THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad has not perused Part A and Part B of this Circular in relation to the proposed renewal of shareholders mandate prior to its issuance. Bursa Securities has only performed a limited review on the proposed new shareholders mandate prior to the issuance pursuant to paragraph 4.1(c) of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Malaysia Securities Berhad 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.

TIONG NAM LOGISTICS HOLDINGS BERHAD
(Registration No. 198901005177 (182485-V))
(Incorporated in Malaysia under the Companies Act 2016)

PART A

SHARE BUY-BACK STATEMENT

in relation to the

PROPOSED RENEWAL OF SHAREHOLDERS' APPROVAL FOR SHARE BUY-BACK BY THE COMPANY UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARE OF THE COMPANY

AND

PART B

CIRCULAR TO SHAREHOLDERS

in relation to the

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Notice convening the Thirty-Seventh Annual General Meeting of Tiong Nam Logistics Holdings Berhad to be held at Lot 30462, Jalan Kempas Baru, 81200 Johor Bahru, Johor Darul Takzim, Malaysia on Saturday, 22 August 2026 at 9.30 a.m. together with the Form of Proxy are set out in the Annual Report for the financial year ended 31 March 2026.

The Form of Proxy must be deposited in a hard copy form or by electronic means in the following manner on or before the date and time indicated below or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you subsequently wish to do so:

<u>In hard copy form</u>
In the case of an appointment made in hard copy form, the Form of Proxy must be deposited at with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("Tricor office") not less than forty-eight (48) hours before the time of holding the Meeting or any adjournment thereof.

<u>By electronic form</u>
The Form of Proxy can be electronically lodged via TIIH Online website at https://tiih.online. Kindly refer to the Administrative Details of the 37th AGM on the procedure for electronic lodgement of proxy form via TIIH Online

Last day and time for lodging the Form of Proxy: Thursday, 20 August 2026 at 9.30 a.m.

Date and time of Thirty-Seventh Annual General Meeting: Saturday, 22 August 2026 at 9.30 a.m.

This Circular is dated 24 July 2026

DEFINITIONS

Except 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
"Board"	:	The Board of Directors of TNL
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (Company No. 200301033577 (635998-W))
"Code"	:	Malaysian Code on Take-Overs and Mergers, 1998 as amended from time to time
"Directors"	:	Shall has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 ("CMSA") and 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 - i. a director of TNL, its subsidiary or holding company; or ii. a chief executive of TNL, its subsidiary or holding company; and iii. In relation to a Special Purpose Acquisition Company ("SPAC"), a member of the SPAC's management team
"EPS"	:	Earnings per share
"FYE"	:	Financial year ended / ending, as the case may be
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities including any amendments thereto that may be made from time to time
"Major Shareholder"	:	A person who has an interest or interests in one (1) or more voting shares in TNL and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: - (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in TNL; or (b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in TNL where such person is the largest shareholder of TNL. This 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 TNL as defined above or any other company which is a subsidiary of TNL or TNL's holding company. For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act
"Market Day(s)"	:	Any day on which Bursa Securities is open for trading of securities

"Proposed Share Buy-Back Renewal"	:	The proposed renewal of the authority for TNL to purchase and/or hold its own shares of an aggregate amount of up to ten percent (10%) of its prevailing total number of issued shares at any time.
"Proposed New Shareholders' Mandate and Renewal of Shareholders' Mandate"	:	Proposed new shareholders' mandate and renewal of shareholders' mandate pursuant to Paragraph 10.09, Chapter 10 and Practice Note 12 of the Listing Requirements, in relation to RRPTs
"Purchased Shares"	:	TNL Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority
"RRPT"	:	Recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of TNL and/or its subsidiaries and which are expected to occur at least once in three (3) years and is within the ordinary course of business of TNL and/or its subsidiaries
"Related Party (ies)"	:	Director(s), Major Shareholder(s) or person(s) connected with such Director or Major Shareholder.
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"SC"	:	Securities Commission of Malaysia
"Subsidiaries"	:	Anugerah Sensasi Sdn Bhd (Registration No. 199301010312 (265049-T)) Bagus Cekal Sdn Bhd (Registration No. 201601042539 (121348-X)) Belaian Pinang Sdn Bhd (Registration No. 199401006448 (292127-U)) Dragon 2012 Sdn Bhd (Registration No. 201201003401 (976926-M)) Fair Vista Sdn Bhd (Registration No. 199601020677 (393029-H)) Far East West Lands Sdn Bhd (Registration No. 199401009226 (294905-M)) Front Field Sdn Bhd (Registration No. 199301013791 (268529-M)) G-Force Logistics Solutions Sdn Bhd (Registration No. 201301011419 (1041257-X)) Integriti Kaliber Sdn Bhd (Registration No. 201601018968 (1189905-P)) Japan Original Electric (M) Sdn Bhd (Registration No. 198901012894 (190203-A)) Jelas Bagus Sdn Bhd (Registration No. 199401018675 (304354-W)) LT Growth Sdn Bhd (Registration No. 199601017118 (389469-K)) Medini Heritage Sdn Bhd (Registration No. 201301022856 (1052685-D)) Pacific Transport Sdn Bhd (Registration No. 198001009181 (62965-P)) Pengangkutan Enepec Sdn Bhd (Registration No. 199001003411 (194978-P)) Semangat Angkut Sdn Bhd (Registration No. 198001009334 (63118-X)) Tiong Nam (Sarawak) Sdn Bhd (Registration No. 198801004156 (171513-T)) Tiong Nam Warehousing (Sarawak) Sdn Bhd (Registration No. 199201013014 (244517-D)) Tiong Nam Allied Container Depot Services Sdn Bhd (Registration No. 199601007015 (379361-X)) Tiong Nam Ebiz Express Sdn Bhd (Registration No. 200301029789 (632209-X)) Tiong Nam Heavy Transport & Lifting Sdn Bhd (Registration No. 199101012195 (222507-H)) Tiong Nam Logistics Myanmar Co Ltd (Registration No. 107137114))

"Subsidiaries" (Cont'd)		Tiong Nam Logistics Sdn Bhd (Registration No. 199901021360 (496260-T)) Tiong Nam Logistics Solutions (Lao) Co Ltd (Registration No. N016-2016 32254) Tiong Nam Logistics Solutions (Shenzhen) Co Ltd (Registration No. 91440300MA5EDWTA3T) Tiong Nam Logistics Solutions Sdn Bhd (Registration No. 197801006799 (043831-V)) Tiong Nam Logistics Vietnam Co Ltd (Registration No. 0107740906) Tiong Nam Properties Sdn Bhd (Registration No. 199601018739 (391090-X)) Tiong Nam Resources Sdn Bhd (Registration No. 200401034395 (672904-T)) Tiong Nam Distribution Sdn Bhd (Registration No. 199301029891 (284630-V)) Tiong Nam Logistics (S) Pte Ltd (Registration No. 200205434G) TNTT Packages Express Sdn Bhd (Registration No. 200001030112 (532719-M)) TNTT Packages Express Pte Ltd (Registration No. 200717178G) TN Transport & Warehousing Pte Ltd. (Registration No. 198400472C) Tiong Nam Industry Sdn Bhd (Registration No. 201901044812 (1354142-P)) Memori Pintar Sdn Bhd (Registration No. 202001018060 (1374380-T)) VM Andaman Sdn Bhd (Registration No. 201501019095 (1144431-A)) Tiong Nam Hospitality Sdn Bhd (Registration No. 202401030716 (1576565-A)) Dasarbina Konkrit Sdn Bhd (Registration No. 201501014971 (692018-H))
"Associate Company"	:	Terminal Perintis Sdn Bhd (Registration No. 201001026654 (910573-T)) Yakin Kaliber Sdn Bhd (Registration No. 201601040048 (1210989-D))
"Joint Venture Company"	:	JTN Logistics Park Sdn Bhd (Registration No. 202201039857 (1485554-A)
"TNL" or "the Company"	:	Tiong Nam Logistics Holdings Berhad (Registration No. 198901005177 (182485-V))
"TNL Group" or "Group"	:	TNL and its subsidiaries
"TNL Share(s)" or "Share(s)"	:	Ordinary share(s) of TNL
"TNLS"	:	Tiong Nam Logistics Solutions Sdn Bhd (Registration No. 197801006799 (043831-V))
"WAMP"	:	Weighted average market price

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating 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 reference in this Circular 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 in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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PART A

SHARE BUY-BACK STATEMENT
in relation to the

PROPOSED RENEWAL OF SHAREHOLDERS' APPROVAL FOR SHARE BUY-BACK BY THE COMPANY UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY
("PROPOSED SHARE BUY-BACK")

1. INTRODUCTION

Tiong Nam Logistics Holdings Bhd ("TNL" or "the Company") announced on 2 June 2026, that the Company intends to seek shareholders' approval for the proposed renewal of shareholders' approval for the share buy-back by the Company of up to ten percent (10%) of the total number of issued shares of the Company ("Proposed Share Buy-Back") at the upcoming Thirty-Seventh Annual General Meeting ("37th AGM").

The purpose of this Statement is to provide you with information on the Proposed Share Buy-Back, to set out the recommendation of your Board of Directors ("Board") and to seek your approval for the resolution pertaining the renewal of shareholders' approval for the Proposed Share Buy-Back to be tabled at the forthcoming 37th AGM of the Company to be held at Lot 30462, Jalan Kempas Baru, 81200 Johor Bahru, Johor Darul Takzim, Malaysia .on Saturday, 22 August 2026 at 9:30 a.m. notice of which is set out on page 171 to 179 of the Annual Report of the Company.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

At the Annual General Meeting of the Company held on 23 August 2025, the Company obtained its shareholders' approval for the Company to continue to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company.

In accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") governing the purchase of own shares by a listed company, the aforesaid approval obtained at the Company's AGM held on 23 August 2025 will expire at the conclusion of the forthcoming 37th AGM of the Company which will be held on 22 August 2026 unless the mandate is renewed.

The Board proposes to seek approval from the shareholders for a renewal of shareholders' approval for the Proposed Share Buy-Back. As at 30 June 2026, the total issued share of TNL is RM 200,236,153.07, comprising 527,825,486 TNL shares.

The Company purchased 2,000 TNL shares during the financial year ended 31 March 2026.

The total number of TNL Shares purchased by the Company for the previous twelve (12) months preceding the date of this Statement and held as treasury shares up to and including 30 June 2026 is 2,000 ordinary shares for a total consideration of RM 1,666.49. The total cumulative treasury shares held to date up to and including 30 June 2026 are 936,103 ordinary shares.

Month	No of Purchased Shares	Minimum Price (RM) Per Share	Maximum Price (RM) Per Share	Average Price (RM) Per Share	Total Amount Paid (RM)
October 2025	1,000	0.89	0.89	0.89	886.26
April 2026	1,000	0.78	0.78	0.78	780.23
Total	**1,000**				**1,666.49**

2. DETAILS OF THE PROPOSED SHARE BUY-BACK (Cont'd)

The monthly highest and lowest prices of TNL Shares traded on Bursa Securities for the past twelve (12) months from July 2025 to the latest practicable date ("LPD") are as follows: -

Month/ Year	Highest (RM)	Lowest (RM)
2025		
July	0.740	0.685
August	0.750	0.695
September	0.825	0.700
October	0.880	0.805
November	0.850	0.790
December	0.840	0.780
2026		
January	0.840	0.770
February	0.835	0.785
March	0.830	0.740
April	0.775	0.725
May	0.760	0.710
June	0.800	0.740

(Source: www.investing.com)
The last transacted price of TNL Shares on LPD was RM 0.755.

The renewal of shareholders' approval for the Proposed Share Buy-Back shall be effective upon the passing of the resolution in the forthcoming 37th AGM on 22 August 2026 until: -

(a) the conclusion of the next AGM of the Company following the AGM at which such resolution was passed at which time it shall lapse by ordinary resolution passed at that AGM, the shareholders' approval is renewed, either unconditionally or subject to conditions;

(b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or

(c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first.

The Proposed Share Buy-Back does not impose an obligation on the Company to purchase its own Shares. Instead, it will allow the Board to exercise the power of the Company to purchase its own Shares at any point within the time period as specified above.

3. RATIONALE, POTENTIAL ADVANTAGES AND DISADVANTAGES FOR PROPOSED SHARE BUY BACK

The Proposed Share Buy-Back is expected to potentially benefit the Company and its shareholders as follows: -

(a) The Company may be able to stabilize the supply and demand of TNL Shares in the open market thereby supporting their fundamental value;

(b) The Proposed Share Buy-Back provides TNL the option to return its surplus financial resources to the shareholders of TNL by enhancing the return-on-equity of TNL Shares via the purchase of TNL Shares in the market;

(c) The Proposed Share Buy-Back may enhance the earnings per share of the Company (in the case where the Board resolves to cancel the shares so purchased) and thereby long term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company;

(d) If the shares bought back are kept as treasury shares, it will give the Board an option to sell the shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the shares so purchased can be distributed as share dividends to shareholders; and

(e) The purchased Shares retained as treasury shares may be transferred as purchase consideration for any potential acquisition of assets in the future.

However, the Proposed Share Buy-Back, if exercised, will reduce the financial resources of the Company, which may result in the Company foregoing other investment opportunities that may emerge in the future and may also reduce the amount of cash dividends that can be declared to shareholders. Nevertheless, the Board will be mindful of the interests of the Company and the shareholders in implementing the Proposed Share Buy-Back.

4. SOURCE OF FUNDS AND TREATMENT

4.1 SOURCE OF FUNDS

The Company proposes to utilize internally generated funds to finance the Proposed Share Buy-Back. The Board proposes to allocate a maximum amount of up to the latest audited retained profits of the Company for the purchase of its own shares subject to compliance with Section 127 of the Companies Act 2016 (“the Act”) and any prevailing laws, rules, regulations, orders, guidelines, and requirements issued by the relevant authorities at the time of purchase. As at 31 March 2026, the Company’s audited retained earnings amounted to RM 612.97 million. As at 30 June 2026, the latest date practicable prior to the printing of this statement, the latest quarterly report of the Company as at 30 June 2026 was not yet available.

The Proposed Share Buy- Back will be funded by internally generated funds. The amount of internally generated funds to be utilized will only be determined later depending on, amongst others, the availability of internally generated funds, actual number of TNL Shares to be purchased and other relevant cost factors. The actual number of TNL Shares to be purchased and/ or held and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained profits and financial resources available to the Company.

4.2 TREATMENT OF PURCHASED SHARES

Section 127 of the Act allows the treatment of purchased shares to be cancelled upon purchase, held as treasury shares or combination of both. Purchased shares held as treasury shares may be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities, transfer any TNL Shares for the purposes of or under an employees' share scheme, transfer any of the TNL Shares as purchase consideration and/or cancelled any of the TNL Shares or sell, transfer or otherwise use any of the TNL Shares for such other purposes as the Minister may by order prescribe.

TNL may only purchase its own shares at a price which is not more than 15% above the weighted average market price ("WAMP") of TNL Shares for the past five (5) market days immediately preceding the date of the purchase(s).

While the purchased shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in other distributions 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, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the results of a vote on a resolution at a meeting.

Nonetheless, Section 127(11) of the Act states that the purchased TNL Shares shall not be taken to prevent: - (a) an allotment of TNL Shares as fully paid bonus shares in respect of the treasury shares; or (b) the subdivision or consolidation of treasury shares.

The treasury shares arising from the share buy-back shall be resold or transferred, if so, determined by the Board, at a price that is: -

(a) not less than the WAMP of TNL Shares for the past five (5) market days immediately preceding the date of the resale(s); or

(b) at a discount of not more than five percent (5%) to the five (5) market days WAMP of TNL Shares immediately prior to the resale, provided that: -

    (i) the resale and/or transfer takes place no earlier than thirty (30) days from the date of purchase; and
    (ii) the resale and/or transfer price is not less than the cost of purchase of the shares being resold.

An immediate announcement will be made to Bursa Securities in respect of the intention of our Directors to either retain the purchased Shares or cancel them or a combination of both following any transactions executed pursuant to the approval granted under the Proposed Share Buy-Back.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Share Buy-Back on the share capital, net tangible assets ("NTA"), working capital, cash flow, earnings, substantial shareholders' shareholdings in TNL and Directors' shareholdings in TNL assuming that the Company purchases up to a maximum of ten percent (10%) of the total number of issued shares as at 30 June 2026 and that the TNL Shares purchased are cancelled, are as set out below.

5.1 SHARE CAPITAL

The effect of the Proposed Share Buy-Back on the total number of issued shares of the Company as at 30 June 2026 is as follows:

	No. of TNL Shares#
Total number of issued shares as at 30 June 2026	527,825,486
Maximum no. of ordinary shares to be purchased and cancelled pursuant to the Proposed Share Buy-Back	(52,782,548)
Resultant total number of issued shares after the Proposed Share Buy-Back	475,042,938

Notes:

\# *The total number of issued shares is inclusive of the treasury shares held by the Company. As at 30 June 2026, the number of TNL Shares held as treasury shares are 936,103 none of which are cancelled.*

However, the Proposed Share Buy-Back will have no effect on the total number of issued shares if all the TNL Shares purchased are to be retained as treasury shares.

5.2 NET ASSETS ("NA"), WORKING CAPITAL AND CASH FLOW

The effect of the Proposed Share Buy-Back on the consolidated NA per ordinary share will depend on the purchase prices of the TNL Shares and any loss in interest income to the Company.

The Proposed Share Buy-Back would reduce the consolidated NA per ordinary share when the purchase price exceeds the consolidated NA per ordinary share at the relevant point in time. Conversely, the consolidated NA per ordinary share would be increased when the purchase price is less than the consolidated NA per ordinary share at the relevant point in time.

The Proposed Share Buy-Back would reduce the working capital and cash flow of the TNL Group, the quantum of which will depend on the purchase prices of the TNL Shares and the number of TNL Shares purchased.

5.3 EARNINGS

The effect of the Proposed Share Buy-Back on the Earnings Per Shares ("EPS") of the TNL Group will depend on the purchase prices of the TNL Shares and any loss in interest income to the Company. In the event the TNL Shares purchased are held as treasury shares or cancelled, the lower number of TNL Shares used in the computation of the earnings per share is expected to result in a general increase in the EPS of the TNL Group for the financial year ending 31 March 2026.

5.4 GEARING

The effect of the Proposed Share Buy-Back in the gearing of the Company will depend on the proportion of borrowings utilized to fund any purchase of TNL Shares. The utilization of any borrowings to fund the purchase of any TNL Shares will serve to increase the gearing of the Company.

