



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



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**ANNUAL REPORT 2024**

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(Registration No. 201901004613 (1313940-W))

No. 1 & 3, Bangunan TCS,  
Jln SP 1/1, Bandar Saujana Putra,  
42610 Jenjarom, Selangor.  
Tel : +603 5103 8888  
Email: [general@tcsgroup.com.my](mailto:general@tcsgroup.com.my)

**[www.tcsgroup.com.my](http://www.tcsgroup.com.my)**

**2024**

**ANNUAL REPORT**



## ABOUT US

TCS Group Holdings Berhad ("TCS" or "the Group") is an established building and infrastructure construction services provider with more than 20 years of track record and was listed on ACE Market of Bursa Securities Malaysia since 23 July 2020. The Group has four subsidiaries namely, wholly-owned TCS Construction Sdn Bhd ("TCSC"), 62.5%-owned TCS Infra Sdn Bhd ("TCSI"), 60%-owned TCS Amona Consortium Sdn Bhd ("TCSA") and 65%-owned TCS SS Precast Construction Sdn Bhd ("TCSS").

Our construction services are mainly for buildings, infrastructure, civil and structural works in Malaysia. Over the years, we have completed various types of residential buildings such as terrace houses, bungalows, high rise apartments and condominium, as well as commercial buildings such as shop offices, a shopping complex and purpose-built buildings. Our services also include civil works such as roads, water and sewerage treatment plants, electrical substations, water tanks and reticulation systems for townships.

TCSC is accredited with ISO 9001:2015 Quality Management Systems, ISO 14001:2015 Environmental Management Systems and ISO 45001:2018 Occupational Health and Safety Management Systems by the Standard and Industrial Research Institute of Malaysia ("SIRIM"). TCSC has also attained the SHASSIC safety certificates with 5-star rating, the High SHASSIC, Best SHASSIC Achievement Awards, High QCLASSIC and Best QCLASSIC Achievement Awards for its projects.

All TCSC, TCSI and TCSA are registered with the Construction Industry Development Board of Malaysia ("CIDB") as Grade G7 contractors, which allow us to tender for construction projects with unlimited values. In addition, TCSC has also obtained the Sijil Perolehan Kerja Kerajaan to participate in tenders for Government projects with contract value exceeding RM10.0 million.



## VISION

To be the premier construction company in the country, delivering the best quality of work, timely completion, highest health and safety standards and stringent environmental management services.



## MISSION

TCS's mission is to provide value-added construction services to our Clients by creating successful partnership with them throughout the construction process and to establish lasting relationship by exceeding their expectations and gaining their trusts.

Our goal is to ensure the continuance of our company through repeat and referral business achieved by Clients' satisfaction in all areas including timeliness and quality of work.

We strive to maintain the highest levels of professionalism, integrity, honesty and fairness in our relationships with our suppliers, sub-contractors, associates and Clients.



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# Corporate Information

## BOARD OF DIRECTORS

**TAN SRI DATO' SRI IZZUDDIN  
BIN DALI**  
Independent Non-Executive Chairman

**DATO' IR. TEE CHAI SENG**  
Managing Director

**WONG CHOO LEONG**  
Executive Director

**DATO' NG KWANG HUA**  
Executive Director

**NG TIAT SENG**  
Executive Director

**DATO' SERI IR MOHAMAD  
OTHMAN BIN ZAINAL AZIM**  
Independent Non-Executive Director

**SHARON CHEW MUN HOONG**  
Independent Non-Executive Director

**QUEK TING CHIN**  
Independent Non-Executive Director

**DATO' MANIKUMAR A/L  
SUBRAMANIAN**  
Independent Non-Executive Director

## AUDIT COMMITTEE

**Quek Ting Chin** (Chairman)  
**Dato' Seri Ir Mohamad Othman  
bin Zainal Azim** (Member)  
**Sharon Chew Mun  
Hoong** (Member)

## REMUNERATION COMMITTEE

**Dato' Seri Ir Mohamad Othman  
bin Zainal Azim** (Chairman)  
**Quek Ting Chin** (Member)  
**Sharon Chew Mun  
Hoong** (Member)

## NOMINATION COMMITTEE

**Dato' Seri Ir Mohamad Othman  
bin Zainal Azim** (Chairman)  
**Quek Ting Chin** (Member)  
**Sharon Chew Mun  
Hoong** (Member)

## RISK MANAGEMENT COMMITTEE

**Dato' Seri Ir Mohamad Othman  
bin Zainal Azim** (Chairman)  
**Dato' Ir. Tee Chai Seng** (Member)  
**Quek Ting Chin** (Member)

## COMPANY SECRETARIES

**Tan Tong Lang**  
(SSM PC NO. 202208000250 &  
MAICSA 7045482)

**Ang Wee Min**  
(SSM PC NO. 202208000334 &  
MAICSA 7076022)

## PRINCIPAL PLACE OF BUSINESS

No. 1 & 3, Bangunan TCS  
Jalan SP 1/1, Bandar Saujana Putra  
42610 Jenjarom  
Selangor Darul Ehsan  
Tel : +603 - 5103 8888  
Fax : +603 - 5103 7366  
Email : general@tcsgroup.com.my  
Website : www.tcsgroup.com.my

## REGISTERED OFFICE

B-21-1, Level 21, Tower B  
Northpoint Mid Valley City No. 1  
Medan Syed Putra Utara  
59200 Kuala Lumpur  
W.P. Kuala Lumpur  
Tel : +603 - 9770 2200  
Fax : +603 - 2201 7774

## SHARE REGISTRAR

**Aldpro Corporate Services Sdn. Bhd.**  
[Registration No. 202101043817  
(1444117-M)]  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City No. 1  
Medan Syed Putra Utara  
59200 Kuala Lumpur  
W.P. Kuala Lumpur  
Tel : +603 - 9770 2200  
Fax : +603 - 2201 7774  
Email : admin@aldpro.com.my

## PRINCIPAL BANKERS

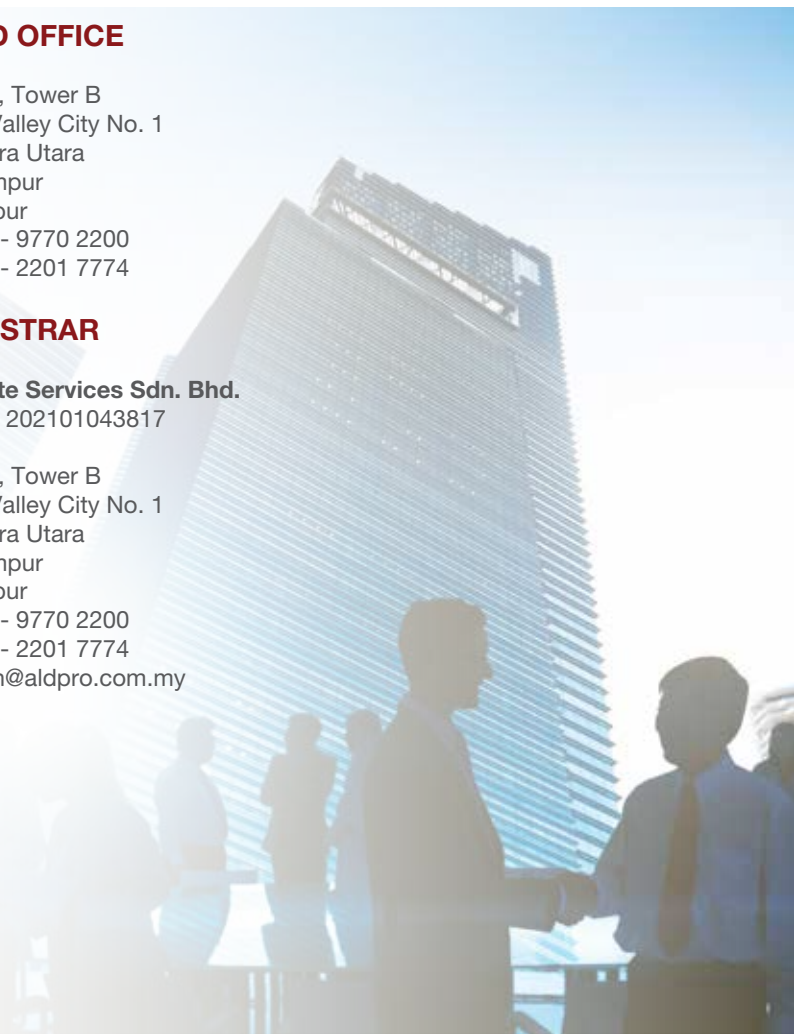
CIMB Islamic Bank Berhad  
Malayan Banking Berhad  
UOB Bank (M) Berhad  
RHB Bank Berhad  
Public Bank Berhad  
MBSB Bank Berhad

## AUDITORS

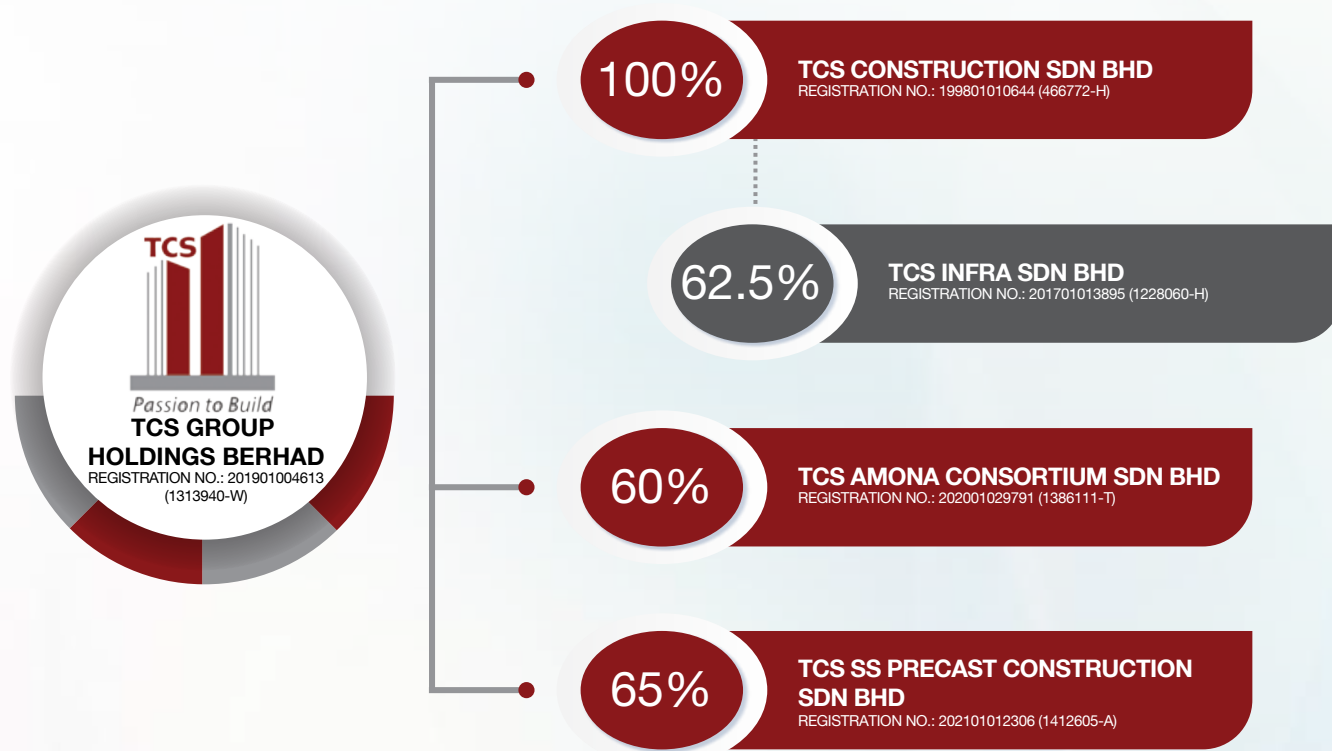
**Grant Thornton Malaysia PLT**  
[Registration No. 201906003682  
(LLP0022494-LCA)]  
Chartered Accountants (AF 0737)  
Level 11, Sheraton Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Tel No. : +603 - 2692 4022  
Fax No. : +603 - 2732 5119

## STOCK EXCHANGE LISTING

**ACE Market of Bursa Malaysia  
Securities Berhad**  
Stock Name : TCS  
Stock Code : 0221



# Corporate Structure



COMPANIES	PRINCIPAL ACTIVITIES
TCS Group Holdings Berhad	Investment holding and provision of management services to its subsidiaries.
TCS Construction Sdn Bhd	Provision of construction services for buildings, infrastructure, civil and structural works and other transportation support activities.
TCS Infra Sdn Bhd	Provision of construction services for buildings, infrastructure, civil and structural works.
TCS Amona Consortium Sdn Bhd	Dormant.
TCS SS Precast Construction Sdn Bhd	Dormant.

# Five-Year Financial Highlights

Financial Year Ended 31 December	2024	2023	2022	2021	2020
	RM'000	RM'000	RM'000	RM'000	RM'000

## FINANCIAL RESULTS

Revenue	392,874	374,481	261,591	204,047	242,643
Profit/(Loss) Before Taxation	1,493	(31,745)	(2,067)	7,351 <sup>(3)</sup>	23,148
Profit/(Loss) After Taxation (PAT/ LAT)	1,484	(32,885)	(3,397)	2,473	16,169

## FINANCIAL POSITION

Total Assets	242,538	246,390	226,187	181,711	180,092
Total Borrowings	37,517	52,667	43,547	25,683	21,664
Total Equity	80,327	57,650	83,301	86,222	74,787
Cash and Cash Equivalents	13,097 <sup>(4)</sup>	5,049 <sup>(4)</sup>	16,577 <sup>(4)</sup>	31,921	48,105

## FINANCIAL RATIOS

PAT/(LAT) Margin (%)	0.38	(8.78)	(1.30)	1.21	6.66
Basic Earnings/(Loss) Per Share <sup>(1)</sup> (sen)	0.28	(7.73)	(0.87)	0.67	4.49
Gearing Ratio (times)	0.47	0.91	0.52	0.30	0.29
Net assets Per Share <sup>(2)</sup> (sen)	15.66	13.57	21.36	22.11	20.77

### Notes:

<sup>(1)</sup> Calculated based on PAT/(LAT) over the issued share capital of 512,811,980 (2023: 424,895,181; 2022: 390,000,000; 2021: 390,000,000; 2020: 360,000,000) shares.

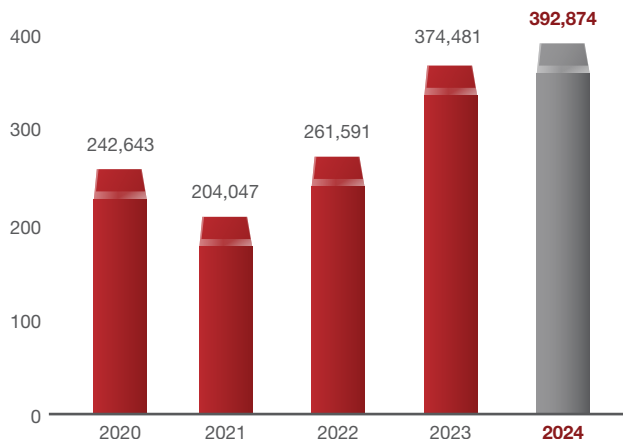
<sup>(2)</sup> Calculated based on Total Equity over the issued share capital of 512,811,980 (2023: 424,895,181; 2022: 390,000,000; 2021: 390,000,000; 2020: 360,000,000) shares.

<sup>(3)</sup> Adjusted for one-off impairment of financial assets amounting to RM4.135 million.

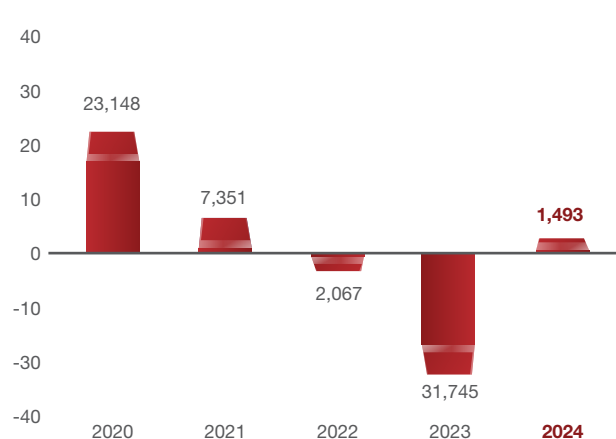
<sup>(4)</sup> Adjusted for bank overdraft amounting to RM0.754 million (2023: 9.568 million; 2022: 11.499 million).

## Five-Year Financial Highlights (Cont'd)

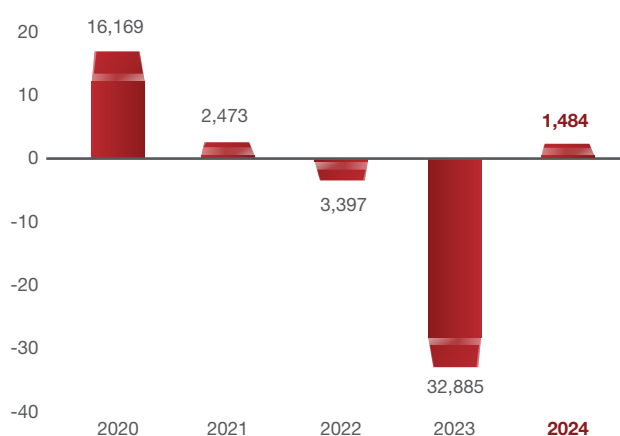
**Revenue**  
(in RM '000)



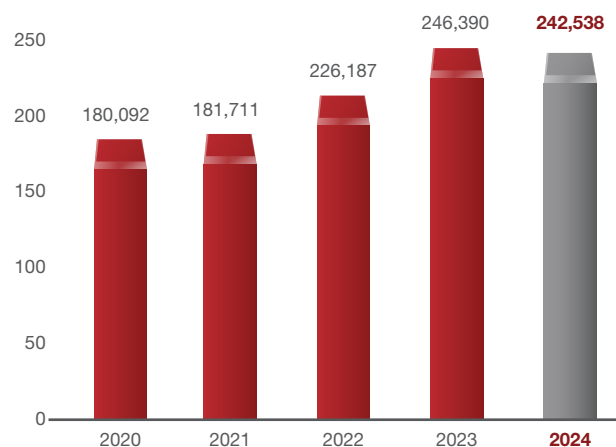
**Profit/(Loss) Before Taxation**  
(in RM '000)



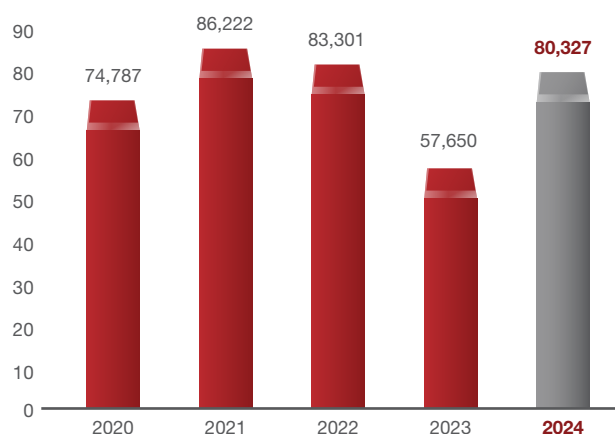
**Profit/(Loss) After Taxation PAT/("LAT")**  
(in RM '000)



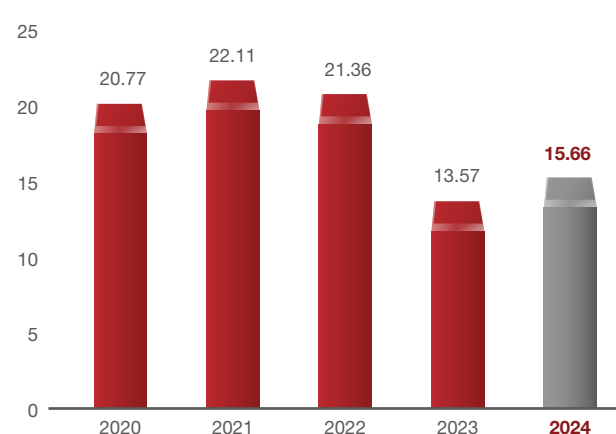
**Total Assets**  
(in RM '000)



**Total Equity**  
(in RM '000)



**Net Asset Per Share**  
(in sen)





# Directors' Profiles

## Tan Sri Dato' Sri Izzuddin bin Dali

*Independent Non-Executive Chairman*



Malaysian



Male



76 years old



Tan Sri Dato' Sri Izzuddin bin Dali ("**Tan Sri Dato' Sri Izzuddin**") was appointed as our Independent Non-Executive Chairman on 30 May 2019 and he does not hold any position in the Board Committees.

