

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

MINUTES OF THE THIRD (“3RD”) ANNUAL GENERAL MEETING OF TCS GROUP HOLDINGS BERHAD (“TCS” OR “THE COMPANY”) 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

Present : As per attendance list

1. CHAIRMAN

Tan Sri Dato’ Sri Izzuddin Bin Dali (“the Chairman”) presided the meeting and welcomed the shareholders and proxy holders (“the Members”) to the 3rd Annual General Meeting (“AGM”) of the Company through the online platform called Remote Participation and Voting facilities (“RPV”) operated by Agmo Digital Solutions Sdn. Bhd. via its Vote2U Online website at <https://web.vote2u.my>.

2. QUORUM

With the requisite quorum being present. The Chairman called the Meeting to order at 10.00 a.m. The Chairman introduced the Directors and the Company Secretary of the Company who were in attendance.

3. NOTICE

The Notice of the 3rd AGM, having been circulated to all the shareholders of the Company within the prescribed period, was taken as read with the consent of the shareholders and proxies present.

4. PRELIMINARY

Before proceeding with the agendas of the meeting, the Chairman explained to the meeting on how a resolution is determined. He informed that pursuant to Rule 8.31(A)(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure that any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. At the same time, the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation and must be independent of the person undertaking the polling process.

The Chairman further informed the meeting that Agmo Digital Solutions Sdn. Bhd. has been appointed as Poll Administrator to conduct the polling process and Tricor Business Services Sdn. Bhd. was appointed as Scrutineers to verify the poll results.

With the consent and approval of the meeting, the Chairman informed that the polling process for all the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 3rd AGM.

For the purpose on time management efficiency of the meeting, the Chairman informed to table all the resolutions of the Meeting first and deal with questions of the Members, at the end of the Meeting.

5. AUDITED FINANCIAL STATEMENTS AND REPORTS

The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2021 together with the Directors' and Auditors' Reports thereon ("Audited Financial Statements 2021").

The Chairman further informed that the Audited Financial Statements 2021 was meant for discussion only pursuant Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders. Hence, it was not put forward for voting.

6. ORDINARY RESOLUTION 1
RE-ELECTION OF MR OOI GUAN HOE AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH CLAUSE 105(1) OF THE COMPANY'S CONSTITUTION

The Chairman informed the Members that Mr Ooi Guan Hoe would retire in accordance with Clause 105(1) of the Company's Constitution and being eligible, had offered himself for re-election.

The Chairman put the following motion to the Meeting for consideration and informed that the poll would be conducted later:-

"THAT Mr Ooi Guan Hoe, who is retiring in accordance with Clause 105(1) of the Company's Constitution, be re-elected as a Director of the Company."

7. ORDINARY RESOLUTION 2
RE-ELECTION OF DATO' SERI IR MOHAMAD OTHMAN BIN ZAINAL AZIM AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH CLAUSE 105(1) OF THE COMPANY'S CONSTITUTION

The Chairman informed the Members that Dato' Seri Ir Mohamad Othman Bin Zainal Azim would retire in accordance with Clause 105(1) of the Company's Constitution and being eligible, had offered himself for re-election.

The Chairman put the following motion to the Meeting for consideration and informed that the poll would be conducted later:-

“THAT Dato’ Seri Ir Mohamad Othman Bin Zainal Azim, who is retiring in accordance with Clause 105(1) of the Company’s Constitution, be re-elected as a Director of the Company.”

8. ORDINARY RESOLUTION 3
RE-ELECTION OF MR WONG CHOO LEONG AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH CLAUSE 105(1) OF THE COMPANY’S CONSTITUTION

The Chairman informed the Members that Mr Wong Choo Leong would retire in accordance with Clause 105(1) of the Company’s Constitution and being eligible, had offered himself for re-election.

The Chairman put the following motion to the Meeting for consideration and informed that the poll would be conducted later:-

“THAT Mr Wong Choo Leong, who is retiring in accordance with Clause 105(1) of the Company’s Constitution, be re-elected as a Director of the Company.”

9. ORDINARY RESOLUTION 4
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.

The Chairman moved on to next item on the Agenda which was 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.

The Chairman put the following motion to the Meeting for consideration and informed that the poll would be conducted later:-

“THAT 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.”

10. ORDINARY RESOLUTION 5
RE-APPOINTMENT OF MESSRS. GRANT THORNTON MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman moved on to next item on Agenda which was to re-appoint Messrs. Grant Thornton Malaysia PLT as the Company’s Auditors and to authorise the Directors to fix their remuneration.

The Chairman informed that Messrs. Grant Thornton Malaysia PLT had expressed their willingness to accept the re-appointment as Company’s Auditors for the ensuring year.

The Chairman put the following motion to the Meeting for consideration and informed that the poll would be conducted later:-

“THAT Messrs. Grant Thornton Malaysia PLT be and is hereby re-appointed as auditors of the Company at a remuneration to be determined by the Directors.”

11. SPECIAL BUSINESS - ORDINARY RESOLUTION 6
AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The Chairman informed that the next item on the Agenda was to seek the Members’ approval for the authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016 under special business.

The Chairman put the following motion to the Meeting for consideration and informed that the poll would be conducted later:-

“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.”