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5.5 *MAJOR SHAREHOLDERS' AND DIRECTORS' SHAREHOLDINGS*

Assuming that the Proposed Share Buy-Back is implemented in full and that the TNL Shares are purchased from shareholders other than the Directors, major shareholders and person connected of the Company, the effect of the Proposed Share Buy-Back on the shareholdings of the existing major shareholders, directors and persons connected to them as at 30 June 2026, are as follows: -

Directors, Major Shareholders and/or Persons Connected	As at 30 June 2026				After the Proposed Share Buy-Back			
	No. of Shares (Direct)	%	No. of Shares (Indirect)	%	No. of Shares (Direct)	%	No. of Shares (Indirect)	%
Directors								
Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan	784,125	0.15	-	-	784,125	0.16	-	-
Ong Yoong Nyock [(a)]	131,816,209	25.02	149,546,335	28.38	131,816,209	27.07	149,546,335	30.71
Yong Kwee Lian [(b)]	6,816,250	1.29	274,546,294	52.10	6,816,250	1.40	274,546,294	56.38
Ong Wei Kuan	261,375	0.05	-	-	261,375	0.05	-	-
Chang Chu Shien	2,132,000	0.41	-	-	2,132,000	0.44	-	-
Mok Juan Chek	30,750	0.01	-	-	30,750	*	-	-
Christina Ong Chu Voon	-	-	-	-	-	-	-	-
Chen Kuok Chin[(c)]	-	-	1,257,367	0.24	-	-	1,257,367	0.26
Tan Chuan Gor	-	-	-	-	-	-	-	-
Law Tik Long	46,535	0.01	-	-	46,535	*	-	-
Major Shareholders								
TNTT Realty Sdn Bhd	124,122,800	23.56	-	-	124,122,800	25.50	-	-
Ong Yoong Nyock [(a)]	131,816,209	25.02	145,898,865	28.38	131,816,209	27.07	145,898,865	30.71
Yong Kwee Lian [(b)]	6,816,250	1.29	267,850,045	52.10	6,816,250	1.40	267,850,045	56.38
Persons Connected								
Ong Weng Seng	153,750	0.03	-	-	153,750	0.03	-	-
Ong Yong Meng	768,914	0.15	-	-	768,914	0.15	-	-
Wong Swee Siong	721,620	0.14	-	-	721,620	0.14	-	-
Lim Hooy	940,642	0.18	-	-	940,642	0.18	-	-

Notes:

* *Negligible*

(a) Deemed interested by virtue of his substantial shareholdings in TNTT Realty Sdn Bhd and Renitrans Sdn Bhd and the shareholdings of his spouse, Madam Yong Kwee Lian.

(b) Deemed interested by virtue of her substantial shareholdings in TNTT Realty Sdn Bhd and Renitrans Sdn Bhd and the shareholdings of her spouse, Mr. Ong Yoong Nyock.

(c) Deemed interested by virtue of the shareholdings of his spouse, Madam. Winnie Wong Lin Lin.

6. PUBLIC SHAREHOLDING SPREAD

The Proposed Share Buy-Back will be carried out in accordance with prevailing laws at the time of the purchase including compliance with the twenty-five percent (25%) public shareholding spread as required under Paragraph 3.06 (1) of the Listing Requirements. As at 30 June 2026, the Record of Depositors of TNL showed 526,889,383 of the total number of issued shares of TNL being held by 4,925 public shareholders holding not less than 100 TNL shares each. The public shareholding spread as at the latest practicable date is 45.30%.

7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save for the inadvertent increase in the percentage shareholdings and/or voting rights of the directors and major shareholders of TNL as a consequence of the Proposed Share Buy-Back, none of the directors and/or major shareholders of the Company or persons connected to them, have any interest, direct or indirect, in the Proposed Share Buy-Back and, if any, the resale of treasury shares.

8. APPROVALS REQUIRED

The Proposed Share Buy-Back Authority is subject to your approval at the Company's forthcoming 36th AGM to be convened.

9. RECOMMENDATION OF DIRECTORS

The Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that it is in the best interest of TNL and accordingly, recommends that you vote in favour of the ordinary resolution pertaining to renewal of shareholders' approval for the Proposed Share Buy-Back at the forthcoming AGM.

10. IMPLICATION OF THE MALAYSIAN CODE ON TAKE-OVER AND MERGERS, 1998 ("THE CODE")

Pursuant to the Code, if a person or a group of persons acting in concert holding more than 33% but less than 50% of the voting shares of the Company and such person or group of persons acting in concert acquiring in any period of six (6) months more than 2% of the voting shares of the Company, there is an obligation to undertake a mandatory general offer for the remaining TNL Shares not held by the said persons or group of persons acting in concert.

As at 30 June 2026, Mr. Ong Yoong Nyock ("OYN") and Madam. Yong Kwee Lian ("YKL") collectively hold 53.40% of the total number of issued shares of TNL, thus the provision of the Code does not apply.

OYN currently holds only 25.02% of the voting shares in the Company, this threshold has not been met, and therefore, the provisions relating to a mandatory general offer under the Code do not apply in this instance.

Assuming that the Proposed Share Buy-Back Authority is carried out in full, the collective shareholding of OYN will increase to 27.07% of the total number of issued shares of TNL.

11. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Directors of the Company, who collectively and individually accept full responsibility for the accuracy of the information given 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 information, data or statement herein misleading.

12. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I for further information.

This Statement is dated 24 July 2026.

<u>PART B</u>

CIRCULAR TO SHAREHOLDERS

in relation to the

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

TIONG NAM LOGISTICS HOLDINGS BERHAD
(Registration No. 198901005177 (182485-V))
(Incorporated in Malaysia under the Companies Act 2016)

Registered Office

Suite 9D, Level 9
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24 July 2026

Board of Directors

Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan *(Non-Independent Non-Executive Chairman)*
Ong Yoong Nyock *(Non-Independent Managing Director)*
Yong Kwee Lian *(Non-Independent Executive Director)*
Ong Wei Kuan (*Non-Independent Deputy Managing Director*)
Christina Ong Chu Voon *(Non-Independent Executive Director)*
Law Tik Long *(Non-Independent Executive Director)*
Chang Chu Shien *(Non-Independent Non-Executive Director)*
Mok Juan Chek *(Independent Non-Executive Director)*
Chen Kuok Chin *(Independent Non-Executive Director)*
Tan Chuan Gor *(Independent Non-Executive Director)*

To: **The Shareholders of Tiong Nam Logistics Holdings Berhad**

Dear Sir/Madam

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

On 24 August 2024, the shareholders of the Company had approved the shareholders' mandate in relation to the recurrent related party transactions ("RRPT") of revenue or trading nature for the TNL Group. The aforesaid Shareholders' Mandate is subject to annual renewal and will expire at the conclusion of the Company's forthcoming Thirty-Sixth Annual General Meeting ("37th AGM") unless such authority is renewed by an ordinary resolution passed at the AGM.

On 3 June 2026, the Board of Directors of the Company announced the Company's intention to seek shareholders' approval for the proposed shareholders' mandate for RRPT of revenue or trading nature at the forthcoming 37th AGM of the Company which will be held on 22 August 2026.

The purpose of this Circular is to provide you with details of the Proposed New Shareholders' Mandate and Renewal of Shareholders' Mandate and to seek the approval of the shareholders of the Company for the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART B OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 INTRODUCTION

Pursuant to paragraph 10.09, Chapter 10 of the Listing Requirements and Practice Note 12, where any Related Party Transactions of a revenue or trading nature in the ordinary course of business are entered into between a listed issuer or its subsidiaries with a Related Party, the listed issuer may seek a shareholders' mandate in respect of such transactions subject to the following: -

(i) the transactions are in the ordinary course of business and are in on terms not more favourable to the Related Party than those generally available to the public and not to the detriment of the minority shareholders;

(ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year, where:

(a) in relation to a listed issuer with an issued and paid-up capital of RM 60 million and above:

(aa) the consideration, value of assets, capital outlay or costs of the recurrent transactions is equal to or exceeds RM 1 million; or

(bb) the percentage ratios of such recurrent transactions are equal to or exceeds 1%

whichever is the higher; or

(b) in relation to a listed issuer with an issued and paid-up capital which is less than RM 60 million:

(aa) the consideration, value of assets, capital outlay or costs of the recurrent transactions is equal to or exceeds RM 1 million; or

(bb) the percentage ratios of such recurrent transactions are equal to or exceeds 1%

whichever is the lower.

(iii) issuing of a circular to shareholders by the listed issuer; and

(iv) where it involves the interest of a Director, Major Shareholder or person connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolutions approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolutions approving the transactions.

(v) the listed issuer announces to the Exchange when the actual value of a RRPT entered into by the listed issuer, 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 the Exchange in its announcement.

The Board is now seeking the approval of the shareholders of the Company for the Proposed Renewal of Shareholders' Mandate, which will allow TNL Group, in its ordinary course of business, to enter into the RRPT referred to below with the classes of Related Parties provided that such transactions are made on an arm's length basis, on TNL Group's 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.

The Proposed New Shareholders' Mandate and Renewal of Shareholders' Mandate, if approved at the forthcoming 36th AGM, will continue to be in force until:

(i) the conclusion of the next AGM following the 36th AGM at which such ordinary resolutions for the Proposed Renewal of Shareholders' Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed.

(ii) the expiration of the period within the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(iii) revoked or varied by resolution passed by the shareholders in general meeting

whichever is the earlier.

Thereafter, approval from shareholders for a renewal of the mandate in relation to the RRPTs will be sought at each subsequent AGM of the Company.

Disclosure made on the recurring related party transactions can be found in the Annual Report of the Group for the FYE 31 March 2026 in Note 31 of the said report.

2.2 PRINCIPAL ACTIVITIES OF TNL AND TNL GROUP

The principal activities of the Company are investment holding, trading of diesel and petrol, and provision of management services.