Tan Sri Dato' Sri Izzuddin graduated with a Bachelor of Economics (Hons) in Public Administration from Universiti Malaya in March 1972. He later obtained a Master of Arts in Economics from Western Michigan University, USA in August 1983.

He served in the public sector for 35 years in various ministries which began in March 1972 as an Assistant Secretary in the Administration Division of the Ministry of Finance ("**MoF**"). He worked on matters relating to the Government's financial control and procedures. He was then transferred to the Budget Division in 1975 followed by the Finance and Loans Division in 1981 where he was responsible for coordinating loans for the Federal Government from bilateral sources. In 1982, he went to further his education and obtained a Master's degree under a Government training program. Upon completion, he joined the Economics and International Division in September 1983 as a Principal Assistant Secretary where he was responsible for monitoring and analysing the Federal Government's financial position. He returned to the Budget Division in 1987 as a Senior Assistant Director and was responsible for the preparation of the budgets for the Ministry of Works ("**MoW**") and Ministry of Transport.

In 1993, he was seconded by the MoF to serve as the General Manager of KLIA Berhad (currently known as KLIA Premier Sdn Bhd). He returned to the MoF in June 1999 as the Director of the Budget Division, responsible for the preparation and formulation of the Federal Government's budget. He was later appointed as the Secretary-General of the MoW in 2003 where he was responsible for the formulation of the ministry's policies. He returned to the MoF in 2004 to serve as the Secretary-General where he coordinated the overall formulation of policies under the ministry until his retirement in March 2007.

During his tenure in government service from 1999 to 2007, he sat on the boards of several government-linked companies and organisations, which included Lembaga Hasil Dalam Negeri, UDA Holdings Berhad, Bank Negara Malaysia, Malaysian Airline System Berhad and Petroliaam Nasional Berhad (Petronas).

Currently, he does not hold any other directorship in public companies and/or public listed companies.

He has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies.

Tan Sri Dato' Sri Izzuddin Bin Dali, who is retiring pursuant to Clause 105(1) of the Company's Constitution at the forthcoming 6th AGM, has expressed his intention not to seek re-election. Accordingly, he will retire as a Director of the Company at the conclusion of the 6th AGM.



## Directors' Profiles

### (Cont'd)

### Dato' Seri Ir Mohamad Othman bin Zainal Azim

*Independent Non-Executive Director*



Malaysian



Male



71 years old

Dato' Seri Ir Mohamad Othman Zainal Azim ("**Dato' Seri Ir Othman**") was appointed as our Independent Non-Executive Director on 30 May 2019. He is the Chairman of our Remuneration Committee, Nomination Committee, Risk Management Committee and a member of our Audit Committee.

Dato' Seri Ir Othman graduated with a Bachelor of Science (Hons) in Civil Engineering from the University of Southampton, United Kingdom in July 1977. He later received a Master of Science (Engineering) in Highway and Traffic Engineering from the University of Birmingham, United Kingdom, in July 1988.

He is a registered Professional Engineer with the Board of Engineers Malaysia since August 1988. With a career spanning over 20 years in the Ministry of Works, he commenced as a District Engineer with the Negeri Sembilan Public Works Department in August 1977 where he was responsible for the development and maintenance of all federal and state building works. In 1980, he was transferred to the Road Design Unit (Standards and Specifications) and Highway Planning Unit, taking on the role of Senior Executive Engineer where he conducted regional development studies and infrastructure network development of the National Highway Network Plan. He left the position in 1986 to pursue a Master's degree and resumed his position a year later.

In November 1992, he was promoted to Deputy Director of Perak Public Works Department. In 1998, he was appointed as a Superintending Engineer for the Road Design Unit at the Kuala Lumpur headquarters. He was responsible for, among others, the design of the federal roads throughout Malaysia. In July 2000, he joined Putrajaya Corporation as a Director of City Development Department where he oversaw the public utilities and infrastructure developments in Putrajaya. Two years later, he was recruited by Putrajaya Holdings Sdn Bhd. During his time as Chief Executive Officer, he was instrumental in the residential and commercial development of Putrajaya.

In July 2006, he left Putrajaya Holdings Sdn Bhd to form Straits Consulting Engineers Sdn Bhd, a company specializing in civil and structural consulting works. In January 2008, he took on the role of Senior Vice President for the Infrastructure Department of the Northern Corridor Implementation Authority ("**NCIA**"). A year later, he joined the Project Management Unit under the Ministry of Finance ("**MoF**") as the Chief Operating Officer where he implemented the government's Economic Stimulus Package. After his tenure with the MoF, he served as Chief Executive Officer at A.T.E.S. Sdn Bhd, a traffic system management company from 2013 to 2016.

Dato' Seri Ir Othman currently sits on the board of several private and public companies which include Perak Corporation Berhad and Universiti Sultan Azlan Shah. He does not hold any other directorship in public listed companies.

He has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies.

## Directors' Profiles

(Cont'd)

### Dato' Ir Tee Chai Seng

Managing Director



Malaysian



Male



65 years old



Dato' Ir Tee Chai Seng ("**Dato' Ir Tee**") was appointed as our Managing Director on 30 May 2019. He is a member of our Risk Management Committee. Dato' Ir Tee is responsible for the business direction and strategic development of the Group along with the business development activities.

Dato' Ir Tee graduated from the University of Texas, Arlington, USA in May 1984 with a Bachelor of Science in Civil Engineering (High Honours). He is a registered Professional Engineer with the Board of Engineers Malaysia, a corporate member of the Institute of Engineers, Malaysia, and a member of the Association of Consulting Engineers in Malaysia. He is also a member of the Institution of Engineers, Australia.

He has accumulated over 41 years of working experience in the construction industry including design and supervision of several major projects, project management services, construction, and property development. He began his career with Amoy Construction & LGB Joint Venture Sdn Bhd in early 1984 as a Site Engineer. He left the role in August 1986 and spent the next 4 years in Sabah working as a Resident Engineer with Wang Haron Sdn Bhd and subsequently a Project Manager with Takada Construction Sdn Bhd. He returned to Kuala Lumpur in September 1990 as a Structural Engineer at Zaidun-Leeng Sdn Bhd and in 1991, he joined Minconsult Sdn Bhd as an Infrastructure Engineer.

He began taking on more supervisory responsibilities after joining H.S. Liao Sdn Bhd in May 1992 as an Executive Engineer. A year later, he joined Able task Construction Sdn Bhd as a General Manager before leaving in May 1995. In June 1995, he started a civil and structural consulting practice where he oversaw projects including the design & planning of townships, mixed development and buildings, infrastructure, as well as civil and structural works, such as highway, water supply & sewerage projects.

In November 1998, he acquired Projek Bumi Bina Sdn Bhd, which is involved in providing civil and structural construction services and the company subsequently changed its name to TCS Construction Sdn Bhd ("**TCS Construction**") on 23 January 2013. In September 2005, he co-founded Pembinaan Tuju Setia Sdn Bhd with two partners, serving as its Executive Director and the company was involved in the provision of construction services for buildings and civil works. Subsequently, he left Pembinaan Tuju Setia Sdn Bhd in February 2014 to focus on TCS Construction. Since then, he has successfully overseen the completion of several residential and commercial buildings as well as an international school, shopping malls and hotel under our Group.

Currently, he does not hold any other directorship in public companies and/or public listed companies.

Dato' Ir Tee is the spouse of Datin Koh Ah Nee, the major shareholder of the Company, and he has no conflict of interest with the Group other than those disclosed in the Company's Circular to Shareholders dated 30 April 2025.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies.

## Directors' Profiles

### (Cont'd)

#### Dato' Ng Kwang Hua

*Executive Director*



Malaysian



Male



55 years old



Dato' Ng Kwang Hua ("**Dato' Frankie**") was appointed as our Executive Director on 7 April 2025. Dato' Frankie does not hold any position in the Board Committees. He graduated from Yu Hua Kajang High School.

Dato' Frankie brings over 30 years of expertise in the optical retail industry. He began his career as Branch Manager at Brilliant Optical Sdn Bhd from April 1989 to December 1990, and again from June 1992 to April 1995. During the interim period, he broadened his experience as Branch Manager at England Optical Sdn Bhd from January 1991 to May 1992. In 1995, he formed a partnership to set up his first optical retail store in Rawang.

In June 1996, Dato' Frankie became a registered optician in Malaysia, further solidifying his credentials within the industry. He is the esteemed founder and chairman of Metro Optical Group (MOG), a position that has allowed him to shape and grow the company into a recognized leader in the eyewear market. In 2020, Dato' Frankie achieved a significant milestone by leading MOG to become the first and only Malaysian optical retail group to be listed on the Hong Kong Stock Exchange's main board, a landmark achievement for the company's international recognition.

Dato' Frankie served as the Chairman and Director of MOG Digitech Holdings Limited (HKSE: 1942) from June 2019 to May 2023, where he played a pivotal role in the company's strategic direction, contributing to its growth and success in the global market.

Currently, he does not hold any other directorship in public companies and/or public listed companies.

Dato' Frankie has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies.



## Directors' Profiles

(Cont'd)

### Wong Choo Leong

*Executive Director*



Malaysian



Male



33 years old



Mr Wong Choo Leong (“**Mr Wong**”) was appointed as our Executive Director on 1 December 2021. Mr Wong does not hold any position in the Board Committees.

Mr Wong graduated from Universiti Tunku Abdul Rahman Malaysia in May 2015 with a Bachelor’s (Hons) degree in Civil Engineering.

He began his career in July 2015 with TCS Construction Sdn Bhd as a Site Engineer and was subsequently promoted to Project Manager and Project Director in May 2018 and August 2019 respectively. He is a director of subsidiaries of TCS Group, namely TCS Construction Sdn Bhd, TCS Amona Consortium Sdn Bhd and TCS SS Precast Construction Sdn Bhd.

Mr Wong is primarily responsible for overseeing, planning and managing TCS Group’s construction projects. He has more than 9 years of experience in project planning and management, sites coordination and supervision as well as liaison with other stakeholders such as local authorities, project consultants and clients.

Currently, he does not hold any other directorship in public companies and/or public listed companies.

Mr Wong has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies.

## Directors' Profiles

### (Cont'd)

#### Ng Tiat Seng

*Executive Director*



Malaysian



Male



59 years old



Mr Ng Tiat Seng (“**Mr Winston**”) was appointed as our Executive Director on 14 April 2025 and he does not hold any position in the Board Committees. Mr. Winston holds a Master degree in Project Management from the University of Manchester and a Diploma in Building Technology from Tunku Abdul Rahman College. He brings with him over three decades of extensive experience in construction, property development, and project management.

Mr. Winston began his career as a Project Executive with Soilchem Sdn Bhd, a subsidiary of the John Holland Group, where he rapidly progressed through roles that involved contract management and technical coordination. In 1994, he joined Malaysian Drillers Construction Sdn Bhd, a Class A construction company, where he served as General Manager and was later appointed as Director. During this period, he was instrumental in securing and delivering several notable infrastructure projects, Pedu resorts, KLIA, Putrajaya, student accommodations, institutional buildings like faculty blocks at University Malaya and Universiti Utara Malaysia.

From 1999 to 2023, Mr. Winston served as Project Director across multiple development companies including Hadfields Land Developments Sdn Bhd, Golden State Development Sdn Bhd, Ideal City Development Sdn Bhd, and subsidiaries of Kobay Berhad, such as Main Uptown Sdn Bhd and 12 Avenue Sdn Bhd. Under his direction, the companies successfully executed a wide variety of projects, among them high-rise apartments, gated residential communities, commercial complexes and Office tower.

Internationally, he was also involved in affordable housing projects in Bangkok, Thailand, delivering over 4,000 units across several locations. His involvement in hospitality developments includes boutique hotels and commercial shoplots in Ipoh, Perak.

In 2022, Mr. Winston was appointed Chief Operating Officer of Paramount Venture Sdn Bhd, a wholly owned subsidiary of Stella Holdings Berhad, where he involved in the restructuring of operational teams and spearheaded project feasibility assessments and engaged with state government agencies for joint venture initiatives.

Currently, he does not hold any other directorship in public companies and/or public listed companies.

Mr. Winston has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies.

## Directors' Profiles

(Cont'd)

### Sharon Chew Mun Hoong

*Independent Non-Executive Director*



Malaysian



Female



53 years old



Ms Sharon Chew Mun Hoong (“**Ms Sharon**”) was appointed as our Independent Non-Executive Director on 26 April 2023. She is a member of our Audit Committee, Remuneration Committee and Nomination Committee.

She holds a bachelor’s degree from Universiti Malaya and boasts over 27 years of experience in the Financial Services and Capital Market Industry. Throughout her career, she has worked with various global and local financial institutions.

Ms Sharon’s professional journey includes roles at HSBC, where she managed Custody and Asset Services Operations for Asia Pacific markets. She also served as the Head of Global Securities Operations at Deutsche Bank (Malaysia) Berhad, overseeing business units related to Local & Global Settlements, Corporate Actions, and Custody Support. Subsequently, she held the position of Head of Operations at RHB Asset Management Berhad, managing Asset Management Operations before transitioning to Corporate Trustee and Custody services.

Currently, Ms Sharon does not hold any other directorship in public companies and/or public listed companies.

She has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

Furthermore, she has a clean record, with no convictions other than traffic offences within the past five (5) years, and no public sanctions or penalties have been imposed on her by any relevant regulatory bodies.



## Directors' Profiles

### (Cont'd)

#### Quek Ting Chin

*Independent Non-Executive Director*



Malaysian



Male



54 years old



Mr Quek Ting Chin (“**Mr Justin**”) was appointed as our Independent Non-Executive Director on 14 April 2025. He is the Chairman of our Audit Committee, and a member of our Remuneration Committee, Nomination Committee and Risk Management Committee.

Mr Justin graduated from a Master of Business Administration (MBA) with a specialization in Finance from The University of Southern Queensland, Australia, and a Bachelor’s Degree in Accountancy with Second Class Honours, First Division from The University of Bolton, United Kingdom.

He holds professional qualifications as an Associate Member of the Chartered Institute of Management Accountants (ACMA), United Kingdom, and carries the designation of Chartered Global Management Accountant (CGMA), jointly awarded by CIMA and the American Institute of Certified Public Accountants (AICPA). In addition, he is a Chartered Accountant registered with the Malaysian Institute of Accountants (MIA).

Currently, he is the Founder and Chief Executive Officer of SG Success Zone Sdn Bhd, One Vision Holdings Sdn Bhd, and One Vision Realty Sdn Bhd, companies specializing in corporate solutions, fundraising, and real estate services, with One Vision Realty operating as a licensed real estate agency under the Board of Valuers, Appraisers, and Estate Agents Malaysia (BOVEAP). In addition to his entrepreneurial ventures, he serves as a Director at Semarak Renewable Energy Sdn Bhd, where he oversees large-scale renewable energy projects. Under his leadership, the company successfully launched a USD 400 million green hydrogen production plant in Perak, with further developments planned in Kelantan and Negeri Sembilan.

Previously, he held senior roles in several well-established corporations, including serving as the Managing Director, Group Finance at Tropicana Corporation Berhad, Chief Financial Officer (CFO) at Hengyuan Refining Company Berhad, Group CFO at TS Law Holdings Group, CFO of both GuocoLand (Malaysia) Berhad and Tower Real Estate Investment Trust (REIT) and CFO (Corporate) at Mah Sing Group Berhad, another prominent property development company in Malaysia. His extensive background in corporate finance and strategic planning has contributed significantly to the success of multiple organizations across various industries.

Beyond the real estate and financial sectors, Mr Justin gained vast experience in the oil and gas industry. He was the General Manager of Group Performance and Planning, Corporate Accounts at Sapura Energy Berhad and the Financial Controller at Leighton Offshore Pte Ltd, an international offshore construction and engineering firm. His early career includes over a decade at Sunway Construction Berhad, a public-listed construction and civil engineering company, where he progressed from an Assistant Accountant to Assistant General Manager of Finance and Administration. He also held financial roles at Cairnhill Metrology Sdn Bhd, specializing in precision measuring equipment, and began his professional journey as an Audit Senior at DFK International, a mid-sized accounting, tax, and audit consulting firm.

Currently, Mr Justin does not hold any other directorship in public companies and/or public listed companies.

He has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies.

## Directors' Profiles

(Cont'd)

### Dato' Manikumar A/L Subramanian

*Independent Non-Executive Director*



Malaysian



Male



51 years old



Dato' Manikumar A/L Subramanian ("**Dato' Manikumar**") was appointed as our Independent Non-Executive Director on 14 April 2025 and he does not hold any position in the Board Committees.

Dato' Manikumar holds a Bachelor of Tourism Management (Hons.) and a Master of Business Administration (MBA) from Universiti Utara Malaysia. He has accumulated over two decades of experience in both the public and private sectors, blending political acumen with business insight to drive growth, transformation, and community engagement.

He currently serves as the Managing Director of Mitra Dynasty (M) Pvt Ltd, where he is responsible for overseeing the company's strategic vision, business development, and operational leadership.

From 2009 to 2013, Dato' Manikumar served as a State Executive Councillor (EXCO) in the Kedah State Government and as the State Assemblyman for Bukit Selambau. In this capacity, he was entrusted with several significant portfolios including Chairman of the Kedah Tourism Committee, Chairman of the State Indian Affairs Committee, and Chairman of the State Siamese Affairs Committee. His leadership was instrumental in spearheading tourism initiatives, enhancing cultural relations, and promoting socio-economic development programs throughout the state. He also represented the Chief Minister of Kedah in regional IMT-GT (Indonesia-Malaysia-Thailand Growth Triangle) meetings, underscoring his capability in cross-border collaboration and international engagement.

