Mr Lau Choo Kuang
- To re-appoint Messrs. Folks DFK & Co PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.

Please refer to
Explanatory Note (A)

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolutions:

- Authority to Issue and Allot shares of the Company Pursuant to Sections 75, 76 and 85 of the Companies Act 2016**

“**THAT** the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”), to issue and allot shares in the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being;
THAT pursuant to Section 85 of the Act and Clause 16 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Section 76 of the Act;
THAT the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued;
AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company, subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Securities and approvals of the relevant authorities, where required (“General Mandate”).”

Ordinary Resolution 7

- Proposed Renewal of Authority for the Company to Purchase its Own Shares (“Proposed Share Buy-Back”)**

“**THAT** subject always to the Act, the Company’s Constitution, the Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, purchase such number of ordinary shares in the Company 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 best interest of the Company provided that: -

Ordinary Resolution 8

- the aggregate number of shares to be purchased shall not exceed ten percent (10%) of the total number of issued shares of the Company at the time of purchase;
- the maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the retained profits of the Company for the time being;

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

- the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.
- whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- cancel all or part of the ordinary shares so purchased;
- retain all or part of the ordinary shares purchased as treasury shares as defined in Section 127 of the Act;
- distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- resell all or part of the treasury shares on the market of Bursa Securities;
- transfer all or part of the treasury shares as purchase consideration;
- in such other manner as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND FURTHER THAT the Directors of the Company be and are authorised to take all such steps as may be necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

- To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.**

By order of the Board

Pauline Kori Suk Khim
(MAICSA 7014905)
(CCM Practising Certificate No. 202008001607)
Company Secretary
Date: 29 September 2026

Notes:-

- For the purpose of determining a member who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 65 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 22 October 2026. Only a depositor whose name appears on the General Meeting Record of Depositors as at 22 October 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy.*
- To be valid, the proxy form, duly completed must be deposited at the registered office of the Company at Lot 199, Jalan Sungai Maaw, Sungai Bidut, P. O. Box 920, 96000 Sibul, Sarawak not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.*
- Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- If the appointer is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.*

EXPLANATORY NOTES:

(A) Audited Financial Statements

The Audited Financial Statements are laid before the shareholders for discussion only as they do not require shareholders’ approval pursuant to Section 340(1) of the Act. Hence, this matter will not be put forward for voting.

(B) Ordinary Resolution 1 and 2

Payment of Directors’ Fees, Meeting Attendance Allowances and any other Benefits

Section 230(1) of the Act requires that the Directors’ fees, meeting attendance allowances and benefits payable to the Directors of the Company must be approved at a general meeting. Accordingly, shareholders’ approval is sought for the payment of the Directors’ fees, meeting attendance allowances, and any other benefits.

(C) Ordinary Resolutions 3, 4 and 5

Re-election of Directors Pursuant to Clause 91 of the Constitution of the Company

Clause 91 of the Company’s Constitution provides that one-third (1/3) of the Directors for the time being who are subject to retirement shall retire from office, provided always that all Directors shall retire from office once at least in each of every three (3) years but shall be eligible for re-election. The retiring Director shall retain office until the close of the meeting at which he retires.

The Nomination Committee (“NC”) has assessed the performance of Datu Haji Mohammed Sepuan Bin Anu, Datin Patinggi Datuk Amar Hajah Jamilah Binti Haji Anu and Mr Lau Choo Kuang (“the retiring Directors”) and is satisfied with the performance of the retiring Directors and has recommended their re-election to the Board. The Board supports NC’s recommendation for the retiring Directors to be re-elected as Directors of the Company.

The Profiles of the retiring Directors are set out in the Directors’ Profile of the 2026 Annual Report.

(D) Ordinary Resolution 7

Authority to Issue and Allot Shares of the Company Pursuant to Sections 75, 76 and 85 of the Act

This Ordinary Resolution, if passed, will empower the Directors of the Company to issue and allot shares in the Company and to make or grant offers, agreements, rights or options in respect of new shares in the Company pursuant to the General Mandate obtained, up to 10% of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2027.

In connection with the authority granted above, this Ordinary Resolution, if passed, will also have the effect of the shareholders of the Company agreeing to waive their pre-emptive rights in respect of the allotment and issuance of new ordinary shares in the Company pursuant to Section 85 of the Act, read together with Clause 16 of the Constitution of the Company.

This General Mandate, if approved, will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, to fund future investment project(s), working capital and/or acquisitions and to avoid any delay or costs involved in convening a general meeting for such issuance of shares.

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the Eighteenth (18th) AGM held on 28 October 2025 and which will lapse at the conclusion of the Nineteenth (19th) AGM to be held on 28 October 2026.

(E) Ordinary Resolution 8

Proposed Share Buy-Back

This Ordinary Resolution, if passed, will empower the Directors of the Company, from the date of this AGM, the authority to purchase up to ten percent (10%) of the total issued and paid-up share capital of the Company through Bursa Securities. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.

Please refer to the Statement to Shareholders dated 29 September 2026 for further details.

STATEMENT ACCOMPANYING THE NOTICE OF AGM

There is no person seeking election as a Director of the Company at this Nineteenth (19th) AGM.

Personal Data Privacy:

By submitting proxy form(s) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.