The principal activities of its subsidiaries are as follows:

Subsidiaries	% in Equity Interest	Immediate Holding Company	Principal Activities
Anugerah Sensasi Sdn Bhd ("ASSB")	**100**	**TNL**	Property investment
Bagus Cekal Sdn Bhd ("BCSB")	**100**	**TNL**	Dormant
Belaian Pinang Sdn Bhd ("BPSB")	**100**	**TNL**	Provision of transportation services
Dragon 2012 Sdn Bhd ("D2012SB")	**100**	**TNL**	Property development
Fair Vista Sdn Bhd ("FVSB")	**100**	**TNL**	Property development
Far East West Lands Sdn Bhd ("FEWLSB")	**100**	**TNL**	Provision of transportation services

Subsidiaries	% in Equity Interest	Immediate Holding Company	Principal Activities
Front Field Sdn Bhd ("FFSB")	**100**	**TNL**	Provision of transportation services
G-Force Logistics Solutions Sdn Bhd ("GFLS")	**100**	**TNL**	Provision of total logistic services, transportation, general and bonded warehouse facilities, coldroom facilities, container facilities, container haulage services, forwarding, project cargoes
Integriti Kaliber Sdn Bhd ("IKSB")	**100**	**TNL**	Hostel management and related services
Japan Original Electric (M) Sdn Bhd ("JOESB")	**51**	**TNLS**	Property development
Jelas Bagus Sdn Bhd ("JBSB")	**100**	**TNL**	Property development
LT Growth Sdn Bhd ("LTG")	**100**	**TNLS**	Trading of foodstuff
Medini Heritage Sdn Bhd ("MHSB")	**100**	**TNL**	Property development
Pacific Transport Sdn Bhd ("PTSB")	**100**	**TNL**	Property letting
Pengangkutan Enepec Sdn Bhd ("PESB")	**100**	**TNL**	Provision of transportation services
Semangat Angkut Sdn Bhd ("SASB")	**100**	**TNL**	Provision of transportation services
Tiong Nam (Sarawak) Sdn Bhd ("TNSWK")	**100**	**TNLS**	Provision of air, ocean & overland freight forwarding, custom brokerage, heavy bulking, long length equipment/machinery transportation & rigging, container inland haulage, general cargo transportation & bonded truck facilities, container depot & warehousing & distribution, project transportation & handling
Tiong Nam Allied Container Depot Services Sdn Bhd ("TNASB")	**100**	**TNLS**	Provision of container warehouse and services
Tiong Nam Ebiz Express Sdn Bhd ("TNEE")	**100**	**TNLS**	Provision of transport and distribution services
Tiong Nam Heavy Transport & Lifting Sdn Bhd ("TNHT")	**100**	**TNL**	Provision of transportation of heavy and project cargo

Subsidiaries	% in Equity Interest	Immediate Holding Company	Principal Activities
Tiong Nam Logistics Myanmar Co Ltd ("TNLMN")	**100**	**TNLS**	Provision of total logistics services and warehousing
Tiong Nam Logistics Sdn Bhd ("TNLSB")	**100**	**TNL**	Property investment holding, transportation services and leasing of trucks
Tiong Nam Logistics Solutions (Lao) Co Ltd ("TNLS(L)")	**100**	**TNL**	Provision of total logistics services and warehousing
Tiong Nam Logistics Solutions (Shenzhen) Co Ltd ("TNLS(SZ)")	**100**	**TNLS**	Provision of total logistics services and warehousing
Tiong Nam Logistics Solutions Sdn Bhd ("TNLS")	**100**	**TNL**	Provision of total logistic services, transportation, general and bonded warehouse facilities, coldroom facilities, container facilities, container haulage services, forwarding, project cargoes
Tiong Nam Logistics Vietnam Co Ltd ("TNLVN")	**100**	**TNLS**	Provision of total logistics services and warehousing
Tiong Nam Logistics (S) Pte. Ltd. ("TNS")	**100**	**TNL**	Provision of total logistics services and warehousing
Tiong Nam Properties Sdn Bhd ("TNP")	**100**	**TNL**	Administrative and agent commission agents
Tiong Nam Resources Sdn Bhd ("TNR")	**60**	**TNTTSB**	Provision of air freight and cargo services
Tiong Nam Distribution Sdn Bhd ("TND")	**100**	**TNLS**	Dormant
Tiong Nam Warehousing (Sarawak) Sdn Bhd ("TNW")	**100**	**TNLS**	Provision of public bonded warehousing and distribution services, total gas and chemical warehousing management and services
TN Transport & Warehousing Pte Ltd ("TNTW")	**100**	**TNS**	Provision of freight forwarding services.
TNTT Packages Express Pte Ltd ("TNTTPL")	**90**	**TNL**	Dormant

Subsidiaries	% in Equity Interest	Immediate Holding Company	Principal Activities
TNTT Packages Express Sdn Bhd ("TNTTSB")	**60**	**TNEE**	Provision of transport and distribution services
Tiong Nam Industry Sdn Bhd ("TNISB")	**60**	**TNL**	Provision of Industry 4.0 solutions to business
Memori Pintar Sdn Bhd ("MPSB")	**70**	**TNL**	Provision of education, training and other related services
VM Andaman Sdn Bhd ("VASB")	**100**	**TNL**	Development, holding, and leasing logistics and warehouse properties for long term investment
Tiong Nam Hospitality Sdn Bhd	**100**	**TNL**	Hotel and food and beverages related services.
Dasarbina Konkrit Sdn Bhd ("DKSB")	**100**	**TNL**	Investment holding

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2.3 CLASS AND NATURE OF RELATED PARTY TRANSACTIONS

2.3.1 The nature of transactions with the Related Parties involving the interest of the Major Shareholders and Directors of the Company, namely Mr. Ong Yoong Nyock ("OYN") and Madam Yong Kwee Lian ("YKL") and the following persons connected to them are as follows:

(a) Ms Christina Ong Chu Voon ("COCV"), daughter of OYN and YKL.
(b) Mr Ong Weng Seng ("OWS") and Mr Ong Yong Meng ("OYM"), both are brothers of OYN,
(c) Madam Yong Wei Lian ("YWL"), sister of YKL,
(d) Mr Pan Chee Seng ("PCS"), husband of YWL,
(e) Mr Wong Swee Siong ("WSS"), brother-in-law of YKL.
(f) Mr Yong Loy Huat ("YLH"), brother of YKL.
(g) Madam Lim Hooy ("LH"), sister-in-law of OYN.

Transacting Party	**Shareholders/ % in Equity Interest**	**Nature of Transaction**	**Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000**	**Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000**	**Estimated value of transactions from 22.8.2026 to next AGM RM'000**
(1) Linocraft Printers Sdn Bhd ("LPSB")	OYN is a director in LPSB.	Freight income received from provision of transportation and related services such as forwarding, handling stuffing and unstuffing, container haulage services and general warehousing facilities provided by TNL & TNLS.	4,000	802	4,000
		Charge payable for printing of company's shareholders' circulars, annual report, carton box, A4 (TN) manual and ad-hoc brochures provided to TNL.	100	-[1]	100

Note 1: There is no service provided to TNL.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(2) Tiong Nam Holdings Sdn Bhd ("TNH") and the following wholly owned subsidiaries: - Generation Essential Enterprise Sdn Bhd ("GE")	OYN – 70% YKL – 30% OYN is a director in TNH. OYN and OWK are directors of GE.	Rent payable for rental of warehouse & parking at PT 860 (f.k.a. PT 14340 & 14341), Mukim Damansara, Shah Alam, Selangor - size of rented premise: 462,152.33 sq ft. - frequency of payment: Monthly provided to TNLS - tenancy period: 1 Apr 2026 – 30 Apr 2027	1,500	5,697	12,500
		Warehouse service provided to TNLS	12,500	7,210	12,500
- Gold Vista Realty Sdn Bhd ("GVR")	OYN is the director in GVR.	Rent payable for hostel at Blk 11, Taman Kenanga provided to TNLS.	35	29	35

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(3) Blossom Paragon Sdn Bhd ("BPSB")	PCS – 50%	Income from freight provided by TNL Group.	60	-[2]	60
	PCS is a director in BPSB.	Charges payable for printing and installation of signage provided to TNL Group.	40	-[3]	40
(4) G-Force Sdn Bhd ("GFSB") and the following wholly owned subsidiaries: -Trans-Crest Sdn Bhd ("TC") - Coatbuilder Industrial Sdn Bhd ("CISB")	OYN – 80% OWK –10% COCV – 10%	Income from rental of general warehouse in Shah Alam. - size of rented space:5,000 sq ft. - frequency of payment: Monthly - tenancy expired.	100	-[4]	100
	Both OWK, OYM and COCV are directors in GFSB. COCV is a director of TC. OYM is a director of CISB	Transportation and related services, container haulage services, sale of diesel, NGV gas, and other transportation accessories by TNLS and TNL.	10,000	-[5]	10,000
		Rent payable for rental of general warehouses in Shah Alam and Johor Bahru and coldroom facilities in Shah Alam; and hostel in Johor Bahru.	35,000	2,794	35,000

Note 2 & 3: There is no service provided by and to TNL Group.
Note 4: The tenancy was expired.
Note 5: There is no service provided by TNLS and TNL.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(4) GFSB and the following wholly owned subsidiaries: - TC - CISB (Cont'd)		Address — Estimated Rental Payable RM '000 Lot 16875 & 16876, Mukim Damansara, Shah Alam, Selangor — 5,400 - size of rented premise: 92,743 sq ft. - frequency of payment: Monthly - tenancy period: tenancy expired, Lot 61383, Bangi Coldroom — 4,400 - size of rented premise: 84,993 sq ft. - frequency of payment: Monthly - tenancy period: Apr'26 – Mar'27, Lot 61383, Bangi Warehouse — 2,400 - size of rented premise: 118,360 sq ft. - frequency of payment: Monthly - tenancy period: Apr'26 – Mar'27,			

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 223.8.2026 to next AGM RM'000
(4) GFSB and the following wholly owned subsidiaries: - TC - CISB (Cont'd)		Address — Estimated Rental Payable RM '000 Plo 26, Pasir Gudang, Johor — 2,400 - size of rented premise: 104,500 sq ft. - frequency of payment: Monthly - tenancy period: Tenancy expired Lot 41431, Pekan Hicom — 4,300 - size of rented premise: 216,248 sq ft. - frequency of payment: Monthly - tenancy period: Tenancy expired Lot 59803, 62043, Shah Alam — 2,100 - size of rented premise: 96,153 sq ft. - frequency of payment: Monthly - tenancy period: tenancy expired			