In the business and advisory landscape, Dato' Manikumar has played pivotal roles as a strategic advisor and consultant to a diverse range of companies spanning industries such as technology, green initiatives, hospitality, project development, trading, and venture capital. His notable engagements include serving as Senior Advisor and Project Director to Seri Libana Sdn. Bhd., Project Consultant for Northwestern Energy Sdn Bhd, Advisor to Hasani Group of Companies, Blueshark Group Limited (India), Pusha Impex Pvt Ltd (India) and Kuber Venture Berhad. Through these roles, he has provided valuable direction in driving business growth, enhancing operational performance and fostering stakeholder relations.

Currently, Dato' Manikumar does not hold any other directorship in public companies and/or public listed companies.

He has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies.

# Key Management Profile

## LIEW KOK YOONG

*Chief Financial Officer*

**Mr Liew Kok Yoong**, male, a Malaysian, aged 36, has been serving as our Group Accountant since April 2015 and subsequently promoted to Chief Financial Officer in July 2022. He is responsible for the company financial planning and review, cash flow management and financial reporting. He has more than 13 years of experience in accounting, finance, corporate finance, taxation and treasury and auditing specializing in property development, construction, engineering consultancy and investment property.

He graduated with a Bachelor (Hons) Degree in Applied Accounting from Oxford Brookes University, UK in September 2010. He is a Fellow Member of Chartered Certified Accountants (“**ACCA**”) since March 2019. He is also a Registered Chartered Accountant with the Malaysian Institute of Accountants (“**MIA**”) since July 2014.

Currently, he does not hold any directorship in public companies and/or public listed companies.

He has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and no public sanctions or penalties have been imposed on him by any relevant regulatory bodies.

## WAYNE HO CHEE WOEI

*Head Of Contract*

**Mr Wayne Ho Chee Woei**, male, a Malaysian, aged 38, is our Head of Contract since September 2022. He is responsible for overseeing the company’s post-contract works which include subcontract awarding, monitoring of material delivery schedule, prepare progress claim to clients, tender submissions and contract-related matters.

He has more than 15 years of experience in monitoring pre and post contract duties in property development and construction industries.

He graduated with a Diploma in Quantity Surveying from INTI International University, Malaysia in February 2009.

Currently, he does not hold any directorship in public companies and/or public listed companies.

He has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and no public sanctions or penalties have been imposed on him by any relevant regulatory bodies.



## Key Management Profile

(Cont'd)

### JENNY KOO YOKE PING

*Corporate Affairs Manager*

**Madam Jenny Koo Yoke Ping**, female, a Malaysian, aged 57, is our Corporate Affairs Manager since 2008. She is responsible for overseeing the company's corporate affairs and performing administrative duties.

She has close to 33 years of working experience undertaking roles pertaining to the secretarial, human resources and administration functions.

Currently, she does not hold any directorship in public companies and/or public listed companies.

She has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

She has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and no public sanctions or penalties have been imposed on her by any relevant regulatory bodies.

### NG LEE FOONG

*Procurement Manager*

**Madam Ng Lee Foong**, female, a Malaysian, aged 46, is our Procurement Manager since June 2016. She is responsible for overseeing the company's purchasing and procurement activities.

She has more than 19 years of experience in administrative and clerical tasks in companies that are primarily engaged in civil and structural engineering, property development and building construction.

She graduated with a Bachelor (Hons) Degree in Business Administration from University Utara Malaysia in September 2003.

Currently, she does not hold any directorship in public companies and/or public listed companies.

She is the niece of Dato' Ir Tee Chai Seng, the Managing Director of the Company, and has no conflict of interest with the Group.

She has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and no public sanctions or penalties have been imposed on her by any relevant regulatory bodies.

## Key Management Profile

(Cont'd)

### LO WEN JET

*Assistant Project Director*

**Mr Lo Wen Jet**, male, a Malaysian, aged 30, joined our Group as Assistant M&E Engineer since 2018 and was subsequently promoted to Assistant Project Director in February 2023. He is responsible for assisting our Executive Director on overseeing and managing the overall daily operations at our project sites and assist our Managing Director with site coordination works.

He graduated with a Diploma of Science in Mechanical Engineering from Infrastructure University Kuala Lumpur in 2017.

Currently, he does not hold any directorship in public companies and/or public listed companies.

He has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

He has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and no public sanctions or penalties have been imposed on him by any relevant regulatory bodies.

### MASYITAH BINTI YAMAN

*QESH Manager*

**Madam Masyitah Binti Yaman**, female, a Malaysian, aged 37, is our QESH Manager since 2019. She is responsible for the development, implementation, monitoring, control and maintenance of all policies, activities, procedures, instructions as relevant and required by our Group's QESH management system. She also ensures the integrity of our QESH management system at all times.

She graduated with a Bachelor's Degree in Civil Engineering from University Tun Hussein Onn, Malaysia in June 2014 and she has 6 years experiences in construction environment with knowledge of the best safety and health practices.

Currently, she does not hold any directorship in public companies and/or public listed companies.

She has no family relationship with any Directors and/or major shareholder of the Company and has no conflict of interest with the Group.

She has not been convicted of any offences within the past five (5) years, other than traffic offences (if any), and no public sanctions or penalties have been imposed on her by any relevant regulatory bodies.

# Chairman's Statement

## Dear Valued Shareholders,

On behalf of the Board of Directors (the "Board"), it is my pleasure to share with you the annual report and audited financial statements of TCS Group Holdings Berhad and its subsidiaries ("TCS" or the "Group") for the financial year ended 31 December 2024 ("FY2024").



### 2024 Industry and Business Overview

The global economy in 2024 remained under the shadow of the previous year's challenges, continuing a trend of economic resilience amidst adversity. It navigated a complex and evolving landscape, shaped by geopolitical tensions, trade uncertainties and shifting monetary policies, to name just a few. According to the International Monetary Fund ("IMF"), global economic growth remained steady at 3.2%, mirroring 2023's performance. Inflationary pressures eased as major central banks introduced interest rate cuts towards the end of the year. However, persistent trade disruptions and energy price volatility presented setbacks for businesses and governments worldwide.

Domestically, Malaysia's economy demonstrated resilience amid global uncertainties, recording 5.1% gross domestic product ("GDP") growth in 2024 based on statistics by Bank Negara Malaysia ("BNM"). This was supported by strong domestic demand and a rebound in exports. The construction sector recorded solid growth, driven by increased public and private sector investments in infrastructure, residential projects and renewable energy developments. According to the Department of Statistics Malaysia ("DOSM"), the value of construction work done increased to RM158.8 billion, a 20.2% growth from 2023. Additionally, the sector experienced a new wave of transformation, underpinned by the rapid adoption of digital technologies and the surging demand for data centres, fuelled by advancements in big data and artificial intelligence.

In response to this evolving landscape, TCS Group adopted a measured yet progressive approach, balancing risk management with strategic growth initiatives. Our strong financial foundation, commitment to quality execution and focus on timely project delivery enable us to navigate market uncertainties effectively while capitalising on emerging opportunities.

In FY2024, we made our first foray into East Malaysia with a landmark RM611.30 million contract from Jabatan Kerja Raya Sabah for the Pan Borneo Sabah Highway Phase 1B. This project, covering an 18.2-kilometre stretch between Telupid and Kampung Lumou Baru, includes the development of a dual carriageway highway and four new bridges ("Work Package 32").

Beyond this milestone, we secured five additional projects throughout the year, bringing the total value of new contracts awarded in FY2024 to RM1.08 billion. This has further strengthened our order book, providing healthy earnings visibility in the years ahead.

As of the end of the financial year under review, our outstanding order book stood at RM1.67 billion, reflecting a healthy project pipeline and sustained market confidence. With a solid industry presence, we are well-positioned to leverage emerging opportunities while ensuring long-term operational stability and financial resilience.



# Chairman's Statement (Cont'd)

## FINANCIAL HIGHLIGHTS

Despite a challenging business environment, the Group recorded a 4.9% year-on-year ("YoY") increase in revenue for FY2024, reaching RM392.87 million, up from RM374.48 million in the prior financial year ended 31 December 2023 ("FY2023"). The growth was primarily driven by the continued progress of ongoing projects, particularly those at more advanced stages of construction.

In line with revenue growth, the Group returned to profitability with a profit after tax and non-controlling interest ("PATNCI") of RM1.48 million, compared to a net loss of RM32.89 million in the previous financial year. This marked a significant turnaround following two consecutive years of losses FY2022 and FY2023, which were largely attributed to soaring raw material costs caused by pandemic-induced supply chain disruptions in the construction sector.

With these challenges behind us, the Group remains focused on sustaining growth, improving operational efficiency and executing projects effectively to strengthen its financial position.



In Malaysia, the Ministry of Finance forecasts GDP growth of 4.5% to 5.5% in 2025. The construction industry is expected to expand by 9.4%, supported by the acceleration of strategic infrastructure projects. This growth is underpinned by an estimated total construction expenditure of approximately RM200 billion, as outlined by the Malaysian Works Ministry, signaling a strong project pipeline and robust job flow trends anticipated for the year. Capitalizing on these opportunities, our team continues to actively pursue and bid for projects across residential, commercial, infrastructure and institutional construction.

Looking forward, we remain committed to the timely and high-quality execution of our ongoing projects while maintaining a cautiously optimistic outlook on the Group's prospects. We will continue to monitor market conditions closely, upholding our commitment to excellence, timely project completion as well as the health and safety of our employees.

## APPRECIATION

On behalf of the Board, I extend my heartfelt appreciation to the management and staff of TCS for their dedication and hard work, especially during these challenging times.

I would also like to express my sincere gratitude to all our stakeholders, including our valued shareholders, customers, business partners, bankers and suppliers, for their unwavering support.

Lastly, I would like to acknowledge my fellow Board members for their professionalism and collaborative spirit. Your guidance and insights have been invaluable and I have every confidence that, under the Board's leadership, our team will navigate challenges, drive growth and emerge stronger than ever.

**Tan Sri Dato' Sri Izzuddin Bin Dali**  
Independent Non-Executive Chairman

## FORGING AHEAD

### Forging Ahead 2025

The IMF projects global growth at 3.3% in 2025, a slight increase from 3.1% in 2023 and 3.2% in 2024. Elevated policy risks and the gradual disinflation process may present challenges in transitioning toward more accommodative monetary policies, with potential implications for fiscal sustainability and financial stability.

# Management Discussion and Analysis

For TCS Group Holdings Berhad and our subsidiaries (“TCS” or the “Group”), FY2024 was both challenging and rewarding at the same time. Economic difficulties from the preceding year extended into the financial year under review. Nevertheless, the team’s unwavering dedication and proactive management enabled us to navigate through the persistent demanding business operating environment, delivered exceptional quality projects to our clients and posted a healthier set of results in FY2024. Additionally, the Group reached a new milestone in FY2024 by securing our first project in East Malaysia.



## BUSINESS OVERVIEW

The global economy continued to face a series of unrelenting challenges. Heightened interest rates, a lingering byproduct of the fight against inflation, weighed on household spending and economic activity. However, inflation pressures has since eased toward the latter part of 2024, and the global macroeconomic landscape showed signs of improvement. The interest rate cuts by the United States Federal Reserve in 2024 led to a more favourable environment for businesses and boosted consumer sentiment.

Turning to the Malaysian construction industry, 2024 was a commendable year for the sector. The value of construction work done locally in 2024 grew by 20.2% to RM158.8 billion, according to the Department of Statistics Malaysia (“DOSM”). Additionally, the business operating landscape improved, with material costs stabilising and job flows from the public and private sectors increasing.



## Management Discussion and Analysis (Cont'd)

On that note, we are pleased to share that TCS secured five projects in FY2024 with a total value of RM1.08 billion. More excitingly, we have established a footprint in East Malaysia after clinching a RM611.3 million contract from Jabatan Kerja Raya Sabah. This project involves the construction of new highway and road upgrading works for Pan Borneo Sabah Highway Phase 1B along an 18.2 kilometre ("km") stretch between Telupid and Kampung Lumou Baru to a dual carriageway highway, including four new bridges ("Work Package 32"). We are delighted to be involved in a major infrastructure project and to contribute towards the upgrading of infrastructure works in Sabah. We also sincerely appreciate the trust placed upon us by the Jabatan Kerja Raya Sabah.



**SECURED 5 PROJECTS WITH A TOTAL VALUE OF RM1.08 BILLION**

**LEBUHRAYA PAN  
BORNEO SABAH  
PHASE 1B (W932)**

**RM611.30 MILLION**

Secured in Nov 2024

**ELMINA  
BUSINESS  
PARK PROJECT**

**RM86.38 MILLION**

Secured in Nov 2024

**SETIA  
BAYUEMAS  
PROJECT**

**RM116.58 MILLION**

Secured in Sep 2024

**SERVICED  
APARTMENT  
PROJECT**

**RM130.15 MILLION**

Secured in Jul 2024

**BANDAR SERI  
COALFIELDS  
PROJECT**

**RM140.27 MILLION**

Secured in Mar 2024

These contract wins strengthened our earnings visibility for the coming years and enhanced our current outstanding order to approximately RM1.67 billion as of 31 December 2024.

The healthy order book replenishment is also a testament to our three key focus areas across our projects:

**Outstanding Order Book**  
as at 31 December 2024

**RM1.67  
BILLION**



**Delivering  
Exceptional  
Quality**



**Timely  
Completion**



**Priority on  
Health &  
Safety at Work**

During the financial year under review, regrettably, there was an unfortunate incident involving cracks in the building at the J.Satine project in November 2024. Our scope of work in this project is limited to building and civil works only, with the initial findings suggesting that the building cracks were not caused by us. The Group has been working closely with the developer and consultants on this issue and we want to reiterate that health and safety have always been paramount in our projects.



# Management Discussion and Analysis (Cont'd)

## CORPORATE DEVELOPMENTS

### New Strategic Shareholder

Subsequent to the end of FY2024, we are pleased to welcome Mr. James Liew Yun Tak ("James Liew") as our new strategic long-term shareholder and partner following his acquisition of a 11.9%-stake in TCS in January 2025. James Liew brings with him vast experience in the infrastructure construction space with an established track record following his involvement in several major infrastructure and building projects in East Malaysia that included highways and bridges. Therefore, this creates strong synergies for TCS as we look to further enhance our presence in East Malaysia.



### Completion of Rights Issue with Warrants

In June 2024, TCS completed a renounceable rights issue along with free warrants. The right issue involved the issuance of 171,600,476 new ordinary shares ("TCS Shares") ("Rights Shares") on the basis of 2 Rights Shares for every 5 existing TCS Shares held together with 102,960,285 free detachable warrants ("Warrants B") on the basis of 3 Warrants B for every 5 Rights Shares by the entitled shareholders. Approximately RM20.6 million was raised from the exercise, which are being utilised to fund our ongoing construction projects. Meanwhile, the Warrants B, with a tenure of five years from the date of issuance, have a conversion price of 18 sen. This gives rise to potential additional proceeds to be raised from warrant conversions in the future.

## FINANCIAL REVIEW

### Revenue

In the financial year under review, the Group's revenue improved 4.9% year-on-year ("YoY") to RM392.87 million from RM374.48 million in the prior year. The improvement was mainly attributed to higher progress billings on the back of more advanced stage of construction from our ongoing projects, namely M Arisa, Helix2, and KLK Coalfields Retail Park. Progress was also noted at J. Satine prior to the aforementioned incident.

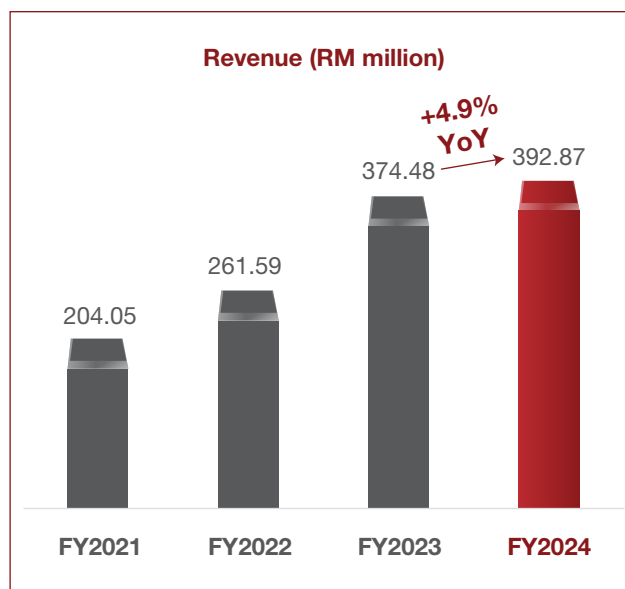
### Profit After Tax and Non-Controlling Interest ("PATNCI" or "net profit")

In tandem with the top-line performance and coupled with the stabilisation of input costs, TCS returned to black with a net profit of RM1.48 million in FY2024, in contrast to the net loss of RM32.89 million in the previous year.

### Capital Structure & Capital Resources

The Group's total assets remained broadly stable at the close of FY2024, totalling RM242.54 million, as compared to RM246.39 million last year. Total cash and bank balances rose to RM13.10 million as at end-FY2024 from RM5.05 million a year ago, following the proceeds raised from the rights issue.

Meanwhile, total equity rose to RM80.33 million as at 31 December 2024 versus RM57.65 million in the prior year. The increase was primarily attributed to the issuance of shares from the rights issue and warrants, resulting in higher share capital and the creation of a warrant reserve. On the other hand, total liabilities at the close of the financial year under review were reduced to RM162.21 million from RM188.74 million, driven by lower other payables, bank overdraft and lease liabilities. Total borrowings as at 31 December 2024 were pared down to RM37.52 million from RM52.67 million as at end-FY2023.





## Management Discussion and Analysis (Cont'd)

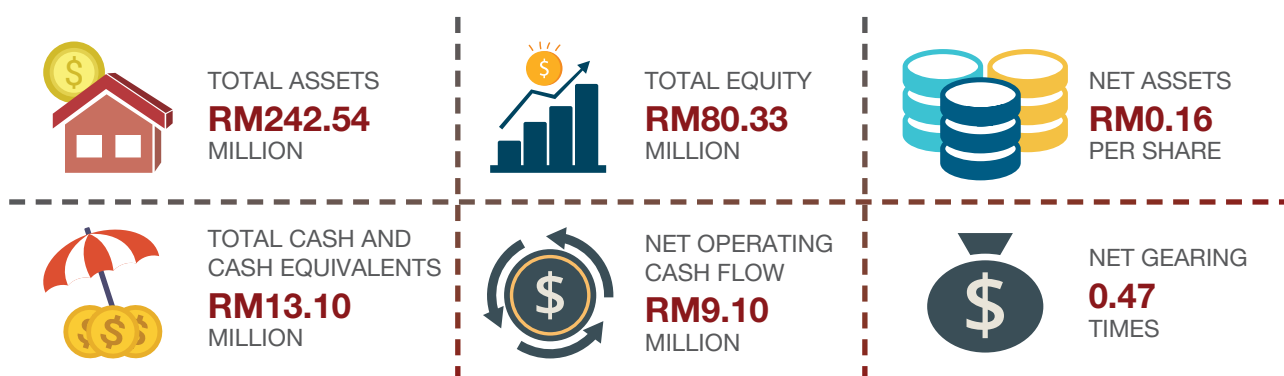
### Net Gearing

With higher cash and bank balances coupled with lower borrowings, net gearing improved to 0.47 times at the close of FY2024 vis-à-vis 0.91 times a year ago.

