



TCS GROUP HOLDINGS BERHAD
(Registration No. 201901004613 (1313940-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of TCS GROUP HOLDINGS BERHAD (“TCS” or the “Company”) will be held as a fully virtual meeting through live streaming and online voting via Remote Participating and Voting (“RPV”) facilities provided by Agmo Digital Solutions Sdn Bhd via its website at <https://web.vote2u.my> from the broadcast venue at TCS’s corporate office, Boardroom, No 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610, Jenjarom, Selangor Darul Ehsan, on Monday, 1 April 2024 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 243,600,000 NEW ORDINARY SHARES IN TCS (“TCS SHARES” OR “SHARES”) (“RIGHTS SHARES”) AT AN ISSUE PRICE OF RM0.12 PER RIGHTS SHARE (“ISSUE PRICE”) ON THE BASIS OF TWO RIGHTS SHARES FOR EVERY FIVE EXISTING TCS SHARES HELD BY THE ORDINARY SHAREHOLDERS OF TCS AS AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD OF DIRECTORS OF TCS (“BOARD”) (“ENTITLEMENT DATE”) (“ENTITLED SHAREHOLDERS”), TOGETHER WITH UP TO 146,160,000 FREE DETACHABLE WARRANTS IN THE COMPANY (“WARRANTS B”) ON THE BASIS OF THREE WARRANTS B FOR EVERY FIVE RIGHTS SHARES SUBSCRIBED FOR (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)

THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties being obtained, the Board be and is hereby authorised to:

- (i) provisionally allot and issue by way of a renounceable rights issue of up to 243,600,000 Rights Shares at the Issue Price on the basis of two Rights Shares for every five existing TCS Shares held by the Entitled Shareholders, together with up to 146,160,000 free detachable Warrants B on the basis of three Warrants B for every five Rights Shares subscribed for and on such terms and conditions and in such manner as the Board may determine; and
- (ii) to allot and issue such number of new TCS Shares credited as fully paid-up to the holders of the Warrants B pursuant to the exercise of Warrants B during the tenure of the Warrants B in accordance with the provisions of the deed poll constituting the Warrants B to be executed by TCS;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion on such basis as it may deem fit or expedient and in the best interests of the Company;

THAT the Rights Shares, Warrants B and new TCS Shares to be issued pursuant to the exercise of the pursuant to the exercise of the Warrants B shall be listed on the ACE Market of Bursa Malaysia Securities Berhad;

THAT the proceeds of the Proposed Rights Issue with Warrants be used for the purposes as set out in the Circular to shareholders dated 12 March 2024 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company;

THAT any fractional entitlements arising from the Proposed Rights Issue with Warrants be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion deem fit or expedient to minimise the incidents of odd lots and in the best interest of the Company;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient to undertake, implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments, and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants to implement and give full effect to the Proposed Rights Issue with Warrants;

THAT the Rights Shares shall rank equally in all respects with the then existing issued TCS Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Rights Shares.

THAT the new TCS Shares to be issued pursuant to the exercise of the Warrants B shall rank equally in all respects with the then existing issued TCS Shares, save and except that the holders of such new TCS Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of such new TCS Shares;

AND THAT this Ordinary Resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an agreement, option or offer and shall continue in full force and effect until the Rights Shares together with the Warrants B to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been allotted and issued under the terms of the Proposed Rights Issue with Warrants.

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ISSUED BY THE SECURITIES COMMISSION MALAYSIA (“SC”) TO DATO’ IR. TEE CHAI SENG (“DATO’ TEE”) AND PERSON ACTING IN CONCERT WITH HIM (“PAC”), FROM THE OBLIGATION TO UNDERTAKE A MANDATORY OFFER FOR THE REMAINING TCS SHARES AND WARRANTS B NOT ALREADY OWNED BY THEM (“MANDATORY OFFER”) UNDER THE PROPOSED RIGHTS ISSUE WITH WARRANTS (“PROPOSED EXEMPTION”)

THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained, including such conditions as may be imposed by the SC, approval be and is hereby given to Dato’ Tee and his PAC, to be exempted from the obligation to undertake the Mandatory Offer as a result of the Company undertaking the Proposed Rights Issue with Warrants;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Exemption with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Exemption.