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(4) GFSB and the following wholly owned subsidiaries: - TC - CISB (Cont'd)		Address — Estimated Rental Payable RM '000 Lot 640, Kuching — 3,000 -size of rented premise: 186,378.52 sq ft -frequency of payment: Monthly - tenancy period: Tenancy expired Lot 2-30, 32 & 34 — 3,600 - size of rented premise: 200,964 sq ft. - frequency of payment: Monthly - tenancy period: Apr'25 – Oct'25, Nov'25 – Oct'28 Lot 20L, PT 32169, Shah Alam — 3,700 - size of rented premise: 145,904 sq ft. - frequency of payment: Monthly - tenancy period: Tenancy expired			

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
4) GFSB and the following wholly owned subsidiaries: - TC - CISB (Cont'd)		Address — Estimated Rental Payable RM '000 Lot 18L, PT 62052, Shah Alam — 800 - size of rented premise: 36,082 sq ft. - frequency of payment: Monthly - tenancy period: Tenancy expired Lot 17L, PT 32185, Shah Alam — 250 - size of rented premise: 60,000 sq ft. - frequency of payment: Monthly - tenancy period: Tenancy expired Lot 15L, PT 32184, Shah Alam — 280 - size of rented premise: 76,251 sq ft. - frequency of payment: Monthly - tenancy period: Tenancy expired			

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
		Address — Estimated Rental Payable RM '000 B3-02, B3-16, Block 11, Taman Kenanga, Tampoi, Johor — 24 - frequency of payment: Monthly - tenancy period: Mar'25 – Feb'26, Mar'26 – Feb'27 Lot 41431, Pekan Hicom — 90 - size of rented premise: 243,307 sq ft. - frequency of payment: Monthly - tenancy period: tenanct expired The above warehouse, hostel, open yard and coldroom facilities are provided to TNLS. Charges payable for forwarding and transportation services, warehouse service, handling and provision of accountancy service provided to TNLS, PTSB, GFLS and TNSWK.	40,000	31,901	40,000

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(5) Flower By The Harbour Sdn Bhd ("FBTHSB")	YWL – 50%	Income from sale of trucks by TNL Group.	1,000	-[6]	1,000
(6) Tiong Wang Movers (JB) Sdn Bhd ("TWMJB")	OYM – 30% OWS – 70% Both OYM and OWS are directors in TWMJB.	Income from rental of office at Lot 30462 Jalan Kempas Baru, Johor provided by TNLS - size of rented premise: 558 sq ft. - frequency of payment: Monthly - tenancy period: Sep'23 – Aug'26	25	3	25
		Transportation and related services, handling, forklift services and trucking provided by TNLS and TNHT.	130	62	130
		Charges payable for transportation and related services such as forwarding, handling, forklifts services, labour, repairs, loading and unloading, maintenance of warehouses provided to TNLS, TNHT and TNS.	1,600	595	1,600

Note 6: There is no sale of trucks by TNL Group.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(7) Trinity Legend Sdn Bhd ("TLSB")	OYN – 50% OWK – 50%	Rent payable for rental of parking lot at Lot PT 28722, Mukim Damansara, Selangor - size of rented premise: 48,420 sq ft. - frequency of payment: Monthly provided to TNHT. - tenancy expired	300	-[7]	300
		Rent payable for rental of parking lot at Lot PT 28689, Mukim Damansara, Selangor - size of rented premise: 144,796 sq ft. - frequency of payment: Monthly provided to TNLS. - tenancy period: tenancy expired	3,500	-[8]	3,500
		Rent payable for rental of parking lot at Lot PT 28721 & 28722, Jalan TP 7/9, Taman Perindustrian UEP, Selangor. - size of rented premise: 265,131 sq ft. - frequency of payment: Monthly provided to TNLS. - tenancy period: tenanct expired	4,000	-[9]	4,000

Note 7 & 8 & 9: The tenancies were expired.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(7) Trinity Legend Sdn Bhd ("TLSB") (Cont'd)		Rent payable for rental of warehouse at Lot PT 28722, Jalan TP 7/9, Taman Perindustrian UEP, Selangor, provided to TNLS. - size of rented premise: 46,500 sq ft. - frequency of payment: Monthly - tenancy expired	1,500	-[10]	1,500
		Rent payable for rental of hostel at Lot PT 28722, Jalan TP 7/9, Taman Perindustrian UEP, Selangor, provided to TNLS. - size of rented premise: 15,000 sq ft. - frequency of payment: Monthly - tenancy expired	150	-[11]	150
		Warehouse services provided to TNLS	10,000	5,693	10,000

Note 10 & 11: The tenancies were expired.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(8) Fastrans Sdn Bhd ("FTSB")	OYN – 70% YKL – 30%	Rent payable for rental of office block at Lot 30462, Kempas, provided to TNLS. - size of rented premise: 260,814 sq ft. - frequency of payment: Monthly - tenancy period: Jan'23 – Mar'34	5,500	1,175	5,500
		Sales of diesel by TNL	10	-[12]	10
		Warehouse services provided to TNLS	6,000	4,045	6,000
(9) Theak Yuan Elektrik Engineering Sdn Bhd ("TYESB")	WSS is a director in TYESB.	Charges payable for construction works provided to FVSB	4,000	-[13]	4,000
		Sales of furniture & fitting to IKSB.	50	-[14]	50

Note 12: There is no sale of diesel by TNL.
Note 13: There is no construction work provided to FVSB.
Note 14: There is no sale of furniture and fitting to IKSB.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(10) Tiong Wang Movers (KL) Sdn Bhd ("TWMKL")	OYM - 49% OYM is a director in TWMKL.	Charge payable for hire of motor vehicle for TNHT.	50	-[15]	50
(11) Attractive Zone Sdn Bhd ("AZSB")	OYN – 55% LYH is a director in AZSB.	Charge payable for project management fee provided by TNP and FVSB.	550	-[16]	550

Note 15: There is no service provided to TNHT.
Note 16: There is no service provided by TNP and FVSB.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(12) GF Equipment Rental Sdn Bhd ("GFER") and the following wholly owned subsidiaries: - GF Forklift Services (Penang) Sdn Bhd ("GFFS") - G-Force Equipment Services Sdn Bhd ("GFES") - Mach 1 Equipment Services Sdn Bhd ("M1ES") - Mach 1 Heavylift & Equipment Sdn Bhd ("M1HE") - Mach 1 Hyster Sdn Bhd ("M1H") - Mach 1 CTS Sdn Bhd ("M1CTS")	OYN – 25% PCS –20% OWK –9% COCV – 9% PCS and OWK are directors in GFER.	Purchase, hire and repair & maintenance of crane and forklifts provided to TNLS, TNS, TNHT and PTSB.	15,500	3,886	15,500
		Income from Rental of warehouse in Shah Alam - size of rented premise: 2,000 sq ft. - frequency of payment: Monthly	150	-[17]	150
		Freight income received from provision of transportation and related services such as forwarding, handling stuffing and unstuffing and sale of diesel provided by TNLS and TNL.	450	745[18]	900
		Disposal of Motor Vehicle by IKSB	300	-[19]	300
		Freight income received from provision of transportation and related services such as forwarding, handling stuffing and unstuffing provided by TNLS.	10	-[20]	10

Note 17: The tenancies ware expired.
Note 18: The higher actual value transacted is due to increase of transportation demand.
Note 19: There is no disposal by IKSB.
Note 20: There is no service provided by TNLS.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(13) Aspirasi Ternama Sdn Bhd ("ATSB")	OYN – 47.5%	Charge payable for project management fee provided by TNP. Project Name: Tiong Nam Industrial Park, Tebrau III	400	-[21]	400
(14) Essential Trinity Sdn Bhd ("ETSB")	PCS – 99% PCS and COCV are the director of ETSB.	Hire and repair & maintenance of crane and forklifts provided to TNLS.	20	-[22]	20
(15) Potential Landscape Sdn Bhd ("PLSB")	OYN – 48% OWK – 12% OYN and OWK are directors in PLSB.	Charge payable for project management fee provided to TNP and FVSB. Project Name: Bukit Mutiara Charge payable for agent commission provided to FVSB.	100 5	-[23] 2	100 5

Note 21: There is no service provided by TNP.
Note 22: There is no service provided to TNLS.
Note 23: There is no service provided to TNP and FVSB

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(16) Ontime Privilege Sdn Bhd ("OPSB")	OYN – 68% YLH – 10% YWL – 3% OYN, YLH and OWK are directors in OPSB.	Charge payable for project management fee provided to TNP. Project Name: Pinewood – KLIA	100	-[24]	100
(17) Real Legend Sdn Bhd ("RLSB")	OYN – 30% OYN is a director in RLSB.	Sales of furniture & fitting to IKSB.	20	-[25]	20
(18) Tajukon Sdn Bhd ("Tajukon")	YLH – 72% YLH is a director in Tajukon.	Provision of construction and maintenance of warehouse to TNLS and JOESB.	5,000	3,358	50,000

Note 24: There is no service provided by TNP.
Note 25: There is no sales of furniture and fitting by IKSB.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(19) Lim Hooy ("LH")	-	Rent payable for rental of hostel (C-08-02) - size of rented premise: 934 sq ft - frequency of payment: Monthly Provided to TNLS. - tenancy period: Jan24 – Dec'28	50	16	50
		Rent payable for rental of hostel (C-09-06) - size of rented premise: 995 sq ft - frequency of payment: Monthly Provided to TNLS. - tenancy period: Jan24 – Dec'28	60	24	60
(20) Nadi Eltra Sdn Bhd ("NESB")	OYN – 88% YKL – 11% OYN and YWL are directors in NESB.	Rent payable for rental of warehouse at HS(D) 274608 PTD 148498, Mukim Plentong provided to TNLS. - size of rented premise: 100,578.82 sq ft. frequency of payment: Monthly	2,000	1,750	2,000

