



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

**NOTICE OF FIFTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting ("5th AGM") of 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 Group Holdings Berhad's corporate office at Boardroom, No 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor Darul Ehsan, Malaysia, on Wednesday, 12 June 2024 at 10.00 a.m., or at any adjournment thereof, to transact the following businesses:-

**AS ORDINARY BUSINESS:**

- To receive the audited financial statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon. (Please refer to Note 1 of the Explanatory Notes)
- To re-elect the following Directors who are retiring pursuant to Clause 105(1) of the Company's Constitution and who being eligible, have offered themselves for re-election:
  - Dato' Seri Ir. Mohamad Othman Bin Zainal Azim Ordinary Resolution 1
  - Ooi Guan Hoe Ordinary Resolution 2 (Please refer to Note 2 of the Explanatory Notes)
- To ratify and approve the additional payment of Directors' fees and other benefits payable amounting to RM26,000 which was in excess of the earlier approved amount of RM200,000 from the 4th Annual General Meeting ("AGM") up to the conclusion of the 5th AGM. Ordinary Resolution 3 (Please refer to Note 3 of the Explanatory Notes)
- To approve the payment of Directors' fees and other benefits payable of up to RM250,000 for the period commencing from 5th AGM up to the conclusion of the 6th AGM of the Company. Ordinary Resolution 4
- To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

**AS SPECIAL BUSINESS:**

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

- Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016** Ordinary Resolution 6 (Please refer to Note 4 of the Explanatory Notes)  
 "THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued share of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.  
 AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 61 of the Company's Constitution, the shareholders of the Company by approving this resolution are deemed to have waived their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company."
- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** Ordinary Resolution 7 (Please refer to Note 5 of the Explanatory Notes)  
 "THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries (collectively, "TCS Group" or "Group") to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.2 of the Circular to Shareholders dated 26 April 2024 for the purposes of Rule 10.09, Chapter 10 of the ACE Market Listing Requirements ("Listing Requirements") of Bursa Securities, subject to the following:
  - the transactions are necessary for the day-to-day operations of the Group in its ordinary course of business, and are at arm's length, on normal commercial terms which are not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
  - the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until: -
    - the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
    - the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
    - revoked or varied by resolution passed by the shareholders in a general meeting,
 whichever is the earlier.
  - the estimated aggregate value of the transactions conducted pursuant to the mandate during a financial year will be disclosed in the Annual Report of the Company in accordance with the Listing Requirement for the said financial year;
 AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."
- To transact any other business of the Company for which due notice shall have been given.

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

26 April 2024

Notes:

- Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at the virtual AGM using RPV Facilities provided by Agmo Digital Solutions Sdn. Bhd. via its Vote2U online website at <https://web.vote2u.my>
- A member of the Company entitled to participate and vote at the 5th AGM 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.
- 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.
- 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 in respect of each Omnibus Account, it holds.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariarily 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, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the 5th AGM 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 24 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 5th AGM using the RPV Facilities should you subsequently wish to do so.
- For the purpose of determining a member who shall be entitled to participate or other in the 5th AGM, only members whose name appears on the Record of Depositors as at 5 June 2024 shall be entitled to participate in the said meeting or appoint proxies to participate and/or vote on his/her behalf.
- The resolutions set out in this Notice of Meeting will be put to vote by poll.

**EXPLANATORY NOTES**

**Note 1 - Audited Financial Statements for the financial year ended 31 December 2023**

This Agenda is meant for discussion only as Section 340(1) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, it is not put forward for voting.

**Note 2 – Ordinary Resolution 1 and 2: Re-election of Directors**

The following Directors are standing for re-election as Directors of the Company pursuant to Clause 105(1) of the Company's Constitution at the 5th AGM of the Company and being eligible have offered themselves for re-election:

- Dato' Seri Ir. Mohamad Othman Bin Zainal Azim
- Ooi Guan Hoe

(collectively referred to as "Retiring Directors")

The profiles of the Retiring Directors who are standing for re-election under item 2 of this Agenda are set out in the Directors' profile of the Annual Report 2023.

**Note 3 – Ordinary Resolution 3: Additional payment of Directors' fees and other benefits payable amounting to RM26,000.00**

The Shareholders had at the 4th AGM which held on 8 June 2023 approved the Directors' fees and other benefits payable up to RM200,000 from the 4th AGM up to the conclusion of the 5th AGM. However, the proposed amount was insufficient due to the change in Board member and additional meetings held during the period. This resolution is to facilitate the shortfall payment of Directors' fees and other benefits payable amounting to RM26,000 from the 4th AGM up to the conclusion of the 5th AGM.