### Net Operating Cash Flow ("NOCF")

The Group generated a positive NOCF of RM9.10 million in FY2024, against a net outflow of RM16.29 million in FY2023.

#### Balance Sheet Highlights As At 31 December 2024



RM million	FY2024	FY2023
Total Assets	242.54	246.39
Total Equity	80.33	57.65
Total Liabilities	162.21	188.74
Current Ratio (x)	1.31	1.15
Net Assets per Share (RM)	0.16	0.14
Net Gearing (times)	0.47x	0.91x

### ANTICIPATED AND KNOWN RISKS

Building on our strong business foundation and proven track record as a construction services provider, TCS is committed to proactive risk management. We have identified key potential industry risks and implemented comprehensive mitigation strategies to ensure the continued creation of stakeholder value, as detailed below:

#### Competitive Landscape

The competitive landscape of the construction industry, with a significant number of contractors registered with the Construction Industry Development Board of Malaysia ("CIDB") especially in the Grade G7 segment, poses a potential risk to securing new contracts and impacting future earnings.

TCS manages this risk by delivering a compelling value proposition built on a proven track record, extensive experience, and technical expertise. We aim to be the client's preferred construction services provider and ensuring healthy long-term financial performance. This is underpinned by our commitment to project excellence, ensuring exceptional quality, timely completion and a strong focus on health and safety.

#### Raw Material Price Volatility

The construction industry inherently experiences raw material cost fluctuations, which can impact procurement and profitability. To mitigate these risks, we have implemented comprehensive measures and contingency plans to ensure supply chain resilience and counterbalance cost volatility. Our extensive industry experience, coupled with strong, long-standing relationships with a diverse supplier network, enables us to secure competitive pricing and maintain a consistent flow of essential materials.

## Management Discussion and Analysis (Cont'd)

### Operational Disruptions

Maintaining seamless construction site operations is critical for the Group's on-time project delivery. Unforeseen shutdowns or disruptions, as well as external events such as pandemics, natural disasters, or civil unrest, pose potential risks to our operational and financial performance. As part of our risk management strategy, we prioritise building and maintaining a strong network of trusted subcontractors. These long-standing relationships provide valuable flexibility and resource support, enabling us to maintain operational continuity even in challenging circumstances.

### Political, Economic, and Regulatory Risks

The Group's financial and business prospects are inherently linked to the cyclical nature of the construction industry, exposing us to risks from political, economic, and regulatory fluctuations. To navigate these cycles effectively, we implement prudent management practices and strategically adapt our investment strategies. Furthermore, we maintain proactive engagement with relevant authorities to ensure continuous compliance with evolving government policies and regulations.

### OUTLOOK AND PROSPECTS

As we head into the new financial year ("FY2025"), we anticipate a cautiously optimistic macroeconomic landscape, albeit one marked by heightened uncertainty. While global uncertainties surrounding geopolitical tensions and potential inflationary pressures persist, the recent change in United States ("US") administration has contributed to greater market volatility and amplified concerns regarding a potential recession.



On the home front, Malaysia's economy is expected to remain resilient, with gross domestic product ("GDP") growth forecast at between 4.5% and 5.5% in 2025, as outlined in Budget 2025. Looking at the construction sector, it is projected to grow by 9.4% in 2025, as outlined in the Economic Outlook 2025 report by the Ministry of Finance ("MoF"). This is largely attributed to the accelerated implementation of strategic infrastructure projects, particularly in civil engineering, alongside sustained demand for affordable housing under the Ekonomi MADANI framework and ongoing private sector development.

## Management Discussion and Analysis (Cont'd)

With the anticipated rise in both public and private sector projects in 2025, we continue to see opportunities in Peninsular Malaysia as well as East Malaysia. The Group is working hard to build on the momentum following our first contract win in East Malaysia.

Furthermore, together with our new strategic major shareholder, James Liew, we are leveraging our technical expertise and track record to secure more jobs there. We believe this partnership will create significant value for all stakeholders while improving our current shareholding mix.

Additionally, major infrastructure projects, including the Light Rail Transit (“LRT 3”) Phase 2, the Sarawak-Sabah Link Road Phase 2, the Kerian Integrated Green Industrial Park and the Johor-Singapore Special Economic Zone, are set to further boost the sector expansion, and in turn, creating positive momentum for industry players including TCS.

All in all, we uphold our positive long-term view on the Group’s prospects underpinned by our healthy order book, tender book and opportunities ahead. Meanwhile, we are also mindful of the dynamic business operating environment such as the rise in minimum wage. Our utmost priority remains on delivering exceptional quality while ensuring timely completion for all our projects and prioritising the health and safety of our employees.



### ACKNOWLEDGEMENT

Before concluding, I would like to take this opportunity to extend my heartfelt gratitude to the management and staff of TCS for their unwavering dedication and determination in overcoming the challenges of FY2024.

My deep appreciation goes to our valued customers, shareholders, business partners, associates, suppliers and the respective regulatory authorities for their steadfast support.

Finally, I would like to acknowledge my sincere thanks to my fellow Board members for their invaluable guidance and wise counsel. Their collaborative spirit and insightful contributions have been instrumental to our progress, and I look forward to continuing this journey together.

**Dato' Ir. Tee Chai Seng**

Managing Director



# Sustainability Statement

**TCS Group Holdings Berhad** (“TCS” or “Group”) is pleased to present its Sustainability Statement (“Statement”) for the financial year ended 31 December 2024 (“FYE 2024”). This statement reflects our steadfast commitment to integrating Environmental, Social, and Governance (“ESG”) principles into our core operations, particularly within the construction industry. As a responsible corporate entity, we recognize the importance of sustainable practices in driving long-term value for our stakeholders, society, and the environment. Our ongoing efforts in this area are fundamental to our mission of delivering high-quality, timely, and environmentally conscious construction projects.

As we advance our sustainability journey, TCS Group is dedicated to fostering enduring relationships with all stakeholders through the adoption of responsible and ethical business practices. We aim to instill a culture of sustainability across all levels of the organization by embedding these principles into our operational frameworks, decision-making processes, and strategic initiatives. Our objective is to contribute positively to the built environment while safeguarding natural resources for future generations.

Throughout FYE 2024, we have proactively identified and implemented key initiatives to address the evolving environmental, social, and governance landscape. Our approach involves a comprehensive assessment of sustainability risks and opportunities, ensuring they are integral to our corporate strategy. This Statement outlines the material activities and achievements of the past year, providing insight into the actions we have taken to mitigate risks, optimize operational efficiency, and support the communities in which we operate.

Recognizing that sustainability is a continuous journey, TCS Group remains committed to the ongoing refinement of our strategies and practices. We prioritize transparency and accountability in our reporting, ensuring our stakeholders are well-informed about our progress and performance in ESG-related matters. This Statement not only serves as a record of our current efforts but also reaffirms our commitment to continuous improvement and innovation in sustainability practices.

Looking ahead, we will continue to explore new opportunities for growth while upholding our responsibility to the environment, our workforce, and the broader community, ensuring that TCS Group remains a reliable, forward-thinking leader in the Malaysian construction industry.

## REPORTING STANDARDS

Our Sustainability Statement is meticulously prepared in accordance with the following guidelines:

- **Global Reporting Initiative (“GRI”) Standards**
- **The Sustainability Reporting Guide issued by Bursa Malaysia**
- **The United Nations Sustainable Development Goals (“UN SDGs”)**
- **TCS Group’s Internal Sustainability Framework**

This framework, supported by our comprehensive sustainability governance structure, provides a clear, methodical approach to overseeing our policies, procedures, and initiatives. It serves as a roadmap guiding the Group’s pursuit of sustainable growth while aligning with global best practices and regulatory requirements.

## REPORT SCOPE AND BOUNDARY

This Sustainability Statement for TCS Group covers the FYE 2024, focusing on the economic, environmental, and social (“EES”) pillars that form the foundation of our operations. We have highlighted the key initiatives and areas deemed critical to the Group’s sustainability journey, drawing insights from our internal reporting systems, processes, and documented records.





## Sustainability Statement (Cont'd)

Looking ahead, TCS Group is committed to the continuous enhancement and expansion of our sustainability reporting practices. We aim to integrate sustainability principles across all aspects of our operations, fostering a culture of environmental stewardship, social responsibility, and ethical governance.

A pivotal aspect of our strategic vision is to showcase the ESG contributions of our partners, including subcontractors, suppliers, and other stakeholders in our value chain. By collaborating with like-minded partners, we strive to create a more resilient, responsible, and sustainable future for the construction industry in Malaysia.

### OUR SUSTAINABILITY APPROACH

#### Sustainability Governance

Governance is the cornerstone of TCS Group's sustainability strategy. We are committed to conducting our business with the highest ethical standards, ensuring full compliance with all applicable laws, regulations, and industry best practices. Our governance practices emphasize integrity, accountability, and transparency, guiding our efforts to identify, evaluate, and manage ESG risks and opportunities for long-term growth and value creation.

The Board of Directors has established a governance structure aligned with our operational needs, corporate culture, and sustainability maturity. This structure enables the Board and Management to monitor, address, and respond to material sustainability issues while maintaining proactive risk management.

We have implemented a Sustainability Policy that integrates ESG principles into our daily operations. This policy is designed to:

- Enhance shareholder value
- Minimize environmental impact
- Promote social contributions
- Ensure regulatory compliance

#### Governance Structure & Oversight

The **Senior Management Team** oversees the policy's execution, ensuring alignment with strategic goals.

#### Roles and Responsibilities



# Sustainability Statement (Cont'd)

## Sustainability Reporting & Monitoring

The Management Team prepares comprehensive sustainability reports for the Board's review, focusing on:

- **Performance tracking of ESG initiatives**
- **Stakeholder feedback assessments**
- **Materiality reviews to identify priority issues**

Our reports comply with Bursa Malaysia's Sustainability Reporting Guide and GRI Standards.

## Sustainability Policy

Our Sustainability Policy outlines our commitment to practices and standards designed to promote environmentally and socially responsible operations, with an aim to enhance the well-being of everyone whose lives we touch, including our employees and local communities. This also reflects the Group's Vision, Mission and Core Values in building trust, while contributing towards economic growth and safeguarding the planet for our future generations.

## ECONOMIC, ENVIRONMENT, SOCIAL & GOVERNANCE

1. Delivering product and service excellence by focusing on innovative business strategies, work processes, and responsible green products that have positive impacts on the environment and society.
2. Striving to achieve a sustainable long-term balance between preserving nature and meeting business goals by minimising negative impacts towards biodiversity and climate change.
3. Embracing green and environmental practices that focus on energy efficiency, water conservation, material management and resource use optimisation, reduction of GHG emissions, waste minimisation and pollution abatement.
4. Cultivating a conducive work environment that focuses on building relations with our employees, ensuring a safe workplace and a healthy workforce, encouraging the growth of our employees, and providing fair and equal opportunity in employment for all employees.
5. Continuing our community initiatives and delivering our commitment towards community development through volunteerism programmes, philanthropic activities, and collaborative programmes.
6. Complying with applicable legislations, standards and codes of practices including work ethics, health and safety, and labour practices.
7. Creating awareness amongst our employees, customers and business partners on commitment towards sustainability and encouraging them to support and participate in responsible environmental and social-economic practices.

## Sustainability Development Framework

Our Sustainability Development Framework outlines the principles and practices that guide our efforts to integrate ESG considerations into our operations. This framework reflects our commitment to long-term value creation for stakeholders while minimizing environmental impact, enhancing social well-being, and upholding the highest standards of corporate governance.

## Vision

To be a leading Malaysian construction services provider known for high-quality project delivery, sustainable growth practices, and a commitment to responsible environmental stewardship.

# Sustainability Statement (Cont'd)

## Mission

To deliver construction excellence while upholding sustainability through:

- Operational innovation and quality execution
- Minimized environmental footprint
- Positive community contributions
- Robust governance frameworks

## Key Sustainability Pillars

Sustainability Pillar	Key Area	Initiatives and Actions
Economic Sustainability	Innovation in Construction Practices	Adoption of BIM and Autocad systems for design accuracy and operational efficiency.
		Use of aluminium system formwork, self-climbing platforms, and placing booms to reduce labor dependency and enhance cost efficiency.
	Value Chain Collaboration	Strengthening partnerships with suppliers, subcontractors, and stakeholders.
		Collaboration with government agencies on major projects like the Pan Borneo Highway Phase 1b WP32 to ensure stable revenue streams and risk mitigation.
	Financial Performance	FYE 2024 YTD profit of RM 1.5 million, marking a significant turnaround from the RM 32.9 million loss in FYE 2023.
		Secured RM 1.08 billion in contracts in FYE 2024, ensuring earnings visibility and business continuity.
Social Responsibility	Resource Efficiency	Bulk material purchasing strategies to mitigate price volatility and minimize wastage.
		Material tracking systems to optimize resource allocation and prevent over-ordering.
	Waste Reduction	Adoption of precast materials to reduce on-site waste.
		Implementation of recycling initiatives to reuse materials and minimize environmental impact.
	Energy Efficiency	Investment in energy-efficient equipment like placing booms and mobile concrete pumps.
		Exploring Industrialized Building System (IBS) to reduce energy consumption.
Governance & Risk Management	Board Oversight	Strict adherence to Malaysian environmental laws.
		Regular environmental audits to monitor performance and enhance compliance efforts.
	Risk Management	Board of Directors oversees ESG initiatives and ensures regulatory compliance.
		Appointment of Ms. Sharon Chew in FYE 2023 to comply with gender diversity requirements.
	Ethical Business Practices	Comprehensive Risk Register & Risk Matrix to identify, assess, and mitigate risks.
		Key risk strategies include bulk raw material purchases, tender clauses for price variations, and proactive supplier engagement.
	Transparency & Reporting	Established anti-bribery & corruption policies in compliance with MACC Section 17A.
		Whistleblowing Policy implemented to encourage ethical practices.
		Regular communication with investors through press briefings, contract announcements, and financial disclosures.
		Full-time Investor Relations team managing stakeholder engagement.

# Sustainability Statement (Cont'd)

## Alignment with UN SDGs

TCS Group aligns its sustainability practices with key United Nations SDGs, contributing to global development efforts through responsible business practices:

	<ul style="list-style-type: none"> <li>• <b>Goal 3 – Good Health and Well-being:</b> Ensuring a safe and healthy workplace through OSH-compliant protocols.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Goal 5 – Gender Equality:</b> Promoting gender diversity at all levels and ensuring equal growth opportunities.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Goal 7 – Affordable and Clean Energy:</b> Incorporating energy-efficient equipment in construction activities.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Goal 9 – Industry, Innovation, and Infrastructure:</b> Contributing to national infrastructure projects such as the Pan Borneo Highway.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Goal 11 – Sustainable Cities and Communities:</b> Delivering community-centric infrastructure that supports sustainable urban development.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Goal 12 – Responsible Consumption and Production:</b> Reducing waste through efficient material usage and precast solutions.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Goal 13 – Climate Action:</b> Minimizing carbon emissions through sustainable construction practices.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Goal 16 – Peace, Justice, and Strong Institutions:</b> Upholding ethical business conduct and corporate governance integrity.</li> </ul>

## Implementation and Monitoring Mechanisms

To operationalize our sustainability commitments, TCS Group has established a clear implementation strategy:

- 1) **Sustainability Committee:** Led by the senior management team to track performance, assess risks, and provide guidance on ESG-related matters.
- 2) **Employee Training & Awareness:** Regular training sessions to enhance staff understanding of sustainability principles and their roles in achieving ESG goals.
- 3) **Performance Monitoring & Reporting:** Quarterly performance reviews to evaluate progress against ESG goals and annual sustainability reports prepared in accordance with Bursa Malaysia's Sustainability Reporting Guide.
- 4) **Continuous Improvement:** Stakeholder engagement activities to gather feedback and insights; Benchmarking against industry peers to identify and implement best practices.



## Sustainability Statement (Cont'd)

### Stakeholder Engagement

At TCS Group, we recognize the critical role our stakeholders play in supporting our sustainability journey. We believe that open, transparent, and consistent engagement with stakeholders helps us to identify key sustainability challenges and co-create solutions that align with our long-term ESG objectives.

Throughout FYE 2024, we proactively engaged with our stakeholders through various channels, including formal meetings, project site visits, community discussions, and surveys. These interactions have provided valuable insights, enabling us to refine our sustainability practices while addressing stakeholder concerns and enhancing mutual trust.

The table below outlines our key stakeholder groups, focus areas, engagement methods, and the frequency of engagement:

Stakeholder Group	Focus Areas	Engagement Channels	Frequency
Customers	Project quality, safety standards, environmental compliance	Surveys, site visits, project completion meetings	Project milestones, annually
Employees	Workplace safety, career development, well-being	Performance reviews, safety workshops, training sessions	Monthly reviews, annual appraisals
Suppliers	Sustainable sourcing, supply chain efficiency	Supplier audits, meetings, and joint initiatives	Bi-annual assessments, ongoing
Regulatory Bodies	Compliance with construction, safety, and environmental standards	Official reports, site inspections, and industry forums	As required, minimum annually
Community	Environmental impact, local infrastructure development	Community forums, outreach programs, and CSR activities	Quarterly engagements, ongoing
Investors	Financial performance, ESG progress, governance	AGMs, analyst briefings, and performance reports	Annual AGMs, quarterly updates
Industry Associations	Construction best practices, innovation trends	Conferences, industry panels, and collaborative projects	Annual conferences, as needed

This structured stakeholder engagement approach ensures that all feedback is systematically reviewed and incorporated into our strategic decisions, enhancing the relevance and effectiveness of our sustainability initiatives.

### Material Matters

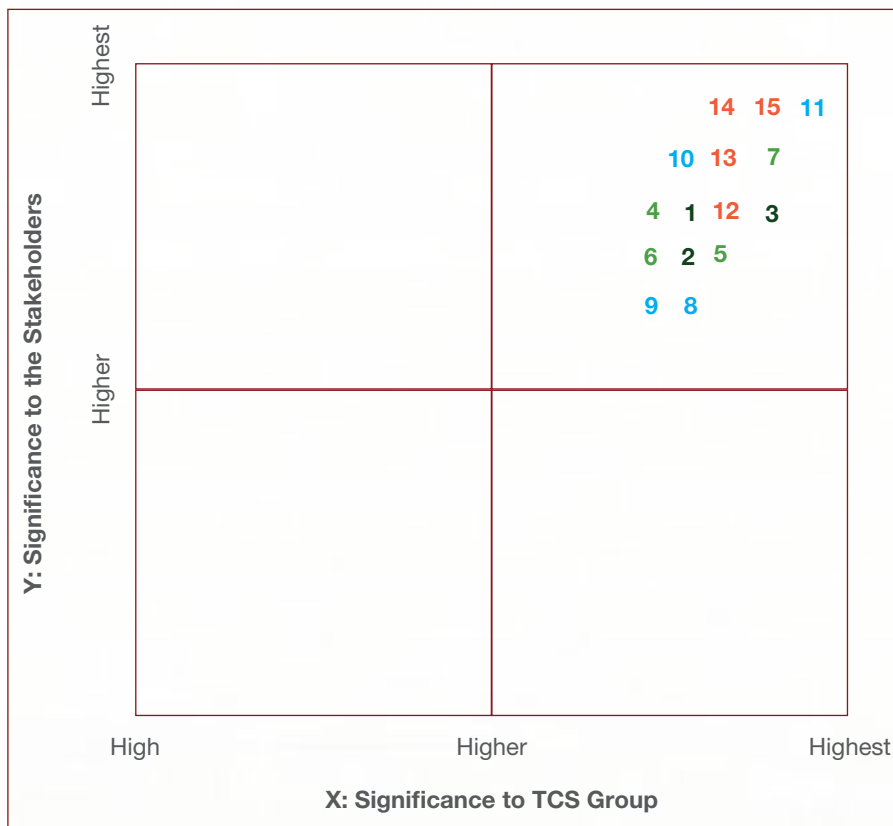
In FYE 2024, referencing Bursa Malaysia's Sustainability Reporting Materiality and stakeholder toolkit and guidelines, we performed our first full materiality assessment with our internal and external stakeholder groups. We determined the significant impacts on our business and operations and identified the areas where we create or diminish sustainability values.