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(21) Wong Engineering Corporation Berhad ("WECB") and the following wholly owned subsidiaries: - Wong Engineering Industries Sdn Bhd ("WEISB)	OYN – Direct 5.09%, Indirect 23.50% YKL – Direct 0.28%, Indirect 23.50% YLH – 19%	Rent payable for rental of warehouse at PT 25, Jalan Hi-Tech 4, Kulim provided to TNLS. - size of rented premise: 105,050 sq ft. frequency of payment: Monthly - tenancy period: July'24 – July'27	3,000	2,521	3,000
The Total Actual Value transacted did not exceed Total Estimated Value by more 10% or more			**168,865**	**72,308**	**225,315**

2.3.2 The nature of transactions with Related Parties of which the Director of the Company, Mr Ong Wei Kuan ("OWK") is a shareholder and a director and therefore has financial interest in the Company are as follows:

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(1) Semangat Forwarding Agent Sdn Bhd ("SFA")	OWK – 5.5 %	Income from rental of offices at: - i) Lot 2 Padang Besar - size of rented premise: 1,000 sq ft. - frequency of payment: Monthly	60	48	60
		ii) Lot 24 Johor Port Pasir Gudang -size of rented premise: 1,000 sq ft. - frequency of payment: Monthly	15	12	15
		iii) D28A, Pelabuhan Tanjung Pelepas -size of rented premise: 1,500 sq ft. - frequency of payment: Monthly	40	-[26]	40
		iv) Lot 5, Port Klang. -size of rented premise: 5,000 sq ft. - frequency of payment: Monthly	200	25	200
		The above office rentals are provided by TNLS and GFLS.			
		Freight income received provided by TNLS.	100	68	100

Note 26: The tenancy was expired.

Transacting Party	**Shareholders/ % in Equity Interest**	**Nature of Transaction**	**Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000**	**Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000**	**Estimated value of transactions from 22.8.2026 to next AGM RM'000**
(1) Semangat Forwarding Agent Sdn Bhd ("SFA") (Cont'd)		Charges payable for forwarding, custom clearance and related services, telephone, handling, stuffing and unstuffing, postages and travelling charges by TNLS and GFLS.	13,700	6,913	13,700
(2) Dynamic Tyre Sdn Bhd ("DT")	OWK – 7 %	Income from rental of warehouse at Lot 30462 Jalan Kempas Baru, Johor Bahru provided by TNLS. -size of rented premise: 4,000 sq ft. - frequency of payment: Monthly	90	72	90
		Income from labour charges/freight income received from transportation services provided by TNLS.	15	7	15
		Charges payable for purchases of tires and accessories by TNLS, BPSB, FEWLSB, FFSB, PESB, SASB, TNLSB and TNHT.	6,000	5,436	6,000

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(3) Vyos Technology Sdn Bhd ("VTSB")	OWK – 7 %	Income from rental of offices at i) Lot 30462 Jalan Kempas Baru, Johor Bahru -size of rented premise: 3,600 sq ft. - frequency of payment: Monthly	80	-[27]	80
		ii) Lot 204, Lion Industrial park, Shah Alam -size of rented premise: 2,500 sq ft. - frequency of payment: Monthly both provided by TNLS	40	-[28]	40
		Income from telephone and telex services provided by GFLS.	5	-[29]	5
		Charges payable for information technology services provided to TNLS, BPSB, JBSB, JOESB, FVSB, PTSB, PESB, TNLSB, TNS, TNHT, TNL, TNTR, TNTTSB, TNR, FEWLSB, FFSB, SASB, TNCD and GFLS.	1,800	-[30]	1,800

Note 27 & 28: The tenancy was expired.
Note 29: There is no service provided by GFLS.
Note 30: There is no service provided to TNLS, BPSB, JBSB, JOESB, FVSB, PTSB, PESB, TNLSB, TNS, TNHT, TNL, TNTR, TNTTSB, TNR, FEWLSB, FFSB, SASB, TNCD and GFLS.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(4) TN Engineering Sdn Bhd ("TNE") and the following subsidiaries: - Power Auto Marketing Sdn Bhd ("PAM") (70%)	OWK – 10 %	Income from freight and sale of diesel provided by TNLS and TNL respectively.	390	287	390
		Income from rental of warehouse and showroom, office and service center at i) Lot 203D, Gebeng Industrial Estate, Kuantan, provided by TNLS - size of rented premise: 1,000 sq ft. - frequency of payment: Monthly	58	36	58
		ii) Plot 112E, Bukit Mertajam, Seberang Perai, provided by TNLS - size of rented premise: 1,000 sq ft. - frequency of payment: Monthly	21	-[31]	21
		iii) PTD 56039, Jalan Kempas Lama, Johor, provided by TNLS - size of rented premise: 6,862 sq ft. - frequency of payment: Monthly	120	-[32]	120
		iv) Lot 92, 93, 94 & 240, Shah Alam, provided by TNLS - size of rented premise: 27,137 sq ft. - frequency of payment: Monthly	1,000	-[33]	1,000

Note 31, 32 & 33: The tenancy was expired.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(4) TNE and the following subsidiaries: - PAM (70%) (Cont')		v) Lot 204, Shah Alam, provided by TNLS - size of rented premise: 1,826.13 sq ft. - frequency of payment: Monthly	70	-[34]	70
		Charges payable for repairs and maintenance services of lorries (including smash repairs), forklifts, mobile cranes and motor vehicles rendered to TNLS, BPSB, FEWLSB, FFSB, PTSB, PESB, SASB, TNLSB and TNHT.	8,700	6,073	8,700
(5) TN Engineering (SA) Sdn Bhd ("TNESA")	OWK – 8 %	Income from freight and sale of diesel provided by TNLS and PTSB.	120	-[35]	120
		Income from rental of service centers and hostel at i) Lot 92, 93, 94 & 240, Shah Alam - size of rented premise: 27,137 sq ft. - frequency of payment: Monthly	750	-[36]	750

Note 34: The tenancy was expired
Note 35: There is no freight and sale of diesel provided by TNLS and PTSB.
Note 36: The tenancy was expired.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(5) TN Engineering (SA) Sdn Bhd ("TNESA") (Cont')		ii)Lot 204, Shah Alam, - size of rented premise: 1,826.13 sq ft. - frequency of payment: Monthly both provided by TNLS	20	-[37]	20
		Charges payable for repairs and maintenance services of lorries (including smash repairs), forklifts, mobile cranes, motor vehicles and compressor rendered to TNLS, BPSB, FEWLSB, FFSB, PTSB, PESB, SASB, TNLSB, TNHT and TNTTSB.	1,200	-[38]	1,200
(6) TN Fabrication Assembly & Engineering Works Sdn Bhd ("TNFA")	OWK – 7 %	Income from freight provided by TNLS.	50	-[39]	50
		Charges payable for purchases of trailers and trucks accessories by TNL Group.	3,075	-[40]	3,075

Note 37: The tenancy was expired.
Note 38: There is no service provided to TNLS, BPSB, FEWLSB, FFSB, PTSB, PESB, SASB, TNLSB, TNHT and TNTTSB.
Note 39: There is no service provided by TNLS.
Note 40: There is no purchase of trailers and truck accessories by TNL Group.

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(7) M Plus Hotel Sdn Bhd ("MPHSB")	OWK – 50% OWK is a director in MPHSB.	Sales of furniture & fitting to IKSB.	10	-[41]	10
(8) Alpine Moments Sdn Bhd ("AMSB")	OYN – 50% OWK – 50% OYN and OWK are directors in AMSB.	Rent payable for rental of Bungalow House at No 6, Jalan Sebana 1/8, Sebana Cove, Bandar Pengerang - size of rented premise: 8,083 sq ft - frequency of payment: Monthly Provided to IKSB.	15	-[42]	15
The Total Actual Value transacted did not exceed Total Estimated Value by 10% or more			**37,744**	**18,977**	**37,744**

Note 41: There is no sale of furniture & fitting to IKSB.
Note 42: The tenancy was expired.

2.3.3 The nature of transactions with a Related Party of which the Director of the Company, Mr Chang Chu Shien ("CCS") is a shareholder and a director and therefore has financial interest in the Company are as follows:

Transacting Party	Shareholders/ % in Equity Interest	Nature of Transaction	Estimated Value disclosed in preceding year's Circular to Shareholders dated 25.7.2025 RM'000	Actual Value transacted from date of last AGM on 23.8.2025 to latest practicable date (30.6.2026) RM'000	Estimated value of transactions from 22.8.2026 to next AGM RM'000
(1) Straits View Hotel Sdn Bhd	CCS – 20.49% CCS is a director in Straits View Hotel Sdn Bhd	Rent payable for rental of a general warehouse at (i) Lot 2-43 & 2-45, Lion Industrial Park, Shah Alam. - size of rented premise: 46,866 sq ft. - frequency of payment: Monthly - tenancy period: Sep20 – Aug23, Sep23 – Aug 26	920	823	920
		(ii) Lot 2-13, Lion Industrial Park, Shah Alam. - size of rented premise: 34,197 sq ft. - frequency of payment: Monthly - tenancy period: Jul22 – Jun 25 both provided to TNLS	610	562	610
The Total Actual Value transacted did not exceed Total Estimated Value by 10% or more			**1,530**	**1,385**	**1,530**

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2.4 AMOUNT DUE OR OWING TO TNL GROUP BY RELATED PARTIES

As at 31 March 2026, the amount due or owing by related parties under the recurrent transactions which exceeded the credit terms are as follows: -

Related Party	Amount due which exceeded the credit terms (“Overdue Sum”) (RM’000)			
	≤ 1 year	> 1 years to 3 years	> 3 years to 5 years	> 5 years
Linocraft Printers Sdn Bhd (“LPSB”)	167	-	-	-
GF Forklift Services (Penang) Sdn Bhd (“GFFS”)	12	-	-	-
GF Equipment Rental Sdn Bhd (“GFER”)	2	-	-	-
Semangat Forwarding Agent Sdn Bhd (“SFA”)	3	-	-	-
Tiong Wang Movers (JB) Sdn Bhd (“TWMJB”)	6	-	-	-
TN Engineering Sdn Bhd (“TNE”)	59	-	-	-

There is no late payment charge imposed by the Group for the above overdue trade receivables as a gesture of goodwill taking into consideration the on-going relationship between the parties. The management monitors and analyses the outstanding debts on a regular basis and follows up on the status of the case and will take appropriate action to recover outstanding amounts. The Board is aware of the outstanding amount that exceeds the credit period and opined those outstanding debts exceeding the credit period do occur in the normal course of business and is of the opinion that there will be no recoverable issue as the related parties are the Group’s long trading partners with good credit standing. The amounts owing by LPSB, GFFS, GFER, SFA, TWMJB & TNE have been fully settled in June 2026.