12. SPECIAL BUSINESS - ORDINARY RESOLUTION 7
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

The Chairman informed that the next item on the Agenda under special business was to seek the Members’ approval for the Proposed Shareholders’ Mandate.

The Chairman put the following motion to the Meeting for consideration and informed that the poll would be conducted later:-

“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:

- i) 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;*
- ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until: -*

- a) *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;*
- b) *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*
- c) *revoked or varied by resolution passed by the shareholders in a general meeting,*

whichever is the earlier.

- iii) *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:-*

- a) *the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1.0 million or more; or*
- b) *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."

13. ANY OTHER BUSINESS

The Chairman informed the Members present that the Company has not received any notice in respect of any other business to be transacted and thereafter the meeting proceeded to poll voting.

14. QUESTION & ANSWERS SESSION

The Chairman hand over the chair to Dato' Ir. Tee Chai Seng ("Dato' Tee") to present the Company's reply to the frequently asked questions that the Company had received from the Members as follow: -

- a) When can we expect the next project to be secured?

Answer: Our team continues to have their hands full working on more tenders for residential and commercial high-rise buildings, infrastructure projects, purpose-built buildings as well as institutional buildings to further enhance our order book.

- b) How much of new contract value do you think you can secure in 2022?

Answer: We have a tender book of more than RM1.2 billion, and with a success rate of 20%-30%, well, you can perhaps estimate the potential new contract value we can secure in 2022.

- c) What is your outlook for the construction sector in 2022?

Answer: Prospects of the construction industry in 2022 is expected to improve with mega infrastructure projects such as the MRT3 and Pan Borneo Highway in the pipeline. Under Budget 2022, RM3.5 billion has been set aside for infrastructure projects on top of a RM2.9 billion allocation for small and medium projects. Afterall, the Economic Outlook 2022 report by the Ministry of Finance projects the construction sector to grow 11.5% in 2022 and this certainly augurs well for construction players like us. On balance, we do see pockets of opportunities that we can capitalize on as we work towards a better year in FY22.

- d) Why was there no dividend in FY21?

Answer: While it is the intention of our Board to maintain a stable stream of dividends, it depends on various factors such as our financial performance and cash flow. In FY21, our performance was impacted by the imposition of FMCO. We also incurred a one-off impairment on financial assets amounting to RM4.14 million in relation to the KTCC Mall project. This exercise was carried out as part of provisioning in accordance with the accounting standards. In view of the aforementioned factors, the Board did not declare dividends.

- e) Any labour shortage issues?

Answer: This is an ongoing issue that is affecting not just the construction industry but many other industries as well. So far it is manageable, and we try to hire more locals for the jobs. With the borders now opened, the situation should improve as foreign workers are now allowed to enter Malaysia.

Dato' Tee handover the chair back to the Chairman to continue the AGM.

15. POLLING PROCESS

The Chairman briefed the meeting on the proceeding of the polling process. He informed that the representatives of the Share Registrar would collect the completed polling forms from the shareholders / proxies and the results of the poll would be verified by the Scrutineers.

Upon collection of the polling forms, the Chairman, with consent of the meeting, adjourned the meeting at 11.15 a.m. for the counting and verification of the poll results.

16. ANNOUNCEMENT OF POLL RESULTS

At 11.35 a.m., the Chairman called the meeting to order for the declaration of results. He informed that he had received the poll results from the Scrutineers.

The Chairman invited the Scrutineer to announce the results of the poll voting which were duly verified and validated, marked as Appendix A.

TCS Group Holdings Berhad
- Minutes of the 3rd Annual General Meeting held on 8 June 2022

The Chairman thereby declared that all the resolutions set out in the Notice of 3rd AGM dated 29 April 2022 were carried.

17. TERMINATION

There being no other business, the meeting ended at 11.40 a.m. with a vote of thanks of the Chairman.

**Confirmed as a correct record of
the proceedings thereat**

TAN SRI DATO' SRI IZZUDDIN BIN DALI
Chairman

Dated:

TCS Group Holdings Berhad
(201901004613 (1313940-W))
No 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor Darul Ehsan

TCS Group Holdings Berhad - 3rd Annual General Meeting
08/06/2022 10:00:00

Result On Voting

Resolutions	Title	Voted For			Voted Against			Total			Result
		No of Units	%	No of Records	No of Units	%	No of Records	No of Units	%	No of Records	
ORDINARY	Ordinary Resolution 1	246,918,497	100	18	0	0	0	246,918,497	100	18	CARRIED
ORDINARY	Ordinary Resolution 2	246,918,497	100	18	0	0	0	246,918,497	100	18	CARRIED
ORDINARY	Ordinary Resolution 3	246,918,497	100	18	0	0	0	246,918,497	100	18	CARRIED
ORDINARY	Ordinary Resolution 4	246,918,497	100	18	0	0	0	246,918,497	100	18	CARRIED
ORDINARY	Ordinary Resolution 5	246,918,497	100	18	0	0	0	246,918,497	100	18	CARRIED
ORDINARY	Ordinary Resolution 6	246,918,497	100	18	0	0	0	246,918,497	100	18	CARRIED
ORDINARY	Ordinary Resolution 7	3,755,701	100	16	0	0	0	3,755,701	100	16	CARRIED