Consequently, we were able to map out the sustainability matters that can enhance our business resilience and performance.

### Materiality Matrix

The materiality matrix below maps the EESG issues based on their perceived significance by the Group and our stakeholder groups. The themes deemed most important by both are plotted on the upper right-hand quadrant.

## Sustainability Statement (Cont'd)



### Material Matters:

#### Economic

1. Innovation in Construction Practices
2. Value Chain Collaboration
3. Financial Performance

#### Environmental

4. Resource Efficiency
5. Waste Reduction
6. Energy Efficiency
7. Compliance with Environmental Regulations

#### Social

8. Employee Welfare & Development
9. Community Engagement
10. Fair Labor Practices
11. Workplace Safety

#### Governance

12. Board Oversight
13. Risk Management
14. Ethical Business Practices
15. Transparency & Reporting

The top material issues are Workplace Safety, Transparency & Reporting, Financial Performance, Risk Management, and Ethical Business Practices.

Workplace Safety is closely linked to the core nature of our business because we want to ensure the safety and well-being of our employees, contractors, and subcontractors.










Meanwhile, Transparency & Reporting, Financial Performance and Risk Management imposes a direct correlation to the economic impacts on our stakeholders.

Ethical Business Practices pertain to the ways by which we demonstrate fair and equal treatment to our stakeholders. The material issues relating to the environment are situated closely together in the middle of the matrix.




Our business segment belongs to the construction sector where we are not in control of all environmental impacts of the whole project. We strive to reduce the environmental impacts of our supply chain and operations that we are able to control.

# Sustainability Statement (Cont'd)

## Sustainability Performance, Targets, and Initiatives

Sustainability Pillar	Focus Area	Performance	Targets	Initiatives	Linked UN SDG
Economic Sustainability	Innovation	Enhanced operational efficiency	Expand the use of BIM and IBS	Adopt BIM, Autocad, IBS, and advanced construction equipment	
	Value Chain Collaboration	Improved supplier engagement	Increase supplier partnerships	Strengthen partnerships with local and global suppliers	
	Financial Performance	Profit turnaround (RM1.5M profit in FYE 2024)	Sustain earnings growth	Diversify project portfolio, including infrastructure projects like the Pan Borneo Highway	
Environmental Stewardship	Resource Management	Reduced raw material wastage	Improve material efficiency	Optimize bulk purchasing and tracking systems	
	Waste Reduction	Significant reduction in site waste	Achieve waste reduction	Increase recycling, reuse, and use of precast materials	
	Energy Efficiency	Improved energy performance	Enhance energy-efficient practices	Deploy self-climbing platforms and energy-efficient equipment	
Social Responsibility	Community Engagement	Ongoing engagement with communities	Expand community partnerships	Conduct workshops and support local infrastructure projects	
	Health & Safety	Zero fatality rate in FYE 2024	Maintain strong safety culture	Regular safety audits and training programs	
	Fair Labour Practices	Gender diversity on the Board	Promote inclusive hiring	Ensure fair employment practices, with gender-diverse leadership	

## Sustainability Statement (Cont'd)

Sustainability Pillar	Focus Area	Performance	Targets	Initiatives	Linked UN SDG
Governance	Ethical Conduct	Strong adherence to governance standards	Uphold ethical standards	Anti-bribery policies, MACC Section 17A compliance	
	Transparency	Enhanced reporting practices	Maintain transparency with stakeholders	Regular reports and investor communication	
	Risk Management	Effective ESG risk management	Refine risk assessment frameworks	Risk Register and Matrix updates, regular risk reviews	

### Pillar 1: Economic Sustainability

#### 1. Innovation

TCS Group is committed to operational excellence through the adoption of modern construction technologies such as:

- Building Information Modelling (BIM) and Autocad systems for precise project planning.
- IBS technology to reduce labor dependency and enhance efficiency.
- Use of self-climbing platforms and placing booms to accelerate project delivery.
- Key project: Pan Borneo Highway Phase 1b Work Package 32, demonstrating our innovative capabilities.

**Linked UN SDG: Goal 9 – Industry, Innovation, and Infrastructure**

#### 2. Value Chain Collaboration

- Strengthening ties with suppliers and subcontractors to implement sustainable sourcing practices.
- Collaborating with government bodies to secure stable and reliable infrastructure projects.
- Enhancing supply chain resilience by diversifying partnerships with local and regional suppliers.

**Linked UN SDG: Goal 12 – Responsible Consumption and Production**

#### 3. Financial Performance

- Achieved a profit turnaround with RM1.5 million YTD profit in FYE 2024 (from a loss of RM32.9 million in FYE 2023).
- Secured new projects of RM 1.08 billion to replenish our order book, ensuring earnings visibility and growth potential.

**Linked UN SDG: Goal 8 – Decent Work and Economic Growth**



# Sustainability Statement (Cont'd)

## Pillar 2: Environmental Stewardship

### 1. Resource Management

- Bulk purchasing strategies to minimize material wastage.
- Advanced material tracking systems to optimize consumption and logistics.

**Linked UN SDG: Goal 12 – Responsible Consumption and Production**

### 2. Waste Reduction

- Precast material adoption to minimize site-based waste.
- Recycling initiatives to reuse materials and reduce landfill contributions.

**Linked UN SDG: Goal 13 – Climate Action**

### 3. Energy Efficiency

- Investments in energy-efficient equipment such as placing booms and mobile concrete pumps.
- Ongoing assessment of IBS adoption for long-term energy optimization.

**Linked UN SDG: Goal 7 – Affordable and Clean Energy**

## Pillar 3: Social Responsibility

### 1. Community Engagement

- Collaboration with local communities through projects like the Pan Borneo Highway.
- Engagement with schools and NGOs to raise awareness of sustainable infrastructure development.

**Linked UN SDG: Goal 11 – Sustainable Cities and Communities**

### 2. Workplace Health and Safety

- Comprehensive safety training programs and regular ESH audits.
- Zero fatality rate in FYE 2024 due to strict adherence to safety protocols.

**Linked UN SDG: Goal 3 – Good Health and Well-being**

### 3. Fair Labor Practices

- Fair compensation policies and diverse hiring practices.
- Appointment of Ms. Sharon Chew in 2023 as part of our commitment to gender diversity.

**Linked UN SDG: Goal 5 – Gender Equality**

# Sustainability Statement (Cont'd)

## Pillar 4: Governance and Risk Management

### 1. Ethical Business Conduct

- Zero-tolerance policy for unethical behavior with anti-bribery training.
- Compliance with MACC Section 17A to prevent corruption and ensure integrity.

**Linked UN SDG: Goal 16 – Peace, Justice, and Strong Institutions**

### 2. Transparency

- Regular financial disclosures, sustainability updates, and stakeholder engagement sessions.
- Dedicated IR team ensures proactive communication with investors and regulators.

**Linked UN SDG: Goal 17 – Partnerships for the Goals**

### 3. Risk Management

- Risk Matrix and Register updated regularly to address emerging ESG risks.
- Proactive mitigation strategies such as bulk raw material purchases and tender price variation clauses.

**Linked UN SDG: Goal 13 – Climate Action**

#### Looking Ahead: Our Commitment to Continuous Improvement

As TCS Group moves forward, we remain steadfast in our commitment to sustainable growth and operational excellence. We recognize that sustainability is a continuous journey, and we are dedicated to refining our practices, adopting innovative solutions, and enhancing our positive impact on the environment, society, and the economy.

In the coming years, we will continue to:

- **Expand Our Infrastructure Portfolio:** Focus on strategic growth opportunities, particularly in East Malaysia, by participating in government-led infrastructure projects that prioritize environmental stewardship and long-term community benefits.
- **Invest in Technology and Innovation:** Accelerate the adoption of IBS technology, digital construction tools, and advanced project management systems to improve operational efficiency, reduce resource consumption, and minimize environmental impact.
- **Strengthen Community Engagement:** Deepen our collaborations with local communities through targeted CSR programs, community infrastructure projects, and educational initiatives that foster long-term social and economic development.
- **Enhance ESG Reporting and Transparency:** Continuously improve the accuracy, clarity, and scope of our ESG disclosures to meet evolving stakeholder expectations and regulatory standards. We will implement more robust data-tracking systems to provide transparent, real-time insights into our sustainability performance.

By embedding these principles across our operations, we aim to create enduring value for all stakeholders, support Malaysia's sustainable development agenda, and contribute to a more resilient and prosperous future.

# Sustainability Statement (Cont'd)

## Sustainability Performance Report

Indicator	Unit	FY2023	FY2024
<b>Economic Performance</b>			
Economic value generated (Revenue)	MYR	374,481,100	392,873,805
Economic value distributed (Revenue - Profit Before Tax)	MYR	406,225,980	391,380,601
Economic value retained	MYR	(32,884,742)	1,484,229
<b>Anti-Corruption</b>			
C1a – Percentage of employees who have received training on anti-corruption by employee category.	Number	163	154
C1b – Percentage of operations assessed for corruption-related risk.	%	100	100
C1c – Confirmed no of incidents of corruption and actions taken.	Number	0	0
<b>Community/Society</b>			
C2a – Total amount invested in the community where the target beneficiaries are external to listed issuer.	MYR	1,000	1,573
C2b – Total number of beneficiaries of the investment in communities.	Number	1	1
<b>Diversity</b>			
C3a – Percentage of <b>employees</b> by gender and age group, for each category			
<b>Gender Group</b>			
Male	%	77	74
Female	%	23	26
<b>Age Group</b>			
18-20	%	0.5	0
21-30	%	42	37
31-40	%	33	36
41-50	%	16	18
51-60	%	8	7
>60	%	0.5	2
C3b – Percentage of <b>directors</b> by gender and age group			
<b>Gender Group</b>			
Male	%	83	83
Female	%	17	17
<b>Age Group</b>			
31-40	%	17	17
41-60	%	33	33
>60	%	50	50

## Sustainability Statement (Cont'd)

Indicator	Unit	FY2023	FY2024
<b>Energy Management</b>			
C4a – Total energy consumption, (i.e. how many electricity / petrol consumption)			
Electricity consumption			
Head Office	kWH	94,526	155,250
Staff quarters	kWH	18,538	21,870
Project sites	kWH	1,400,071	1,449,788
Central Labour Quarters (CLQ)	kWH	1,351	93,677
Store	kWH	23,322	22,277
Petrol consumption	litre	51,621	28,798
Diesel consumption	litre	369,963	973,519
<b>Health &amp; Safety</b>			
C5a – Number of work-related fatalities	Number	0	0
C5b – Lost time incident rate	Rate	0	0
C5c – No of employees trained on Health and safety standard.	Number	42	50
<b>Labour practices and standard</b>			
C6a – Total hours of training by employee category			
Head Office	Hours	423	700
Site	Hours	230	715
C6b – Percentage of employees that are contractors or temporary staff.			
Contractors	%	100	100
Temporary	%	100	100
C6c – Total number of employees turnover by employee category			
Site	Number	35	38
Management	Number	0	0
HQ	Number	16	15
C6d – Number of substantiated complaints concerning human rights violations.	Number	0	0
<b>Supply chain management</b>			
C7a – Proportion/ Percentage of spending on local suppliers			
Suppliers assessed for environmental practices	%	100	100
Suppliers provided training on environmental practices	%	100	100
Supplier, to our knowledge, were identified as not having committed any non-compliance in the areas assessed.	%	100	100



## Sustainability Statement (Cont'd)

Indicator	Unit	FY2023	FY2024
<b>Data Privacy and Security</b>			
C8a – Number of substantiated concerning breaches of customer privacy and losses of customer data	Number	0	0
Compliance with data protection laws	Yes/No	Yes	Yes
Number of employees receive training and awareness programs on data security	Number	0	0
<b>Water</b>			
C9a – Total volume of water used			
Water consumption			
Head Office	m <sup>3</sup>	3,933	822
Staff quarters	m <sup>3</sup>	1,226	416
Project sites and Central Labour Quarters (CLQ)	m <sup>3</sup>	15,857	28,886
Store	m <sup>3</sup>	5,116	6,177
<b>Waste management</b>			
Domestic waste (HQ)	metric ton	1	1
Construction waste (All project)	metric ton	91	87
Domestic waste	metric ton	550	517
Construction waste	metric ton	534	489

# Corporate Governance Overview Statement

The Board of Directors (“**the Board**”) of TCS Group Holdings Berhad (“**TCS**” or the “**Company**”) believes that good corporate governance is essential to ensure long term sustainability and good business performance of the organization. The Board remains committed by maintaining the highest standards of corporate governance within TCS and its subsidiaries (the “**Group**”) and adhering to the principles and best practices of Corporate Governance, by observing the Corporate Governance Guide issued by Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

The Board is pleased to report an overview of the application of the recommended practices of the Malaysian Code on Corporate Governance (“**MCCG**”) and the ACE Market Listing Requirements (“**AMLR**”) of Bursa Securities during the financial year ended 31 December 2024 (“**FYE 2024**”).

The application of each Practice set out in the MCCG during FYE 2024 is disclosed in the Company’s Corporate Governance Report which is available on the Company’s website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my) as well as via an announcement on the website of Bursa Securities.

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### Board Leadership

#### Board’s Roles and Responsibilities

The Board is responsible for overseeing and managing the overall performance of the Group by maintaining full and effective control over strategic, financial, operational, compliance and governance issues. The Board’s key roles amongst other, are charting the strategic direction, development and control of the Group which involve overseeing corporate governance, ensuring financial sustainability, and providing guidance to the executive leadership for effective implementation of business initiatives while the Managing Director takes on primary responsibility for managing the Group’s businesses and resources.

The Board has formalised and adopted a Board Charter which serves as a source of reference and primary induction literature, providing insights to existing and prospective Board members to assist the Board in the performance of their fiduciary duties as Directors of the Company. The Board Charter is available on the Company’s website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my).

Broadly, the responsibility of the Board is including but not limited to the following: -

- Review and approve strategic initiatives including corporate business restructuring or streamlining and strategic alliances;
- Oversee the conduct of the Group’s businesses to evaluate whether the businesses are being properly managed;
- To ensure that the Company has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate responsibility;
- Identify principal risks and ensure the implementation of appropriate systems to manage these risks; and
- Review and approve the capital expenditure, purchase of fixed assets, operating expenditure, variation order and any other matters in accordance with the Authority Limits Document.

The Board delegates certain responsibilities and confers some authority to the Board Committees namely the Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee in order to enhance business and operational efficiency and effectiveness. At each Board meeting, the Chairman of the relevant Board Committees reports to the Board on key issues deliberated at their respective meetings. The Terms of Reference of each of the Board Committees is available at the Company’s website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my).

#### Separation of positions of the Chairman and Managing Director

The roles of the Chairman and Managing Director are separately held by Tan Sri Dato’ Sri Izzuddin Bin Dali and Dato’ Ir Tee Chai Seng respectively. Each of them has a clear and distinct division and responsibilities to ensure the balance of control, power and authority. The roles and responsibilities of the Chairman and Managing Director are clearly stated in the Board Charter.

The Chairman of the Board is primarily responsible for orderly conduct and effective function of the Board and represents the Board to the shareholders and other stakeholders whilst the Managing Director is responsible for the business direction and development of the operating units, organizational effectiveness and implementation of the Board’s policies and decisions with the management team as well as oversees the Group’s day-to-day operations.

# Corporate Governance

## Overview Statement (Cont'd)

### Chairman of the Board should not be a member of the Board Committees

The Board took recognisance that having the same person assumes the position of Chairman of the Board and member of other Board Committees poses the risk of self-review and may impair the objectivity of both the Chairman and the Board when deliberating on the observations and recommendations put forth by the Board Committees.

The Chairman of the Board, Tan Sri Dato' Sri Izzuddin Bin Dali does not hold any position as a member or chairman in any Board Committee. It is a move to enhance the objectivity of the Board which reflects the Company's commitment to foster impartiality and strengthen the overall objectivity of the Board's decision-making processes.

### Company Secretaries

The Board is supported by two (2) suitably qualified and competent Company Secretaries. The Company Secretaries play an advisory role to the Board and is responsible to ensure all Board procedures and Board management matters are in line as well as in compliance with AMLR, relevant laws and regulations.

The Company Secretaries attend all meetings of the Board and Board Committees and ensure that all meetings are properly convened, and proper records of proceedings and resolutions passed are recorded and maintained in the statutory register.

### Supply and Access of Information

The Board has unrestricted access to timely and accurate information necessary in the furtherance of their duties. At each Board meeting, the Managing Director briefs the Board on the Group's current activities and operations. This includes in-depth updates on key strategic initiatives, financial performance, market trends, and any significant developments or challenges faced by the Group. The detailed presentation by the Managing Director ensures that the Board is well-informed to make informed decisions regarding the overall direction and management of the Company. Directors also have access to the advice and services of the Company Secretaries and, where necessary, obtain independent professional advice at the Group's expense.

### Board Delegation

#### a) Audit Committee ("AC")

The AC is instrumental in upholding the company's financial integrity, which includes but not limited to reviews and evaluates the audit plan and internal control systems proposed by the internal auditors, assesses the performance and independence of external auditors and ensure the effectiveness of internal audit functions. The AC also reviews, comments and presents the quarterly and year-end financial results for Board's approval.

#### b) Nomination Committee ("NC")

The NC is tasked with reviewing and recommending nomination policies for key leadership positions, encompassing the Chairman, Managing Director, Directors, and Senior Management. This involves recommending candidates for directorships based on criteria specified in the Company's Fit and Proper Policy, as nominated by shareholders or the Board. Additionally, the NC recommends to the Board, the candidates to fill seats on the Board or Board Committees following a thorough assessment. The NC also reviews annually the requisite skills, experience, and other qualities that Non-Executive Directors should bring to the Board. Last but not least, the NC is responsible for assessing the effectiveness of the Board as a whole and evaluates the individual contribution of each Director on an annual basis.