The Board has instructed the management to monitor and follow up on related parties’ collection. The Group will continue its policy to recover outstanding debts by regular contact and phone calls with the debtors, including related parties, failing to initiate legal action to recover the debts.

2.5 METHODS OR PROCEDURES ON WHICH TRANSACTIONS PRICES ARE DETERMINED AND REVIEW PROCEDURES FOR RRPT

The Group has established the following procedures to ensure that the RRPT are undertaken at arm’s length basis and on normal commercial terms consistent with the Group’s usual business practices and policies, which are generally no more favourable to the Related Parties than those generally available to the public and are not detrimental to TNL’s minority shareholders.

These procedures include the following:

(i) All companies within the Group have been informed of the definition of Related Party(ies) and that all RRPT are required to be undertaken on an arm length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public;

(ii) All RRPT are necessary for day-to-day operations. Where practical and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities would be used as comparison, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and or quantities. The rental is determined based on per square foot basis at prevailing market rates after taking into consideration of the building structural conditions and is on terms that are not more favourable to the Related Party than those generally available to the public and not detrimental to the minority shareholders. Where it is impractical to obtain quotation or comparative pricing from unrelated third party, the transaction should be transacted at the usual commercial terms (including where appropriate usual preferential rates and discounts) and otherwise in accordance with applicable industry norms. Preferential rates and discounts shall be considered based on volume and total value of transactions per month;

(iii) Where applicable, the terms of the pricing of the RRPT will be consistent with the Group's usual business practices and policies and will take into consideration the terms and conditions, level of service and expertise required, quality, reliability and consistency of products and services as compared with the prevailing market rate of prices and general practices by other service providers of similar capacity and capability;

(iv) All RRPT will be reviewed by the Audit Committee of the Company on a quarterly basis. Any member of the Audit Committee may as he deems fit, request for additional information pertaining to the RRPT from independent sources or advisers;

(v) The Audit Committee shall review procedures, and shall continue to review the procedures, as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate;

(vi) The annual internal audit plan shall incorporate procedures to ensure that the RRPT has been entered into in accordance with the review procedures. Any divergence will be reported to the Audit Committee;

(vii) If a member of the Board or the Audit Committee has an interest in the transaction, he will abstain from any decision making by the Board or the Audit Committee in respect of the transaction; and

(viii) There is no specific threshold for approval of RRPT. However, all RRPT are approved by authorised senior executives such as Chief Operating Officer, Chief Financial Officer and General Managers who are having authority and responsibility for planning, directing and controlling the activities of the entity directly or indirectly.

2.6 DISCLOSURE

Disclosure will be made in accordance with Section 3.1.5 of the Practice Note No. 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the Recurrent Related Party Transactions made during the financial year, amongst others, based on the following information: -

(i) the type of RRPT; and
(ii) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company,

in the Company's Annual Report pursuant to the Proposed Shareholders' Mandate and in the Annual Reports for the subsequent financial years that the Proposed Shareholders' Mandate continues to be in force.

2.7 AUDIT COMMITTEE STATEMENT

The Audit Committee members are Madam Tan Chuan Gor, Mr Mok Juan Chek and Mr Chen Kuok Chin.

The Audit Committee has seen and reviewed the procedures and prices of the RRPT and is satisfied that the RRPT are carried out on terms not more favourable to the Related Parties than those generally available to the general public and are not detrimental to the minority shareholders. The Audit Committee is satisfied with the guidelines in relation to RRPT and that the procedures in Section 2.5 are sufficient to ensure that the RRPT are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders.

The Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner. The Audit Committee shall review the RRPT at least once a year and also review the established guidelines and procedures to ascertain their compliance. If during the periodic reviews, the Audit Committee is of the opinion that the guidelines and procedures are not sufficient to ensure that the RRPT:

(i) will be conducted on an arm's length basis;
(ii) are on normal commercial terms in the ordinary course of business;
(iii) are not more favourable to the Related Parties than those generally available to the public;
(iv) are not more prejudicial to the interests of shareholders; and
(v) are not detrimental to the interests of minority shareholders,

the Company will seek a fresh mandate based on new guidelines and procedures.

3. RATIONALE AND BENEFITS

The Group has long standing business relationship of between one (1) to thirty (30) years with the Related Parties. The principal activities of the Group are the provision of total logistics services, transportation, forwarding, handling stuffing and unstuffing, general and bonded warehouse services, container haulage services, coldroom facilities and sale of diesel, NGV gas and accessories and property development. The Group outsources forwarding services, repair and maintenance services (including smash repairs), purchase of tires and tubes, spare parts, accessories and trailers for trucks and related accessories, information technology services on software and hardware, customization of logistics, total logistics and warehouse management systems to the mandated Related Parties to ensure that such services are provided efficiently to our customers. Conversely, our Group also provides rental of offices and warehouses, freight and labour services and sale of used trucks to these related parties.

The obtaining of the Proposed Shareholders' Mandate on an annual basis will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when the RRPT with mandated Related Parties arise thereby reducing substantially administrative time, inconveniences and expenses associated with convening such meetings.

The transactions with mandated Related Parties over the last one (1) to thirty (30) years have benefited the Group substantially as the mandated Related Parties have introduced to the Group their customers in Singapore and Peninsular Malaysia for total logistics services, transportation, forwarding, handling stuffing and unstuffing, general and bonded warehouse facilities, coldroom facilities, project cargo facilities and container haulage facilities for mutual benefits. These transactions have enhanced the revenue and services provided by the Group and have enable the Group to continue to expand its customer base and thereby expand its total logistics services, transportation, forwarding, handling stuffing and unstuffing, general and bonded warehousing services, coldroom facilities, project cargo facilities and container haulage facilities.

4. FINANCIAL EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE AND RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate and Renewal of Shareholders' Mandate is not expected to have any effect on the issued and paid-up share capital of the Company but is expected to have a positive effect on the earnings and the net assets of the Group for the FYE 31 March 2027 as a result of an increase in revenue and also increase in number of customers.

5. CONDITION OF THE PROPOSED NEW SHAREHOLDERS' MANDATE AND RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate and Renewal of Shareholders' Mandate is subject to the approval of the shareholders of the Company to be obtained at the forthcoming AGM.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed in Section 2.3 above, none of the other Directors, Major Shareholders and/or persons connected to them has any interest, direct or indirect, in the Proposed Shareholders' Mandate. The interested Directors and interested Major Shareholders, Mr. Ong Yoong Nyock and Madam Yong Kwee Lian, and interested Directors, Mr. Ong Wei Kuan and Ms Christina Ong Chu Voon will abstain from voting on Resolution 6 and Resolution 7 respectively in the Proposed Shareholders' Mandate in respect of their direct or indirect shareholdings in the Company at the forthcoming AGM.

The interested Director, Mr. Chang Chu Shien will abstain from voting on Resolution 8 respectively in the Proposed Shareholders' Mandate in respect of their direct or indirect shareholdings in the Company at the forthcoming AGM.

In addition, the said interested Directors and interested Major Shareholders have undertaken to ensure that persons connected to them as disclosed in 2.3.1, from page 16 to page 33 of this Circular, Mr. Ong Yong Meng and Mr. Ong Weng Seng, who are brothers of Mr. Ong Yoong Nyock; and Madam Yong Wei Lian, who is sister of Madam Yong Kwee Lian; and Mr. Pan Chee Seng, who is husband of Madam Yong Wei Lian, and Mr. Wong Swee Siong, who is brother-in-law of Madam Yong Kwee Lian, will abstain from voting on Resolution 6 deliberating or approving on the Proposed Shareholder's Mandate in respect of their direct or indirect shareholdings in the Company at the forthcoming AGM.

The interested Director, Mr. Ong Wei Kuan has undertaken that he will ensure that the persons connected with him abstain from voting on the Resolution 7 deliberating or approving on the Proposed Shareholders' Mandate in respect of their direct or indirect shareholdings in the Company at the forthcoming AGM.

The interested Director, Mr. Chang Chu Shien has undertaken that he will ensure that the persons connected with him abstain from voting on the Resolution 8 deliberating or approving on the Proposed Shareholders' Mandate in respect of their direct or indirect shareholdings in the Company at the forthcoming AGM.

The interested major shareholder, TNTT Realty Sdn Bhd, will abstain from voting in respect of its direct and/or indirect shareholdings at the forthcoming AGM in respect of the resolution in which it has an interest as particularized in Section 2.3.

