



TCS GROUP HOLDINGS BERHAD
201901004613 (1313940-W)

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third ("3rd") Annual General Meeting ("AGM") of the Company will be held and conducted by way of Virtual Meeting entirely through live streaming via a Remote Participating and Voting ("RPV") facilities from the broadcast venue at Boardroom, No 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor Darul Ehsan, on Wednesday, 8 June 2022 at 10.00 a.m. or at any adjournment thereof, to transact the following businesses:-

- To receive the audited financial statements for the year ended 31 December 2021 together with the Directors' and Auditors' Reports thereon.
- To re-elect the following Directors who are retiring pursuant to the Company's Constitution:
 - Mr. Ooi Guan Hoe (Clause 105(1))
 - Dato' Seri Ir Mohamad Othman Bin Zainal Azim (Clause 105(1))
 - Mr. Wong Choo Leong (Clause 113)
- To approve the payment of Directors' fees and other benefits payable of up to RM198,000 for the period commencing from 3rd AGM up to the 4th AGM of the Company.
- To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

SPECIAL BUSINESSES:

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

"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 issued pursuant to this resolution does not exceed 10% of the issued share capital 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 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."

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

Ordinary Resolution 7

"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 29 April 2022 for the purposes of Paragraph 10.09, Chapter 10 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), 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.

- disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual report for the subsequent financial year during which this shareholders' mandate is in force, where:-

- the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1.0 million or more; or
- any one of the percentage ratios of such aggregated transactions is 1.0% or more,

whichever is the higher;

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)
Thien Lee Mee (LS0009760/ SSM PC NO. 201908002254)
Company Secretaries

Selangor Darul Ehsan
29 April 2022

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.app>.
- A member of the Company entitled to participate and vote at the 3rd 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 notarially certified copy of that power or authority, must be deposited at the Company's share registrar's office at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the 3rd 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 3rd 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 in the 3rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 31 May 2022. Only members whose name appears on the Record of Depositors as at 31 May 2022 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 ON SPECIAL BUSINESSES

Note A: Audited Financial Statements for the year ended 31 December 2021

This Agenda item is meant for discussion only as Section 340(1) of the Companies Act, 2016 and the Company's Constitution 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.

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. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

As at the date of this Notice, the Company has issued 30,000,000 new ordinary shares at issued price of RM0.41 per share by way of private placement pursuant to the General Mandate granted to the Directors at the 2nd Annual General Meeting held on 1 June 2021. A total proceeds of RM12,300,000 was raised from the Private Placement. Please refer to the Additional Compliance Information set out in the Annual Report for full details of the status of utilisation of proceeds.

Ordinary Resolution 7: Proposed Renewal of 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 annual general meeting of the Company.



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

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

TCS Group Holdings Berhad (“Company”) – Third Annual General Meeting

Date	: Wednesday, 8 June 2022
Time	: 10.00 a.m.
Broadcast Venue	: Boardroom, No. 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor Darul Ehsan
Virtual Meeting accessible at	: https://web.vote2u.my
Domain Registration Number with MYNIC	: D6A471702

In light of the coronavirus (COVID-19) outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our board of directors (“**Board**”), employees and shareholders of our Company (“**Shareholders**”), the Third (“**3rd**”) Annual General Meeting (“**AGM**”) will be held virtually via the Remote Participation and Voting (“**RPV**”) Facilities.

We strongly encourage our Shareholders whose names appear on the Record of Depositors as at 31 May 2022 and holders of proxy for those Shareholders to participate and vote remotely at the 3rd AGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, the virtual 3rd AGM will facilitate greater Shareholders’ participation (including posing questions to our Board and/or management of our Company (“**Management**”)) and vote at the 3rd AGM without being physically present at the broadcast venue. For Shareholders who are unable to participate in the 3rd AGM, you may appoint proxy(ies) or the Chairman of the 3rd AGM as your proxy to attend and vote on your behalf at the 3rd 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 your internet connectivity throughout the duration of the 3rd AGM is maintained while using RPV Facilities provided by Agmo Digital Solutions Sdn. Bhd. (“**AGMO**”) via its **Vote2U Online** website at <https://web.vote2u.my>.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the Procedure to Participate in RPV Facilities 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">Access website at https://web.vote2u.myClick “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.Your registration will be verified and an email notification will be sent to you. Please check your email. <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 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 Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at 10.00 a.m., Monday, 6 June 2022.</p> <p>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:</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 Form of Proxy to the Company's Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint proxy(ies) to participate in the 3rd AGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the 3rd AGM 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 virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from 9.00 a.m., Wednesday, 8 June 2022, one (1) hour before the commencement of the 3rd AGM.</p> <p>a. Login with your email and password</p> <p>b. Select the General Meeting event (for example, "3rd AGM").</p> <p>c. Check your details.</p> <p>d. Click "Watch Live" button to view the live streaming.</p>

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

	Description	Procedure
i.	Ask Question during 3 rd AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman of the 3rd AGM 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 "Ask Question" button to post question(s).</p> <p>b. Type in your question and click "Submit".</p> <p>The Chairman of the 3rd AGM/ Board will endeavor to respond to questions submitted by remote Shareholders and proxies during the 3rd AGM.</p>

C: VOTING REMOTELY

	Description	Procedure
i.	Online Remote Voting	<p>Once the Chairman of the 3rd AGM 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 appears 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 Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 3rd 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.

Broadcast Venue

Broadcast venue means the place where the broadcasting is taken place to transmit or to air the AGM online. It could be a studio or a meeting room.

Shareholders and proxies are not advisable to go to the broadcast venue as it is only a place where the AGM is broadcasted for transmission online in the presence of the Chairman of the AGM, Board, Auditors, company secretary and senior management of our Company. No seating and refreshments will be arranged for Shareholders and proxies at the broadcast venue when it is an AGM held fully virtual.

If Shareholders and proxies arrive at the broadcast venue, our Management has the right to ask you to leave the broadcast venue in order to comply with the government decrees and standard operating procedures.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at the 3rd AGM.

Enquiry

- If you have enquiry relating to the 3rd AGM Administrative Guide for Shareholders, please contact our **Investor Relation** during office hours:

Email: kai@capitalfront.biz

- If you have enquiry relating to the RPV Facilities or encounters issues with the log in, steps to connect to live streaming and online voting:

Email: vote2u@agmostudio.com