#### c) Remuneration Committee ("RC")

The RC holds the responsibility of establishing a formal and transparent procedure to develop policies related to executive remuneration within the Group. This involves creating a structured framework for determining the remuneration packages of individual Directors. The committee meticulously considers factors such as performance, market benchmarks, and industry standards to ensure that the remuneration policies are fair, competitive, and aligned with the company's strategic objectives. Through this, the RC aims to foster accountability, attract and retain top talent, and uphold the principles of good governance in the remuneration practices of the Group.

# Corporate Governance

## Overview Statement (Cont'd)

### Board Delegation (Cont'd)

#### d) Risk Management Committee ("RMC")

The RMC oversees and approves the enterprise risk management framework, tailoring it to the Company's complexity. This includes ensuring appropriate risk appetite and tolerance for each business line, establishing policies and procedures for comprehensive risk management governance, and implementing processes for identifying and reporting enterprise-wide risks. The RMC also monitors compliance, enforces corrective actions for risk management deficiencies, and integrates risk management objectives into management goals and the company's compensation structure.

### Board Composition

Presently, the Board consists of nine (9) members, comprising of one (1) Independent Non-Executive Chairman, one (1) Managing Director, three (3) Executive Directors and four (4) Independent Non-Executive Directors. The present composition of the Board is in compliance with Rule 15.02 of the AMLR of having at least two (2) or one third (1/3) of the Board comprising independent directors. In the event of any vacancy on the Board, resulting in non-compliance with Rule 15.02 of AMLR, the Company shall fill the vacancy within three (3) months.

The Board's decision-making is not dominated by any individual or group. This is supported by a balanced composition, where Independent Directors constitute more than one-third of the Board, providing independent oversight and helping to safeguard the interests of minority shareholders, while ensuring fair representation of the major shareholder. The present Directors bring a wide range of experience and skills relevant to the business of the Group. Brief descriptions of the background of each Director are set out in this Annual Report.

The current size and composition of the Board are considered adequate to provide the optimum skills and experience required to manage affairs. The Board also endeavours to fulfil the gender diversity provided by the MCCG. At this stage, the Board believes that the current composition and size of the Board is adequate to discharge its duties and responsibilities efficiently and competently.

### Board Meetings

The Board meets at least four (4) times a year and has a formal schedule of matters reserved for it. The Board will conduct additional meetings on an ad-hoc basis as and when necessary to consider business issues that require urgent decisions of the Board.

During the FYE 2024, seven (7) board meetings were held and the attendance of each Directors is shown as below:

	Name of Directors	Attendance
1.	Tan Sri Dato' Sri Izzuddin bin Dali	6/7
2.	Dato' Ir. Tee Chai Seng	7/7
3.	Dato' Seri Ir. Mohamad Othman bin Zainal Azim	7/7
4.	Mr Wong Choo Leong	7/7
5.	Ms Sharon Chew Mun Hoong	7/7
6.	Dato' Ng Kwang Hua (appointed on 7 April 2025)	- <sup>1</sup>
7.	Mr Quek Ting Chin (appointed on 14 April 2025)	- <sup>1</sup>
8.	Mr Ng Tiat Seng (appointed on 14 April 2025)	- <sup>1</sup>
9.	Dato' Manikumar A/L Subramanian (appointed on 14 April 2025)	- <sup>1</sup>
10.	Mr Ooi Guan Hoe (resigned on 14 April 2025)	7/7

Note:-

1. The appointments were made after the FYE, therefore they did not attend any meetings prior to their appointment.

The Directors have demonstrated their ability to devote sufficient time and commitment to their roles and responsibilities as Directors of the Company. The Board is satisfied with the level of time and commitment given by the Directors of the Company towards fulfilling their duties and responsibilities. This is evidenced by the attendance record of the Directors as set out in the above section.



# Corporate Governance

## Overview Statement (Cont'd)

### Board Independence

The Board recognises the importance of independence and objectivity in its decision-making process which is in line with the MCCG. The assessment of independence for the Independent Non-Executive Directors for the Group is conducted annually and incorporated in the questionnaires tailored for Independent Non-Executive Directors.

The independence of all Independent Non-Executive Directors of the Company remains valid as they are not involved in any business, transactions or other relationships with the Group that jeopardizes their exercise of independent judgement and opinion.

### Tenure of Independent Directors

In accordance with the Board Charter, the tenure of an independent director should not exceed a term limit of nine (9) years. In the event that the Board intends to retain the independent director beyond the nine (9) years, the Board should provide justification and seek annual shareholders' approval through a Two-tier Voting Process and the manner to obtain the shareholders' approval on the resolution shall follow the recommendation of MCCG.

Currently, none of the Independent Director of the Company whose tenure has exceeded a cumulative term of nine (9) years.

### Gender Diversity

The Board supports boardroom gender diversity as recommended under the MCCG and commits to evaluating the appropriate ratio of female to male Directors when appointing new Directors to the Board. Apart from gender diversity, the Board also recognises diversity in ethnicity and age. When considering the appointment of new Directors, the Board will review the appropriate distribution of the age groups and ethnicities among its Board members.

### Appointments to the Board

The decision on a new appointment of directors' rests with the Board, after considering the recommendation of the NC. In evaluating the suitability of candidates to the Board, the NC will consider criteria specified in the Company's Fit and Proper Policy as well as certain criteria such as skills, knowledge, expertise, experience, integrity, commitment, background, boardroom diversity and the ability of the candidate to discharge his/her duties as expected.

### Company's Policies

#### Code of Conduct and Ethics

The Code of Conduct and Ethics serves as a road map to guide the Board and employees in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity. The Group has also in place the Code of Conduct & Ethics for its employees which comprises all aspects of its day-to-day business operations.

Directors and employees of the Group are expected to perceive high standards of integrity and fair dealings in relation to clients, staff, management and regulators which the Group operates and ensure compliance with all applicable laws, rules and regulations. The Code of Conduct and Ethics are available on the Company's website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my).

#### Whistleblowing Policy

The Group has in place a Whistleblowing Policy designed to create a positive environment in which employees or external parties can raise genuine concerns without fear of recrimination and enable prompt corrective action to be taken where appropriate. The whistleblowing policy can be assessed at the Company's website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my).

#### Anti-Bribery and Anti-Corruption Policy

The Group is committed to conduct business in an ethical and honest manner while upholding zero tolerance position on bribery and corruption and hence has adopted an Anti-Bribery and Anti-Corruption Policy. The policy can be assessed at the Company's website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my).

# Corporate Governance

## Overview Statement (Cont'd)

### Directors' Fit and Proper Policy

Following the amendments to the AMLR of Bursa Securities, the Board adopted a Directors' Fit and Proper Policy to ensure that Directors possess the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to carry out their roles and responsibilities effectively in the best interest of the Company and its stakeholders. The Directors' Fit and Proper Policy is available on the Company's website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my).

### Governing Sustainability

The following are the five (5) pronged approaches applied by the Company in achieving business sustainability:-

- Strengthen balance sheet to enable business expansion;
- Build capital and liquidity with implementation of aggressive cost control measures;
- Drive sustainability-led initiatives group-wide, prioritising health and safety above all else;
- Accelerate adoption of digitalisation initiatives; and
- Prioritise talent development capable of leading a high-performance organization.

As part of the efforts in promoting and building sustainability momentum within the Group, the Management has strengthened the Environmental, Social and Governance integration into the group wide operations with a particular focus on environmental and social dimensions.

The Company has engaged with stakeholders in a variety of ways which involve both the business units and group levels through formal and informal activities. The collective opinions and insights from the stakeholders help the Board make informed decisions, while aligning the stakeholders' expectations with the Company's sustainability priorities and business approach.

The Sustainability Statement is set out in this Annual Report.

### Directors' Trainings

The Board acknowledges the importance of continuous education and training programmes for its members to enable effective discharge of its responsibilities and to be apprised of the changes to regulatory requirements and the impact such regulatory requirements will have on the Group.

During FYE 2024, the Directors have attended training, seminars, and conferences which they considered vital in keeping abreast with changes in laws and regulation, business environment, and corporate governance development.

Details of the training programmes attended/ participated by the Directors during the FYE 2024 are as follows:

Name of Director	Seminars/Conferences/Training Programmes Attended
Dato' Ir. Tee Chai Seng	<ul style="list-style-type: none"> <li>Living Your Organisational Values Workshop on 27 December 2024</li> </ul>
Ooi Guan Hoe (resigned on 14 April 2025)	<ul style="list-style-type: none"> <li>ESG and Sustainability Conference on 17 January 2024</li> <li>ChatGPT Prompt Engineering for Financial Professionals on 13 March 2024</li> <li>Microsoft Power BI training on 10 June 2024 to 11 June 2024</li> <li>Practical Malaysia Business Taxation Course 2.0 on 27 June 2024 to 29 June 2024</li> <li>Board Ethics: Growing Concerns from New Technology, Stakeholder Interests and Conflict of Interest on 16 October 2024</li> <li>AOB Conversation with Audit Committee on 19 November 2024</li> </ul>
Wong Choo Leong	<ul style="list-style-type: none"> <li>Living Your Organisational Values Workshop on 27 December 2024</li> </ul>
Sharon Chew Mun Hoong	<ul style="list-style-type: none"> <li>Bursa Academy: Conflict of Interest ("COI") and Governance of COI on 13 August 2024</li> </ul>

Apart from the aforementioned Directors, the remaining Board members were unable to attend training seminars during FYE 2024 due to their demanding work schedules. Nonetheless, they were diligently kept informed of the latest rule developments, particularly concerning AMLR and accounting standards, by the Company Secretaries or external auditors.

# Corporate Governance

## Overview Statement (Cont'd)

### Nomination Committee

The NC is comprised of the following Independent Non-Executive Directors:-

Name	Directorship	Designation
Dato' Seri Ir. Mohamad Othman bin Zainal Azim	Independent Non-Executive Director	Chairman
Sharon Chew Mun Hoong	Independent Non-Executive Director	Member
Quek Ting Chin (appointed on 14 April 2025)	Independent Non-Executive Director	Member
Ooi Guan Hoe (resigned on 14 April 2025)	Independent Non-Executive Director	Member

During FYE 2024, the NC had undertaken the following activities:

- Assessed existing structure, size, composition and effectiveness of the Board as a whole and Board Committees.
- Conducted an annual assessment of the performance of the Board as a whole and the Independent Directors prior to making its recommendation to the Board; and
- Reviewed and recommended to the Board for approval, the re-election and retirement by rotation of Directors at the 5th Annual General Meeting.

### Annual Assessment

The NC is responsible for evaluating performance and effectiveness of the entire Board, the Board Committees and individual Director on a yearly basis. The evaluation process is led by the NC Chairman and supported by the Company Secretary via questionnaires. All assessments and evaluations carried out by the NC in discharge of its functions were properly documented.

The effectiveness of the Board is assessed in the areas of the Board's roles and responsibilities, composition, attendance record, the intensity of participation at meetings, quality of interventions and special contributions. Besides, the effectiveness of the Board Committees is assessed in terms of structure and processes, accountability and responsibility as well as the effectiveness of the Chairman of the respective Board Committees.

Based on the annual assessment conducted during the financial year, the NC was satisfied with the existing Board composition and concluded that each Directors has the requisite competence to serve on the Board and has sufficiently demonstrated their commitment to the Company in terms of time and participation during the financial year under review.

### Re-election of Directors

In accordance with the Company's Constitution, one-third (1/3) of the Directors are subject to retirement for re- election by rotation at least once in every three (3) years at each Annual General Meeting ("AGM"). Retiring Directors may offer themselves for re-election.

Director who is appointed during the financial period is, in accordance with the Company's Constitution, required to retire at the AGM following his appointment but is eligible for re-election by the shareholders.

Tan Sri Dato' Sri Izzuddin Bin Dali, who is retiring pursuant to Clause 105(1) of the Company's Constitution at the forthcoming 6th AGM, has expressed his intention not to seek re-election. Accordingly, he will retire as a Director of the Company at the conclusion of the 6th AGM.

### Succession Planning

The Board has put in place succession planning strategy by identifying and fostering younger directors within the Board and senior management. This initiative aims to prepare them for greater responsibilities and diverse roles within the Group. At the senior management level, promising and designated young executives were selected and exposed to current management practices. Through continuous on-the-job training and mentorship by senior staff, these individuals are being groomed for future leadership roles.

# Corporate Governance

## Overview Statement (Cont'd)

### Remuneration Committee

Name	Directorship	Designation
Dato' Seri Ir. Mohamad Othman bin Zainal Azim	Independent Non-Executive Director	Chairman
Sharon Chew Mun Hoong	Independent Non-Executive Director	Member
Quek Ting Chin (appointed on 14 April 2025)	Independent Non-Executive Director	Member
Ooi Guan Hoe (resigned on 14 April 2025)	Independent Non-Executive Director	Member

During FYE 2024, the RC reviewed and recommended to the Board, the fees and benefits payable to Directors for shareholders' approval at the 5th AGM of the Company pursuant to the Constitution of the Company. Additionally, the RC recommended the revised remuneration package for Mr. Wong Choo Leong as the Executive Director of the Company.

### Directors' Remuneration

The Company's remuneration policy for Director is formulated to attract and retain individuals of the necessary calibre relevant to the achievement of the Company's strategic achievements. The remuneration is structured to link with the experience, expertise and level of responsibility undertakings by Directors.

The RC is entrusted with the responsibility to make recommendations to the Board, the remuneration package for the Executive Directors. However, it is the ultimate responsibility of the entire Board to approve the remuneration of the Directors. Non-Executive Directors' remuneration will be decided by the Board as a whole with the Director concerned abstaining from deliberation and voting on decisions in respect of his own remuneration.

The Directors' remuneration for the FYE 2024 are as follows and the details of which can be found in the Corporate Governance Report:-

Directors	Company (RM)		Group (RM)		Total
	Salaries <sup>(1)</sup> and incentives <sup>(2)</sup>	Fees	Salaries <sup>(1)</sup> and incentives <sup>(2)</sup>	Fees	
Executive Directors					
Dato’ Ir Tee Chai Seng	-	-	959,225	-	959,225
Wong Choo Leong	-	-	227,978	-	227,978
Dato’ Ng Kwang Hua (appointed on 7 April 2025)	-	-	-	-	-
Ng Tiat Seng (appointed on 14 April 2025)	-	-	-	-	-
Non-Executive Directors					
Tan Sri Dato’ Sri Izzuddin bin Dali	-	-	-	73,000	73,000
Dato’ Seri Ir. Mohamad Othman bin Zainal Azim	-	-	-	61,000	61,000
Sharon Chew Mun Hoong	-	-	-	49,000	49,000
Quek Ting Chin (appointed on 14 April 2025)	-	-	-	-	-
Dato’ Manikumar A/L Subramanian (appointed on 14 April 2025)	-	-	-	-	-
Ooi Guan Hoe (resigned on 14 April 2025)	-	-	-	60,500	60,500

### Notes:

<sup>1</sup> Inclusive of contribution to EPF, EIS and SOCSO

<sup>2</sup> Inclusive of allowances and benefit-in-kind



# Corporate Governance

## Overview Statement (Cont'd)

### Remuneration of Senior Management

Remuneration Band	Number of Senior Management
RM50,001 to RM100,000	2
RM100,001 to RM150,000	3
RM150,001 to RM200,000	-
RM200,001 to RM250,000	1

Due to the confidentiality and sensitivity of the remuneration package of Senior Management as well as security concerns, the Board opts not to disclose the Senior Management's remuneration components on a named basis.

The Board is of the view that the disclosure of Senior Management's remuneration components in named basis will not be in the best interest of the Company given the competitive human resources environment as such disclosure may give rise to recruitment and talent retention issues.

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### Audit Committee

The AC comprises three (3) members, all of whom are Independent Non-Executive Directors. The AC is currently chaired by Mr Quek Ting Chin, who is not the Chairman of the Board. Collectively, the AC members are financially literate, have commercial expertise skills, knowledge and understanding of the matters under the purview of the AC including the principles and developments of financial reporting. They constantly keep abreast of relevant changes to financial reporting standards and issues which have a significant impact on the financial statements through regular updates from the external auditors and the Executive Directors.

The composition of the AC is reviewed annually with the view to uphold its independence and effectiveness which in line with the principles of the MCCG.

The Board took note of Practice 9.2 of the MCCG that the AC to have a policy that requires a former partner of the external audit firm to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC and has incorporated the said practice in the Terms of Reference of AC. The independence, suitability and re-appointment of the External Auditors is reviewed by the AC annually.

Details of the activities carried out by the AC for FYE 2024 are set out in the AC Report of this Annual Report.

#### Relationship with the External Auditors

The Company has established a transparent arrangement with the auditors to meet their professional requirements. The auditors have, from time to time, highlighted to the AC on matters requiring the Committee's attention. The AC also meets with the auditors at least once in a year without the presence of the Executive Directors and Management. This is aimed at fostering open and candid discussions, allowing for a thorough examination of financial matters without any potential interference.

#### Internal Control and Risk Management

The Directors are responsible for the Group's internal control systems and its effectiveness. The primary objective of the internal control systems is to effectively manage financial and business risks that are significant to the achievement of the Group's business objectives. This overarching goal is centered on enhancing the value of shareholders' investment and safeguarding the Group's assets.

The RMC summarises and communicates the key business risks to the AC and Board for consideration and resolution. Internal audit activities are outsourced to a professional firm. The internal audit functions are carried out impartially, proficiently and with due professional care. Reports issued by the internal auditors for the financial year under review were tabled at the AC meetings for deliberation. Management was present at such meetings to provide pertinent clarification or additional information to address questions raised by AC members.

The Statement of Risk Management and Internal Control of the Group are set out in the Annual Report.

# Corporate Governance

## Overview Statement (Cont'd)

### PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

#### Financial Reporting

The Board is dedicated to presenting a balanced and comprehensive assessment of the Group's financial performance and prospect primarily through the annual financial statements and quarterly report as well as announcements to the Bursa Securities. To bolster this effect, the AC assists the Board in scrutinizing information for disclosure to ensure compliance with accounting standards while also prioritizing accuracy, adequacy and completeness in the presented data. This approach guarantees that stakeholders receive a nuanced and reliable understanding of the Group's financial standing.

#### Corporate Disclosure Policies and Procedures

The Company ensures all information such as corporate announcements, circulars to shareholders and financial results are disseminated to the general public in a timely and accurate manner.

The Company's quarterly interim financial results are released within two months of the end of each financial quarter. The Annual Report, which is the key communication channel between the Company and its shareholders, is published within four months after the financial period ends. The Annual Report provides an insightful analysis of the Group's performance, operations and prospect affecting shareholders' interest.

#### Relationship between the Company and shareholders

The Board consistently acknowledges the pivotal role of effective communication in sustaining the Group's relationships with stakeholders. Recognizing communication as an indispensable element of the Group's sustainability, the Board actively prioritizes transparent and meaningful engagement with stakeholders. This commitment underscores the importance of fostering trust, promoting understanding, and ensuring that the Group's endeavors are communicated in a clear and impactful manner to all relevant parties.

The stakeholders are informed of all material project updates, business events and risks of the Group in a factual, timely and widely available manner. The Company maintains various methods of dissemination of information to shareholders, stakeholders and the public at large such as announcements via Bursa Link, Annual Reports, General Meetings and investors, analyst and media briefings.