TNTT Realty Sdn Bhd has undertaken that they will ensure that persons connected with them as particularized in Section 2.3 will abstain from voting in respect of their direct and/or indirect shareholdings at the forthcoming AGM in respect of the resolution deliberating or approving in which they have an interest.

The aforesaid interested Directors have abstained and will continue to abstain from Board of Directors' deliberation and voting on the Board Resolution in relation to the Proposed Shareholders' Mandate.

The direct and indirect shareholdings of the interested Directors, Major Shareholders, Mr. Ong Weng Seng, Mr. Ong Yong Meng, Madam Yong Wei Lian, Mr. Pan Chee Seng, and Mr. Wong Swee Siong in the Company as at 30 June 2026 are as follows: -

Interested Director(s) / Major Shareholder(s) and/or Person Connected to them	**←── Direct ──→**		**←── Indirect ──→**	
	No. of Shares	**%**	**No. of Shares**	**%**
Ong Yoong Nyock [(a)]	128,601,180	25.02	145,898,865 [(a)]	28.38
Yong Kwee Lian [(b)]	6,650,000	1.29	267,850,045 [(b)]	52.10
Ong Wei Kuan	255,000	0.05	-	-
Chang Chu Shien	2,080,000	0.41	-	-
TNTT Realty Sdn Bhd	121,095,415	23.56	-	-
Ong Weng Seng	153,750	0.03	-	-
Ong Yong Meng	768,914	0.15	-	-
Yong Wei Lian	-	-	-	-
Pan Chee Seng [(c)]	-	-	[(c)] -	-
Wong Swee Siong	721,620	0.14	-	-
Lim Hooy	940,642	0.18	-	-

The direct and indirect shareholdings of the Directors of the Company as at 30 June 2026 are as follows:

Director(s)	Direct No. of Shares	Direct %	Indirect No. of Shares	Indirect %
Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan	765,000	0.15	-	-
Ong Yoong Nyock [(a)]	128,601,180	25.02	145,898,865 [(a)]	28.38
Yong Kwee Lian [(b)]	6,650,000	1.29	267,850,045 [(b)]	52.10
Ong Wei Kuan	255,000	0.05	-	-
Chang Chu Shien	2,080,000	0.41	-	-
Christina Ong Chu Voon	-	-	-	-
Chen Kuok Chin [(d)]	-	-	1,226,700	0.24
Tan Chuan Gor	-	-	-	-
Law Tik Long	45,400	*	-	-
Mok Juan Chek	30,000	*	-	-

Notes: -
* *Negligible*
(a) *Deemed interested by virtue of his substantial shareholdings in TNTT Realty Sdn Bhd, Renitrans Sdn Bhd and Tiong Nam Holdings Sdn Bhd and the shareholdings of his spouse, Madam. Yong Kwee Lian and his child, Mr Ong Wei Kuan.*
(b) *Deemed interested by virtue of her substantial shareholdings in TNTT Realty Sdn Bhd, Renitrans Sdn Bhd and Tiong Nam Holdings Sdn Bhd and the shareholdings of her spouse, Mr. Ong Yoong Nyock and his child, Mr Ong Wei Kuan.*
(c) *Deemed interested by virtue of the shareholdings of his spouse, Madam. Yong Wei Lian.*
(d) *Deemed interested by virtue of the shareholdings of his spouse, Ms Winnie Wong Lin Lin*

7. RECOMMENDATION OF DIRECTORS

Having considered all aspects of the Proposed Shareholders' Mandate, our Board (save for Mr. Ong Yoong Nyock, Madam Yong Kwee Lian, Mr Ong Wei Kuan, Ms Christina Ong Chu Voon and Mr. Chang Chu Shien, who are interested parties in their respective RRPT) is of the opinion that the Proposed New Shareholders's Mandate Renewal of Shareholders' Mandate for RRPT of the revenue or trading nature are fair, reasonable and in the best interest of the Company.

Accordingly, our Board (save for Mr. Ong Yoong Nyock, Madam Yong Kwee Lian, Mr Ong Wei Kuan, Ms Christina Ong Chu Voon and Mr. Chang Chu Shien, who are interested parties in their respective RRPT) recommends that you vote in favour of the Proposed New Shareholders's Mandate and Renewal of Shareholders' Mandate for the Recurrent Related Party Transactions.

8. ANNUAL GENERAL MEETING ("AGM")

The 37th AGM will be held at Lot 30462, Jalan Kempas Baru, 81200 Johor Bahru, Johor Darul Takzim, Malaysia on Saturday, 22 August 2026 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon so as to arrive at the Tricor office not less than forty-eight (48) hours before the time set for the AGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are advised to refer to **Appendix I** for further information.

Yours faithfully
for and on behalf of the Board of Directors
TIONG NAM LOGISTICS HOLDINGS BERHAD

TAN CHUAN GOR
Independent Non-Executive Director

APPENDIX I – GENERAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by TNL and its subsidiaries during the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION

All material litigation, claims or arbitration involving the Company and/or any of its subsidiaries, including those pending or threatened against such corporations has been disclosed.

(i) Terminal Perintis Sdn Bhd vs TNH Maju Sdn Bhd (f.k.a. Tan Ngee Hong Construction Sdn Bhd)

Tiong Nam Logistics Holdings Berhad ("**Company**") wishes to announce that its wholly owned subsidiary Terminal Perintis Sdn Bhd ("**TPSB**") had, on 10 June 2016 made a filing of statement of defence and counter claim in the matter of arbitration initiated by Tan Ngee Hong Construction Sdn Bhd ("**Contractor**") regarding the alleged losses and damages pertaining to, inter alia the termination of Agreement and Conditions of PAM Contract 2006 ("**Contract**") dated 23 December 2014 ("**Arbitration**").

On 23 December 2014, TPSB and the Contractor (as main contractor) entered into the Contract the Proposed Mixed Commercial Strata Development of 1 block of Service Apartment, 1 block of 22 storey Hotel, 5 Storey Podium Carpark inclusive of 2 storey basement, 19 lot retail space, management office, refuse chamber, 1 unit Stesen Suis Utama (SSU) and 1 unit Guard House for the development of the Pinetree Marina Resort at Johor Bahru, Johor Darul Ta'zim ("**Project**").

Malayan Banking Berhad ("**MBB**") has agreed to guarantee the due performance of the Project by the Contractor via bank guarantee for Performance Bond No. 99080BGP6052351 dated 28 August 2014 ("**BG**").

On 18 August 2015, TPSB exercised its rights pursuant to clause 25.1 of the Contract to determine the Contract between TPSB and the Contractor.

Subsequently, TPSB served a letter of demand to MBB requesting the release of payment amounting to RM 15,738,100.00 pursuant to the BG.

MBB has on 25 September 2015 remitted the said amount to TPSB.

On 1 October 2015, the Contractor serves TPSB an Originating Summons No. 24NCvC-613 - 09/2015 dated 1 October 2015 together with a sealed copy of the Ex Parte Order dated 27 September 2015 by the Contractor through its solicitors, Messrs. Tan Swee Im, P.Y. Hoh & Tai to order TPSB to either pay back the sum received to MBB, or place the sum received on trust and in favour of the Contractor until further notice from the Court.

On 28 January 2016, the High Court dismissed Contractor's application and set-aside the Ex Parte Order dated 27 September 2015 with costs of RM 8,000 to TPSB.

The alleged claim from the Contractor under this Arbitration amounting to RM 56,897,448.58, which among other includes request to refund RM 15,738,100 on the above-mentioned BG, contained within its Point of Claim filed on 22 April 2016.

TPSB has filed in its Defence and Counterclaim amounting to RM 82,883,326.60 being costs and expenses incurred by TPSB due to the substantial delay caused by the Contractor, in accordance with the terms and conditions of the Contract ("**Counter Claim**").

The initial hearing dates are on 4 Jan 2017 to 6 Jan 2017, 9 Jan 2017 to 13 Jan 2017, 16 Jan 2017 and 17 Jan 2017. This hearing date has been postponed to 13 April 2017, 14 April 2017, 2 May 2017, 3 May 2017, 4 May 2017, 5 May 2017, 8 May 2017, 9 May 2017, 11 May 2017, 12 May 2017, 15-19 May 2017 and 28-30 June 2017.

The hearing date has been postponed pending the decision of an appeal case of a similar nature which is a judicial precedent to this case with the consent from the Arbitrator.

As advised by the TPSB's solicitors, the Company is of the view that the TPSB has a reasonably good chance of succeeding in defending the claim by the Contractor and a reasonable chance of succeeding in the Counter Claim. This assessment is based on the legal issues and is subject to TPSB establishing that the delay was due to the Contractor which will be assessed at a later stage. The Company does not foresee that the alleged claim from the Contractor will have any material impact on the operational position of the Company.

The total cost of investment by the Company in TPSB is RM 5,000,000.

The Claim and Counter Claim represent approximately 12% and 18% respectively of the net assets of the Tiong Nam Logistics Holdings Berhad Group as at 31 March 2015.

The Company does not foresee that the alleged claim from the Contractor and the Counter Claim will have any material impact on the operational position of the Company.

Arbitration proceeding are presently stopped as the Contractor is in liquidation and there is no update from the Liquidator whether to proceed the Arbitration. There is no hearing date fixed by both TPSB and the Contractor.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the Company's Registered Office at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80888 IIBD, Johor Darul Takzim, Malaysia during normal business hours between Mondays to Fridays (except for public holidays) from the date of this Circular up to and including the date of the AGM;

(i) the Constitution of TNL;

(ii) the audited consolidated accounts of the TNL Group for the past two (2) financial years ended 31 March 2025 and 31 March 2026, the latest unaudited results since the last audited financial statement for year ended 31 March 2026;

(iii) Latest Quarterly Results for the Quarter ended 31 March 2026; and

(iv) the relevant cause papers in respect of the material litigation mentioned above for inspection.