By Order of the Board
Tan Tong Lang (MAICSA 7045482/ SSM PC No. 202208000250)
Ang Wee Min (MAICSA 7076022/ SSM PC No. 202208000334)
Company Secretaries
Kuala Lumpur

Date: 12 March 2024

NOTES:

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at the virtual EGM using RPV Facilities provided by Agmo Digital Solutions Sdn Bhd via its online website at <https://web.vote2u.my>.
2. A member of the Company entitled to participate and vote at the EGM is entitled to appoint one or more proxies to participate and vote in his/ her stead. A proxy may but need not be a member of the Company.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint for each Omnibus Account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/ her attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s share registrar’s office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur; W.P. Kuala Lumpur not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting, at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid, PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority. The lodging of the Form of Proxy shall not preclude you from participating, speaking and voting at the EGM using the RPV Facilities should you subsequently wish to do so.
7. For the purpose of determining a member who shall be entitled to participate in the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a Record of Depositors as at 21 March 2024. Only members whose name appears on the Record of Depositors as at 21 March 2024 shall be entitled to participate in the said meeting or appoint proxies to participate and/or vote on his/her behalf.
8. The resolutions set out in this Notice of Meeting will be put to vote by poll.

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

EXTRAORDINARY GENERAL MEETING OF TCS GROUP HOLDINGS BERHAD (“EGM”)

- Date and Time** : Monday, 1 April 2024 at 10.00 AM
- Virtual meeting accessible at** : Remote Participating and Voting facilities (“RPV”) provided by Agmo Digital Solutions Sdn Bhd via its website at <https://web.vote2u.my>
- Domain Registration Numbers with MYNIC** : D6A471702

The EGM will be held virtually through live streaming and online voting using the RPV.

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 21 March 2024 (and holders of proxy for those shareholders whose names appear on the Record of Depositors as at 21 March 2024 who has appointed a proxy) to participate in the virtual EGM and vote remotely at this EGM. In line with the Practice 12.3 of the Malaysian Code on Corporate Governance, this virtual EGM will facilitate greater shareholder’s participation (including posing questions to the Board of Directors and/or Management of the Company) and vote at the EGM without being physically present at the venue. For shareholders who are unable to participate in this virtual EGM, you may appoint proxy(ies) or the Chairman of the EGM as your proxy to attend and vote on your behalf at the EGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. (“AGMO”) via its **Vote2U Online** website at <https://web.vote2u.my>.

PROCEDURES TO PARTICIPATE IN THE RPV

Please follow the Procedure to participate in the RPV as summarised below:

BEFORE EGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U Online	<p>The registration will open from the day of notice.</p> <ol style="list-style-type: none">Access website at https://web.vote2u.my.Click “Sign Up” to sign up as a user.Read the ‘Privacy Policy’ and ‘Terms & Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ on a small box <input type="checkbox"/>. Then click “Next”.*Fill-in your details (note: create your own password). Then click “Continue”.Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Click “Submit” to complete the registration.

		<p>g. Your registration will be verified and an email notification will be sent to you. Please check your email.</p> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address to ensure it is keyed-in correctly. *Remember the password you have keyed-in.</p>
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B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Proxy Form in hardcopy	<p>The closing time to submit your hardcopy of the Proxy Form is at 10.00 a.m., 30 March 2024.</p> <p>a. *Fill-in details on the hardcopy of the Proxy Form and ensure the following information is provided:</p> <ul style="list-style-type: none"> o MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the proxy o *Email address of the proxy <p>b. Submit/Deposit the hardcopy of the Proxy Form to Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur.</p> <p><u>Note:</u> After verification, an email notification will be sent to the proxy and the proxy will be given a temporary password. The proxy could use the temporary password to log in to Vote2U Online.</p> <p>*Check the email address of the proxy to ensure that it is written down correctly.</p>

Shareholders who appoint proxy(ies) to participate the virtual EGM must ensure that the hardcopy of the Proxy Form is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.

ON EGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
i.	Login to the virtual meeting portal - Vote2U Online & watch live streaming.	<p>The Vote2U Online portal will open for log in starting from 9.00 a.m., 1 April 2024, one (1) hour before the commencement of the EGM.</p> <ol style="list-style-type: none">Login with your email and password.Select the General Meeting event (for example, "TCS EGM").Check your details.Click "Watch Live" button to view the live streaming.

B: ASK QUESTION

Individual Shareholders & Proxies

	Description	Procedures
i.	Ask Question during EGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none">Click "Ask Question" button to post question(s).Type in your question and click "Submit". <p>The Chairman / Board of Director will endeavour to respond to questions submitted by remote shareholders and proxies during the EGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click "Confirm Details & Start Voting".To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions.To change your vote, click "Back" and select another voting choice.After you have completed voting, a voting summary page will appear to show all the resolutions with your voting choices. Click "Confirm" to submit your vote. <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.31A of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. Poll administrator and independent scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-voucher or food voucher given at the EGM.

Enquiry

- a. For enquiries relating to the general meeting, please contact the Company's **Share Registrar** during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) at the email address below:

Email: admin@aldpro.com.my

- b. For enquiries relating to the RPV Facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9.00 a.m. to 5.00 p.m.) on Mondays to Fridays (except public holidays) at the contact details below:

Telephone Number: 03-7664 8520 / 03-7664 8521

Email: vote2u@agmostudio.com