The Company adheres to continuous disclosure policy, whereby making announcements to the Bursa Securities when it becomes aware of information which might materially affect the share price.

Shareholders and/or stakeholders are encouraged to raise queries relating to the Company's business or operation by contacting the Managing Director. The Board is committed to proactively engaging the investing public through briefings and press releases, in accordance with Bursa Securities regulations, to ensure that the public remains well-informed about significant developments. This intention reflects our dedication to transparency and timely communication, aligning with regulatory guidelines to enhance awareness among stakeholders.

#### Conduct of General Meetings

General Meetings serve as the principal forum for communication with the shareholders of the Company. The Board actively promotes and values the participation of shareholders in these meetings, aiming to foster a heightened sense of accountability and alignment with the Group's strategy and goals. This approach underscores the importance of open dialogue and ensures that shareholders are actively engaged in key decisions and developments pertaining to the Company.

As recommended by the MCGG, the notice of AGM is despatched to shareholders at least twenty-eight (28) days before the AGM, to allow shareholders to have additional time to go through the Annual Report and consider the resolutions to be resolved, to make the necessary attendance and voting arrangements. The notice of AGM, which sets out the business to be transacted at the AGM, is also published in a widely circulated local newspaper. The Board ensures that each item of special business included in the notices of the general meeting is accompanied by a full explanation of the proposed resolution effects. In line with Rule 8.31A of the AMLR of Bursa Securities, all resolutions set out in the notice of general meeting will be put to vote by poll.

# Corporate Governance

## Overview Statement (Cont'd)

### Conduct of General Meetings (Cont'd)

The Company will also appoint an independent scrutineer to validate the vote cast in the general meeting. The Board intentionally allocates time for question-and-answer sessions during General Meetings. The outcome of the general meeting will then be announced to Bursa Securities on the same meeting day while the minutes of the general meeting will be posted on the Company's website no later than 30 business days after the general meeting.

### Leverage on Information Technology for Effective Dissemination of Information

The group maintains a corporate website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my) which serves as a forum for the general public to access information on the corporate information, annual reports, corporate announcements and group's developments. This online resource serves as a comprehensive hub for stakeholders seeking insights into the Group's activities, providing a user-friendly interface for easy navigation and retrieval of pertinent information.

### Compliance Statement

Saved as disclosed above, the Board is of the view that the Group has complied with and shall remain committed to attaining the highest possible standards through the continuous adoption of the principles and best practices set out in MCCG and all other applicable laws, where applicable and appropriate.

This Corporate Governance Overview Statement was approved by the Board on 22 April 2025.

# Audit Committee's Report

The Board of Directors ("**Board**") of TCS Group Holding Berhad ("**TCS**" or "**the Company**") is pleased to present the Audit Committee Report for the financial year ended 31 December 2024 ("**FYE 2024**").

## Composition

Presently, the Audit Committee ("**AC**") comprises three (3) members, all of whom are Independent Non-Executive Directors. The members of AC are as follows: -

Name	Directorship	Designation
<b>Quek Ting Chin</b> (appointed on 14 April 2025)	Independent Non-Executive Director	Chairman
<b>Dato' Seri Ir. Mohamad Othman bin Zainal Azim</b>	Independent Non-Executive Director	Member
<b>Sharon Chew Mun Hoong</b>	Independent Non-Executive Director	Member
<b>Ooi Guan Hoe</b> (resigned on 14 April 2025)	Independent Non-Executive Director	Chairman

The Chairman of AC is not the Chairman of the Board of Directors, in line with best governance practices to ensure independence and objectivity. The AC is chaired by Mr Quek Ting Chin, who is a member of the Malaysian Institute of Accountants.

The current composition of AC complies with the requirement of Rule 15.09 and Rule 15.10 respectively of the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") as well as Practice 8.4 of the Malaysian Code on Corporate Governance 2021 ("**MCCG**"). The AC does not consist of any alternate director, ensuring that the AC operates with full independence and direct accountability to the Board.

The Company recognizes the importance of maintaining the independence of its External Auditors and ensuring that no potential conflicts of interest arise.

Currently, none of the AC members are former audit partners of the Group's appointed External Auditors. Furthermore, the Company has incorporated a provision in the AC's Terms of Reference to uphold this principle. In the event that a potential candidate for AC membership is a former audit partner of the Group's External Auditors, a mandatory cooling-off period of at least three (3) years must be observed before such an appointment can be considered.

## Terms of Reference

The Terms of Reference of the AC which laid down its duties and responsibilities are available at the Company's website at [www.tcsgroup.com.my](http://www.tcsgroup.com.my).

## Attendance of Meetings

The AC held five (5) meetings during FYE 2024. The details of attendance of the AC members are as follows:

Name	Attendance
<b>Quek Ting Chin</b> (appointed on 14 April 2025)	- <sup>1</sup>
<b>Dato' Seri Ir. Mohamad Othman bin Zainal Azim</b>	5/5
<b>Sharon Chew Mun Hoong</b>	5/5
<b>Ooi Guan Hoe</b> (resigned on 14 April 2025)	5/5

Note:-

<sup>1</sup> The appointment was made after the FYE, therefore he did not attend any meetings prior to his appointment.



# Audit Committee's Report (Cont'd)

## Attendance of Meetings (Cont'd)

The Chief Financial Officer was invited to all AC meetings to facilitate direct communications and provide clarification on financial reports. Additionally, other Board members and designated Senior Management members will attend these meetings at the invitation of the AC. This ensures that key decision-makers and those responsible for the Company's strategic direction are aware of the audit process and can provide information to facilitate the deliberations of meetings.

Both Internal Auditors and External Auditors are also invited to present their audit plan and audit findings respectively. Minutes of each meeting were recorded and tabled for confirmation at the next AC meeting.

## Summary Activities of the AC

The activities undertaken by the AC during the FYE 2024 included the following:

- a) Reviewed the quarterly and year-to-date unaudited financial results with the Management to ensure that the results are in compliance with the Malaysian Financial Reporting Standards and AMLR prior to recommending to the Board for consideration and approval;
- b) Reviewed the audited financial statements for the FYE 2024 of the Group before making recommendation to the Board for approval;
- c) Reviewed the External Auditor's scope of work and audit plan;
- d) Reviewed and discussed with the External Auditors of their audit findings inclusive of system evaluation, audit fees, issues raised, non-audit fees & services (if any), audit recommendations and management's response to these recommendations;
- e) Evaluated the performance of the External Auditors for the FYE 31 December 2023 covering areas such as calibre, quality processes, audit team, audit scope, audit communication, audit governance and independence. Based on the evaluation, the AC being satisfied, considered and recommended the re-appointment of the External Auditors;
- f) Reviewed and assessed the adequacy of the scope and functions of the internal audit plan;
- g) Reviewed the internal audit reports presented and considered the major findings of internal audit in the Group's operating subsidiaries, and monitored the action plans recommended by the Internal Auditors for necessary improvement to ensure significant findings were adequately addressed by management;
- h) Reviewed the effectiveness of the Group's internal control system;
- i) Reviewed the proposed fees of the External Auditors and Internal Auditors in respect of their audit service and audit scope rendered to the Company and the Group;
- j) Reviewed related party transactions and recurrent related party transactions entered into by the Group (if any) and conflict of interest as well as potential conflict of interest situation arose within the Company on a quarterly basis. This is to ensure that such transactions are carried out on an arm's length basis and normal commercial terms, are not more favorable than those available to the public and other suppliers and not detrimental to minority shareholders;
- k) Reviewed and monitored the Company's compliance with the AMLR and applicable Approved Accounting Standards;
- l) Reported to the Board on its activities and significant findings and results; and
- m) Reviewed the Audit Committee Report and Statement on Risk Management and Internal Control before recommending to the Board for approval and inclusion in the Annual Report.

## Audit Committee's Report (Cont'd)

### Internal Audit Function

The Group has outsourced its internal audit function to an established professional Internal Audit firm, namely Sterling Business Alignment Consulting Sdn. Bhd. ("**Internal Auditors**"), which reports directly to the AC and assists the AC in reviewing the effectiveness of the internal control systems whilst ensuring an appropriate balance of controls and risks throughout the Group in achieving its business objectives.

The number of resources deployed by the Internal Auditors for each internal audit review ranges from 3 to 4 staff. The internal audit team is led by Mr Cheng Chean who is a Chartered Member of the Institute of Internal Auditors Malaysia and a Fellow Member of the Chartered Certified Accountant and he has 23 years of hands-on experience in the fields of External Audit, Internal Audit and Internal Control Review.

The Internal Auditors applied the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework as a basis to provide independent assessment of the effectiveness and efficiency of the internal control system and assurance to the AC.

For the FYE 2024, the Internal Auditors conducted audit in the following areas of the Company and its subsidiaries:-

- (a) Procurement function of TCS Construction Sdn Bhd; and
- (b) Human Resources and Administration function of TCS Group Holding Berhad.

The Internal Auditors also conducted follow-up status reviews on previously reported audit findings.

The cost of the internal audit for FYE 2024 is RM30,000.

### Compliance Statement

This AC Report has been reviewed by the AC and approved by the Board on 22 April 2025.

# Statement on Risk Management and Internal Control

## INTRODUCTION

The Board of Directors (“the Board”) of TCS Group Holdings Berhad (“TCS” or “the Company”) is pleased to present the Statement on Risk Management and Internal Control (“Statement”) which outlines the nature and scope of risk management and internal control system of TCS Group Holdings Berhad and its subsidiaries (“the Group”) for the financial year ended 31 December 2024. This Statement has been prepared in accordance with Rule 15.26(b) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian Code on Corporate Governance 2021 and guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.

## BOARD RESPONSIBILITY

The Board is responsible for the adequacy and effectiveness of the Group’s system of risk management and internal controls. The system is designed to manage the Group’s key areas of risk within an acceptable risk profile, rather than eliminate the risk of failure to achieve the business objectives. Accordingly, the system of risk management and internal controls of the Group can only provide reasonable and not absolute assurance against material misstatement, loss or fraud.

The Board has established an ongoing process for identifying, evaluating, managing and monitoring the significant risks faced by the Group, and this process includes enhancing the system of risk management and internal controls as and when there are changes to the business environment or regulatory guidelines.

## RISK MANAGEMENT FRAMEWORK

The Board regards the management of core risks as an integral and critical part of the day-to-day operations of the Group. The experience, knowledge and expertise to identify and manage such risks throughout the financial year under review enables the Group to make cautious, mindful and well-informed decisions through formulation and implementation of requisite action plans and monitoring regime which are imperative in ensuring the accomplishment of the Group’s objectives.

The Board is assisted by the Risk Management Committee (“RMC”) to provide oversight, direction and counsel to the Group’s risk management process by identifying and assessing risks, and making recommendations to monitor, evaluate, manage and mitigate such risks throughout the business operations particularly in respect of key risks which the Group faces on a regular basis.

As part of our Risk Management process, a Risk Management Handbook and Registry of Risk were adopted. The Registry of Risk is maintained to identify principal business risks and key risk areas, their impact, likelihood of occurrence, risk owner and risk control actions is updated to address changes in risk profiles. The Risk Management Handbook summarises risk management methodology, approach and processes, roles and responsibilities, and various risk management concepts. The level of risk tolerance is established and monitored through the use of a risk impact and likelihood matrix where the ratings are assessed in response to changes in the business environment.

The respective risk owners are assigned and responsible for identifying risks as well as ensuring that adequate control systems are implemented to mitigate risks faced by the Group. The process of identifying, evaluating, monitoring and managing risks is embedded in the various work processes and procedures of the respective operational functions.

The key risk categories which have been reviewed by the respective risk owners during the financial year under review encompassed:

- Legal and Regulatory
- Corporate Governance
- Financial
- Operational
- Human Capital
- Environmental, Safety and Health

# Statement on Risk Management and Internal Control (Cont'd)

## INTERNAL AUDIT FUNCTION

The Board outsourced its internal audit functions to an independent consulting firm to provide an independent evaluation of the system of internal control. The Internal Auditor reports directly to the Audit Committee during the Audit Committee meeting. The Internal Auditor is free from any relationships with the Board and Management or conflict of interest in the operations and activities of the Group, which could impair their objectivity and independence of the internal audit function.

The Internal Auditors uses the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework as a basis for evaluating the effectiveness of the internal control systems. The internal audit reviews are conducted in accordance with the risk-based internal audit plan approved by the Audit Committee. The Internal Auditors reviewed the internal control and business processes of key functions or activities of the Group, identified internal control gaps, effectiveness and adequacy of the existing state of internal control and recommended possible improvements to the internal control process.

For the financial year ended 31 December 2024, two (2) internal audit reviews had been carried out by the Internal Auditor:

Financial Reporting Quarter	Reporting Month	Name of Entity Audited	Audited Areas
1 <sup>st</sup> Quarter (Jan 2024 – Mar 2024)	May 2024	TCS Construction Sdn Bhd	Procurement
3 <sup>rd</sup> Quarter (July 2024 – September 2024)	November 2024	TCS Group Holdings Bhd	Human Resources and Administration

The total cost incurred for the internal audit function for the financial year ended 31 December 2024 was at RM 30,000.

## OTHER KEY ELEMENTS OF RISK MANAGEMENT AND INTERNAL CONTROL

The other key elements of the Group's internal control system include:

1. Well-defined organisational structure with clear lines of authority, limits of authority, accountability and responsibilities of the Managing Director, Executive Director and Senior Management;
2. Clearly defined terms of reference, authorities and responsibilities of the various Board committees which include the Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee;
3. Clearly defined and formalised policies and procedures and guidelines are in place to support the Group in achieving its corporate objectives. These policies and procedures including Anti-Bribery and Anti-Corruption Policy provide a basis for ensuring compliance with applicable laws and regulations, and also internal controls with respect to the conduct of business;
4. Clearly documented internal procedures in respect of operational processes as set out in the ISO 9001:2015, ISO 45001:2018 and ISO 14001:2015 for Quality Management System, Occupational Health and Safety Management System and Environmental Management System;
5. The Management Committee meets regularly to discuss key operational and management issues. Under the purview of the Managing Director, the heads of the respective operational units of the Group are empowered with the responsibilities of managing their respective operations and business; and
6. Quarterly financial results were reported to the Audit Committee and Board for approval.



# Statement on Risk Management and Internal Control (Cont'd)

## REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the Listing Requirements, the external auditors have reviewed this Statement for inclusion in the Annual Report for the financial year ended 31 December 2024. The external auditors have reported to the Board that, based on their review procedures performed and evidence obtained, nothing has come to their attention that causes them to believe that this Statement intended to be included in the Annual Report is not prepared, in all material respects, in accordance with the disclosures required by Paragraphs 41 and 42 of the Guidelines, nor is the Statement factually inaccurate.

## ASSURANCE TO THE BOARD MEMBERS

The Board is of the opinion that the Group's risk management and internal control systems are satisfactory and has no internal control failure nor any significant weaknesses that resulted in any loss to the Group during the financial year under review. The Board is also aware that the Group's risk management framework and system of internal control must be continuously reviewed and evolved to meet the changing and challenging business environment. The Group is continuously committed to take all necessary measures to strengthen the risk management and internal control system to further enhance its effectiveness to ensure all identified risks are managed on a timely basis and are within tolerance limits.

The Board is satisfied that the Group's risk management framework and system of internal control are operating adequately and effectively in all material aspects for the financial year ended 31 December 2024.

The Managing Director and Chief Financial Officer of the Group have given the Board the assurance that the Group's risk management and internal control system have been operating adequately and effectively in all critical aspects.

This Statement on Risk Management and Internal Control was approved by the Board on 22 April 2025.

# Other Disclosure Requirements

## Pursuant To The Listing Requirements Of Bursa Securities

### AUDIT AND NON-AUDIT FEES SERVICES

The amount of audit fees and non-audit fees paid or payable to the Company's External Auditors and a firm affiliated to the External Auditors' firm by the Group and the Company for the financial year ended 31 December 2024 are as follows:

	Group RM	Company RM
Audit		
- Financial audit	148,000	30,000
Non-audit		
- Reporting Accountant Services for rights issues and warrants	175,000	175,000
- Review of Statement on Risk Management and Internal Control	10,000	10,000
- Tax Fee	26,000	3,000
<b>Total</b>	<b>359,000</b>	<b>218,000</b>

### MATERIAL CONTRACTS

There were no material contracts entered into by the Company and its subsidiaries involving the interests of the Directors, the Chief Executive and/or major shareholders which were still subsisting as at the end of the financial year or that were entered into since the end of the previous financial year.

### UTILISATION OF PROCEEDS FROM CORPORATE EXERCISE

On 26 June 2024, the Company completed a renounceable rights issue with free detachable warrants ("**Rights Issue with Warrants**"), which involved the listing and quotation of 171,600,476 new ordinary shares and 102,960,285 free detachable Warrants B on the ACE Market of Bursa Malaysia Securities Berhad. The exercise raised total proceeds of approximately RM20.6 million for the Company.

The status of the utilisation of proceeds from the Rights Issue with Warrants as at 31 December 2024 are as follows: -

Use of proceeds	Actual proceeds raised RM'000	Actual proceeds Utilised RM'000	Deviation RM'000	Balance proceeds Unutilised RM'000	Timeframe for use of proceeds from completion of the Right Issue with Warrants
Working capital for our Group's existing construction projects	19,255	(19,188)	(67)	-	Within 24 months
Defray estimated expenses for the Corporate Exercises	1,337	(1,404)	67	-	Immediately
<b>Total</b>	<b>20,592</b>	<b>(20,592)</b>	<b>-</b>	<b>-</b>	

### RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF REVENUE NATURE

The details of the related party transactions are set out in the notes to the financial statements in which the transactions were carried out on terms and conditions not materially different from those obtainable from transactions with unrelated parties.

Besides, the Company is seeking approval from the shareholders for the proposed new and renewal shareholders' mandate for the Company to enter into RRPT(s) of a revenue or trading nature pursuant to Rules 10.09 of ACE Market Listing Requirements of Bursa Securities Malaysia Berhad at the forthcoming Annual General Meeting to be convened on Thursday, 12 June 2025. The details are as enclosed in the Circular to Shareholders dated 30 April 2025.

# Directors' Responsibility Statement

## STATEMENT FOR THE AUDITED FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 ("the Act") to prepare the financial statements for each financial year which have been made out in accordance with applicable Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting Standards ("IFRSs"), the requirements of the Act in Malaysia and the AMLR.

The Directors are responsible to ensure that the financial statements give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year, and of the results and cash flows of the Group and of the Company for the financial year.

In preparing the financial statements, the Directors have:

- (i) Adopted appropriate accounting policies and applied them consistently;
- (ii) Made judgements and estimates that are reasonable and prudent; and
- (iii) Prepared the financial statements on a going concern basis.

The Directors are responsible to ensure that the Group and the Company keep accounting records which disclose the financial position of the Group and of the Company with reasonable accuracy, enabling them to ensure that the financial statements comply with the Act. The Directors are responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and of the Company and to detect and prevent fraud and other irregularities.

# Financial Statements



# Directors' Report

The Directors have pleasure in submitting the report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2024.

## PRINCIPAL ACTIVITIES

The Company principally engaged in investment holding and provision of management services to its subsidiaries.

The principal activities of the subsidiaries are indicated in Note 5 to the financial statements.