**Note 4 – Ordinary Resolution 6: Authority to Directors to Allot and Issue Shares**

The Proposed Ordinary Resolution 6, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The mandate, if passed, serves as a measure to meet the Company's immediate working capital needs in the short term without relying on conventional debt financing (which will result in higher finance costs to be incurred) for the purpose of further placing of shares, funding investment project(s), working capital and/or acquisition(s). This would also eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

The general mandate granted to the Directors at the 4th AGM held on 8 June 2023 was utilized, and a total of 39,000,000 shares were issued, generating proceeds amounting to RM7,784,200.00. The details of the issuance are illustrated in the table below:-

Type of corporate proposal	Listing date	No. of shares issued	Issued price per share (RM)	Proceed raised (RM)
Private Placement	17.08.2023	20,000,000	0.1994	3,988,000
Private Placement	01.09.2023	19,000,000	0.1998	3,796,000
		<b>Total</b>		<b>7,784,200</b>

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

"5. Pre-emptive rights to new shares  
 (1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 61 of the Constitution of the Company provides as follows:

"61. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause."

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

**Note 5 – Ordinary Resolution 7: Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.



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

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

### ANNUAL GENERAL MEETING OF TCS GROUP HOLDINGS BERHAD (“AGM”)

- Date and Time** : Wednesday, 12 June 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 AGM 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 5 June 2024 (and holders of proxy for those shareholders whose names appear on the Record of Depositors as at 5 June 2024 who has appointed a proxy) to participate in the virtual AGM and vote remotely at this AGM. In line with the Practice 12.3 of the Malaysian Code on Corporate Governance, this virtual AGM will facilitate greater shareholders’ participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the AGM without being physically present at the venue. For shareholders who are unable to participate in this virtual AGM, you may appoint proxy(ies) or the Chairman of the AGM as your proxy to attend and vote on your behalf at the AGM.

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 AGM 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"> <li>Access website at <a href="https://web.vote2u.my">https://web.vote2u.my</a>.</li> <li>Click “<b>Sign Up</b>” to sign up as a user.</li> <li>Read the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ on a small box <input type="checkbox"/>. Then click “<b>Next</b>”.</li> <li>*Fill-in your details (note: create your own password). Then click “<b>Continue</b>”.</li> <li>Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).</li> <li>Click “<b>Submit</b>” to complete the registration.</li> <li>Your registration will be verified and an email notification will be sent to you. Please check your email.</li> </ol> <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>

**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 <b>10.00 a.m., Monday, 10 June 2024.</b></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"> <li>o MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the proxy</li> <li>o *Email address of the proxy</li> </ul> <p>b. Submit/Deposit the hardcopy of the Proxy Form to <b>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.</b></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 AGM 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 AGM DAY****A: WATCH LIVE STREAMING****Individual Shareholders & Proxies**

	Description	Procedure
i.	Login to the virtual meeting portal - Vote2U Online & watch live streaming.	<p>The Vote2U Online portal will open for log in starting from <b>9.00 a.m., Wednesday, 12 June 2024</b>, one (1) hour before the commencement of the AGM.</p> <p>a. Login with your email and password.</p> <p>b. Select the General Meeting event (for example, "TCS AGM").</p> <p>c. Check your details.</p> <p>d. Click "<b>Watch Live</b>" button to view the live streaming.</p>

**B: ASK QUESTION****Individual Shareholders & Proxies**

	Description	Procedure
i.	Ask Question during AGM (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> <p>a. Click "<b>Ask Question</b>" button to post question(s).</p> <p>b. Type in your question and click "<b>Submit</b>".</p> <p>The Chairman / Board of Director will endeavour to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

## C: VOTING REMOTELY

### Individual Shareholders & Proxies

	Description	Procedure
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none"><li>Click "<b>Confirm Details &amp; Start Voting</b>".</li><li>To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "<b>Next</b>" to continue voting for all resolutions.</li><li>To change your vote, click "<b>Back</b>" and select another voting choice.</li><li>After you have completed voting, a voting summary page will appear to show all the resolutions with your voting choices. Click "<b>Confirm</b>" to submit your vote.</li></ol> <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 AGM 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 AGM.

#### Enquiry

- 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 weekends and public holidays) at the email address below:

Telephone Number: +603-9770 2200

Email: [admin@aldpro.com.my](mailto:admin@aldpro.com.my)

- 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 weekends and public holidays) at the contact details below:

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

Email: [vote2u@agmostudio.com](mailto:vote2u@agmostudio.com)