There have been no significant changes in the nature of these principal activities of the Company and its subsidiaries during the financial year.

## RESULTS

	<b>Group RM</b>	<b>Company RM</b>
Profit for the financial year	<u>1,484,229</u>	<u>6,460,345</u>
Attributable to:		
Owners of the Company	1,433,765	6,460,345
Non-controlling interests	<u>50,464</u>	<u>-</u>
	<u>1,484,229</u>	<u>6,460,345</u>

## DIVIDENDS

There were no dividends proposed, declared or paid by the Company since the end of the previous financial year.

## RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.



# Directors' Report

(Cont'd)

## DIRECTORS

The name of the Directors of the Company and its subsidiaries in office during the financial year and during the period commencing from the end of the financial year to the date of this report are as follows:-

### Company:-

Dato' Ir. Tee Chai Seng\* (Managing Director, Non-independent)  
 Tan Sri Dato' Sri Izzuddin Bin Dali (Independent Non-executive Chairman)  
 Dato' Seri Ir. Mohamad Othman Bin Zainal Azim (Independent Non-executive Director)  
 Wong Choo Leong\* (Executive Director, Non-independent)  
 Sharon Chew Mun Hoong (Independent Non-executive Director)  
 Dato' Ng Kwang Hua\* (Executive Director, Non-independent) (Appointed on 7 April 2025)  
 Quek Ting Chin (Independent Non-executive Director) (Appointed on 14 April 2025)  
 Dato' Manikumar A/L Subramanian (Independent Non-executive Director) (Appointed on 14 April 2025)  
 Ng Tiat Seng (Executive Director, Non-independent) (Appointed on 14 April 2025)  
 Ooi Guan Hoe (Independent Non-executive Director) (Resigned on 14 April 2025)

\* Director of the Company and its subsidiaries

The Directors of the subsidiaries since the beginning of the financial year to the date of this report, not including those Directors listed above are as follows:-

Abd Manaf Bin Ahmad  
 Che Hasnadi Bin Che Hassan  
 Gan Yee Hin  
 Tan Sri Datuk Seri Gan Yu Chai  
 Tan Lai Soon (Appointed on 18 June 2024)  
 Chew Wei Chi (Appointed on 18 June 2024)  
 Tee Chai Kok (Resigned on 18 June 2024)  
 Ahmad Syafizan Bin Ab Jalil (Resigned on 18 June 2024)

## Directors' Report

### (Cont'd)

#### DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings required to be kept under Section 59 of the Companies Act 2016 in Malaysia, the interests and deemed interests in the ordinary shares of the Company and its related corporations of those who were Directors as at financial year end (including the interests of the spouses or children of the Directors who themselves are not Directors of the Company) are as follows:-

	Number of ordinary shares			
	At 1.1.2024	Bought	Sold	At 31.12.2024
<b>Direct interest</b>				
Dato’ Ir. Tee Chai Seng	206,838,377	82,735,350	-	289,573,727
Tan Sri Dato’ Sri Izzuddin Bin Dali	300,000	-	-	300,000
Dato’ Seri Ir. Mohamad Othman Bin Zainal Azim	200,000	-	-	200,000
Wong Choo Leong	303,200	-	-	303,200

#### Indirect interest

Dato' Ir. Tee Chai Seng*	36,324,419	14,529,767	-	50,854,186
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	Number of Warrants 2021/2024			
	At 1.1.2024	Bought	Lapsed	At 31.12.2024
<b>Direct interest</b>				
Dato’ Ir. Tee Chai Seng	6,819,189	-	(6,819,189)	-
Tan Sri Dato’ Sri Izzuddin Bin Dali	250,000	-	(250,000)	-
Dato’ Seri Ir. Mohamad Othman Bin Zainal Azim	250,000	-	(250,000)	-
Ooi Guan Hoe	450,000	-	(450,000)	-
Wong Choo Leong	151,600	-	(151,600)	-

#### Indirect interest

Dato' Ir. Tee Chai Seng*	18,762,209	-	(18,762,209)	-
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	Number of Warrants 2024/2029			
	At 1.1.2024	Issued	Exercised	At 31.12.2024
<b>Direct interest</b>				
Dato’ Ir. Tee Chai Seng	-	49,641,210	-	49,641,210
<b>Indirect interest</b>				
Dato’ Ir. Tee Chai Seng*	-	8,717,860	-	8,717,860

\* deemed interest by virtue of the share held by spouse

By virtue of Dato' Ir. Tee Chai Seng's substantial interest in the ordinary shares of the Company, he also deemed to have interest in the shares of all the subsidiaries during the financial year to the extent that the Company has an interest.

# Directors' Report

(Cont'd)

## DIRECTORS' EMOLUMENTS AND BENEFITS

During the financial year, the emoluments received and receivable by the Directors of the Company are as follows:-

	Incurring by the subsidiary/ Group RM
Directors' fee	243,500
Salaries, wages and other emoluments	1,082,000
Defined contribution plan	84,960
Social security contribution	1,997
	<hr/>
	1,412,457
	<hr/>

The estimated monetary value of Directors' benefits-in-kind is RM18,246.

During and at the end of the financial year, no arrangement subsisted to which the Company is a party, with the object or objects enabling Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive any benefit (except as disclosed in Notes 23, 26 and 27 to the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a Company in which the Director has a substantial financial interest.

## ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company:-

- (a) Issued 1,200 new ordinary shares of cash arising from the exercise of warrants at exercise price of RM0.38 for a total consideration of RM456; and
- (b) Issued 171,600,476 new ordinary shares at issue price of RM0.12 together with 102,960,285 free detachable warrants for a total cash consideration of RM20,592,057 for working capital purposes.

The new ordinary shares issued during the financial year rank pari passu in all respects with the existing ordinary shares of the Company.

There was no issuance of debentures during the financial year.

# Directors' Report

## (Cont'd)

### WARRANTS 2021/2024

The Warrants 2021/2024 are listed on the ACE Market of Bursa Malaysia Securities Berhad.

Each Warrant carries the right to subscribe for 1 new ordinary share each in the Company at any time from 16 March 2021 up to the expiry date on 15 March 2024, an exercise price of RM0.38 for each new share. Any Warrant not exercised by the expiry of the exercise period will lapse and cease to be valid for all purposes. The Warrants 2021/2024 are constituted by a Deed Poll dated 25 February 2024.

The movement in the Company's Warrants 2021/2024 are as follows:-

	At 1.1.2024	Number of Warrants 2021/2024		At 31.12.2024
		Exercised	Lapsed	
Number of unexercised Warrants	180,000,000	(1,200)	(179,998,800)	-

The details and salient terms of Warrants 2021/2024 are disclosed in Note 13 to the financial statements.

The Warrants 2021/2024 expired on 15 March 2024.

### WARRANTS 2024/2029

The Warrants 2024/2029 are listed on the ACE Market of Bursa Malaysia Securities Berhad.

Each Warrant carries the right to subscribe for 1 new ordinary share each in the Company at any time from 21 June 2024 up to the expiry date on 20 June 2029, an exercise price of RM0.18 for each new share. Any Warrant not exercised by the expiry of the exercise period will lapse and cease to be valid for all purposes. The Warrants 2024/2029 are constituted by a Deed Poll dated 8 May 2024.

The movement in the Company's Warrants 2024/2029 are as follows:-

	At 1.1.2024	Number of Warrants 2024/2029		At 31.12.2024
		Issued	Exercised	
Number of unexercised Warrants	-	102,960,285	-	102,960,285

The details and salient terms of Warrants 2024/2029 are disclosed in Note 13 to the financial statements.

### OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps:-

- (a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that there were no bad debts to be written off and adequate provision had been made for doubtful debts; and
- (b) to ensure that any current assets which were unlikely to realise in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company have been written down to an amount which they might expected so to realise.

## Directors' Report (Cont'd)

### OTHER STATUTORY INFORMATION (CONT'D)

At the date of this report, the Directors are not aware of any circumstances:-

- (a) which would render it necessary to write off any bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (b) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
- (c) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (d) not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:-

- (a) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liability of any other person; or
- (b) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

In the opinion of the Directors:-

- (a) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet its obligations as and when they fall due;
- (b) the results of operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (c) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the current financial year in which this report is made.

### INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

The Company maintains Directors' and Officers' liabilities insurance for the purpose of Section 289 of the Companies Act 2016, throughout the financial year which provides appropriate insurance coverage for the Directors and Officers of the Company and its subsidiaries. The amount of insurance premium paid and indemnity coverage paid for the Directors and Officers of the Groups and of the Company during the financial year are amounted to RM10,810 and RM1,000,000 respectively.



# Directors' Report

(Cont'd)

## AUDITORS

The Auditors, Grant Thornton Malaysia PLT have expressed their willingness to continue in office.

The amount of audit fees paid or payable to the Auditors and its member firm by the Group and the Company for the financial year ended 31 December 2024 amounted to RM359,000 and RM218,000 respectively. Further details are disclosed in Note 23 to the financial statements.

The Group and the Company have agreed to indemnify the Auditors, Grant Thornton Malaysia PLT to the extent permissible under the provision of the Companies Act 2016 in Malaysia. However, no payment has been made arising from this indemnity for the financial year.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 22 April 2025.

.....	)	
DATO' IR. TEE CHAI SENG	)	
	)	
	)	
	)	
	)	
	)	
	)	DIRECTORS
	)	
	)	
	)	
	)	
.....	)	
WONG CHOO LEONG	)	

# Statement By Directors

In the opinion of the Directors, the financial statements set out on pages 73 to 128 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024, and of their financial performance and their cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 22 April 2025.

.....  
DATO' IR. TEE CHAI SENG

.....  
WONG CHOO LEONG

## Statutory Declaration

I, Liew Kok Yoong, being the Officer primarily responsible for the financial management of TCS Group Holdings Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 73 to 128 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by )  
the abovenamed at Kuala Lumpur in )  
the Federal Territory this day of )  
22 April 2025 )

.....  
LIEW KOK YOONG  
(MIA No: 38055)  
(CHARTERED ACCOUNTANT)

Before me:

Commissioner for Oaths

# Independent Auditors' Report

## To The Members of TCS GROUP HOLDINGS BERHAD

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of TCS Group Holdings Berhad, which comprise the statements of financial position as at 31 December 2024 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 73 to 128.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

#### Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence and Other Ethical Responsibilities*

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

# Independent Auditors' Report

## To The Members of TCS GROUP HOLDINGS BERHAD (Cont'd)

### Key Audit Matters (cont'd)

#### *Allowance for expected credit losses of trade receivables*

##### **The risk**

Refer to Note 9 to the financial statements. We focused on this area because the Group has material amount of trade receivables that are past due but not impaired amounting to RM42,748,405. The key associated risk was the recoverability of billed trade receivables as management judgement is required in determining the completeness of the allowance for expected credit losses of trade receivables and in assessing its adequacy through considering the expected recoverability of the year-end trade receivables.

##### **Our response**

We have obtained an understanding of the Group's controls relating to credit control and approval process, how the Group identifies and assesses the allowance for expected credit losses of trade receivables and how the Group makes the accounting estimates for the allowance. We have also reviewed the ageing analysis of the trade receivables and tested the reliability thereof and assessed the recoverability of the overdue trade receivables through examination of cash receipts subsequent to the year end.

#### *Revenue recognition for construction contracts*

##### **The risk**

There are significant accounting judgements involved including determining the stage of completion, the timing of revenue recognition and the calculation under the percentage of completion method made by management in applying the Group's revenue recognition policies to construction contracts entered into by the Group. The nature of these judgements resulted in them being susceptible to management bias.

Contract revenue should include the amount agreed in the initial contract, plus revenue from alterations in the original contract work, plus claims and incentive payments that are expected to be collected and that can be measured reliably.

Refer to Note 20 to the financial statements, total revenue from construction contracts was RM392,873,805 which represents 100% of the Group's revenue in this financial year.

##### **Our response**

We performed a range of audit procedures which included obtaining samples of contracts or letter of awards, reviewing for change orders or variation orders, reviewing estimated profit and costs to complete and enquiring of key personnel regarding adjustments for job costing and potential contract losses.

We assessed whether the revenue and cost recognition policies are appropriate in accordance with MFRS 15 Revenue from Contracts with Customers.

There is no key audit matter to be communicated in respect of the audit of the financial statements of the Company.

# Independent Auditors' Report

## To The Members of TCS GROUP HOLDINGS BERHAD (Cont'd)

### Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors intend either to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

### Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



# Independent Auditors' Report

## To The Members of TCS GROUP HOLDINGS BERHAD (Cont'd)

### Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

# Independent Auditors' Report

To The Members of TCS GROUP HOLDINGS BERHAD (Cont'd)

## Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matter

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

GRANT THORNTON MALAYSIA PLT  
(201906003682 & LLP0022494-LCA)  
CHARTERED ACCOUNTANTS (AF 0737)

KISHAN NARENDRA JASANI  
(NO: 03223/12/2025(J))  
CHARTERED ACCOUNTANT

Kuala Lumpur  
22 April 2025

# Statements of Financial Position

## AS AT 31 DECEMBER 2024

	<u>Note</u>	<u>Group</u> <u>2024</u> RM	<u>2023</u> RM	<u>Company</u> <u>2024</u> RM	<u>2023</u> RM
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	3	31,884,356	31,789,995	-	-
Investment properties	4	2,598,963	6,070,119	-	-
Investment in subsidiaries	5	-	-	26,573,895	19,275,129
Deferred tax assets	6	-	-	-	-
Fixed deposits with licensed banks	7	8,081,299	9,905,739	-	-
Cash and bank balances	8	823,133	264,184	-	-
Total non-current assets		<u>43,387,751</u>	<u>48,030,037</u>	<u>26,573,895</u>	<u>19,275,129</u>
<b>Current assets</b>					
Trade receivables	9	120,228,738	119,545,135	-	-
Contract assets	10	54,246,058	65,231,372	-	-
Other receivables	11	9,723,897	7,065,272	7,667	1,000
Amount due from subsidiaries	5	-	-	56,467,760	35,757,439
Tax recoverable		1,854,521	1,468,979	54,357	36,663
Fixed deposits with licensed banks	7	676,236	1,182,578	-	1,000,000
Cash and bank balances	8	12,421,172	3,866,549	251,078	196,228
Total current assets		<u>199,150,622</u>	<u>198,359,885</u>	<u>56,780,862</u>	<u>36,991,330</u>
<b>TOTAL ASSETS</b>		<u>242,538,373</u>	<u>246,389,922</u>	<u>83,354,757</u>	<u>56,266,459</u>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
<b>Equity attributable to owners of the Company</b>					
Share capital	12	75,317,490	66,163,865	75,317,490	66,163,865
Warrant reserve	13	11,438,888	-	11,438,888	-
Merger deficit	14	(24,065,424)	(24,065,424)	-	-
Retained earnings/ (Accumulated losses)		<u>15,904,587</u>	<u>14,935,108</u>	<u>(3,559,636)</u>	<u>(10,019,981)</u>
Non-controlling interests		<u>78,595,541</u> <u>1,731,586</u>	<u>57,033,549</u> <u>616,836</u>	<u>83,196,742</u> <u>-</u>	<u>56,143,884</u> <u>-</u>
Total equity		<u>80,327,127</u>	<u>57,650,385</u>	<u>83,196,742</u>	<u>56,143,884</u>

# Statements Of Financial Position

As At 31 December 2024

(Cont'd)

		Group		Company	
	<u>Note</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		RM	RM	RM	RM
<b>Liabilities</b>					
<b>Non-current liabilities</b>					
Lease liabilities	15	6,499,819	8,101,293	-	-
Borrowings	16	4,088,587	8,167,551	-	-
Total non-current liabilities		10,588,406	16,268,844	-	-
<b>Current liabilities</b>					
Trade payables	17	105,912,678	101,385,320	-	-
Contract liabilities	10	-	859,871	-	-
Other payables	18	18,780,868	31,827,007	158,015	122,575
Amount due to a Director	19	-	2,000,000	-	-
Lease liabilities	15	6,787,167	7,171,209	-	-
Borrowings	16	20,142,127	29,227,286	-	-
Total current liabilities		151,622,840	172,470,693	158,015	122,575
Total liabilities		162,211,246	188,739,537	158,015	122,575
<b>TOTAL EQUITY AND LIABILITIES</b>					
		242,538,373	246,389,922	83,354,757	56,266,459

The accompanying notes form an integral part of the financial statements.

# Statements Of Profit Or Loss And Other Comprehensive Income

For The Financial Year Ended 31 December 2024

		Group		Company	
	<u>Note</u>	<u>2024</u> RM	<u>2023</u> RM	<u>2024</u> RM	<u>2023</u> RM
Revenue	20	392,873,805	374,481,100	-	-
Cost of sales		<u>(379,110,659)</u>	<u>(391,665,598)</u>	-	-
Gross profit/(loss)		13,763,146	(17,184,498)	-	-
Other income		1,897,773	1,342,873	7,298,766	-
Administrative expenses		(11,402,311)	(12,329,520)	(1,649,943)	(589,251)
Other expenses		-	-	-	(7,898,180)
Net gain/(loss) on impairment of financial assets		<u>741,601</u>	<u>(1,073,351)</u>	<u>810,798</u>	<u>(861,665)</u>
Profit/(Loss) from operations		5,000,209	(29,244,496)	6,459,621	(9,349,096)
Finance income	21	352,468	447,756	9,698	116,113
Finance costs	22	<u>(3,859,473)</u>	<u>(2,948,140)</u>	-	-
Profit/(Loss) before tax	23	1,493,204	(31,744,880)	6,469,319	(9,232,983)
Tax expense	24	<u>(8,975)</u>	<u>(1,139,862)</u>	<u>(8,974)</u>	<u>(3,120)</u>
Profit/(Loss) for the financial year/ Total comprehensive income/(loss) for the financial year		<u>1,484,229</u>	<u>(32,884,742)</u>	<u>6,460,345</u>	<u>(9,236,103)</u>
Profit/(Loss) for the financial year/ Total comprehensive income/(loss) for the financial year attributable to:-					
Owners of the Company		1,433,765	(32,853,355)	6,460,345	(9,236,103)
Non-controlling interests		<u>50,464</u>	<u>(31,387)</u>	-	-
		<u>1,484,229</u>	<u>(32,884,742)</u>	<u>6,460,345</u>	<u>(9,236,103)</u>
Earnings/(Loss) per share attributable to owners of the Company (sen):-	25				
Basic		0.28	(7.73)		
Diluted		<u>0.28</u>	<u>(7.73)</u>		

The accompanying notes form an integral part of the financial statements.



# Statements Of Changes In Equity

## For The Financial Year Ended 31 December 2024

	Non-Distributable			Distributable		Non-controlling interests	Total equity
	Share capital RM	Warrant reserve RM	Merger deficit RM	Retained earnings RM	Total RM	RM	RM
<b>Group</b>							
At 1 January 2023	58,475,563	-	(24,065,424)	47,788,463	82,198,602	1,102,185	83,300,787
<b>Transactions with owners:-</b>							
Issuance of shares (net of share issuance expenses)	7,688,302	-	-	-	7,688,302	-	7,688,302
Disposal of a subsidiary	-	-	-	-	-	(453,962)	(453,962)
Total transactions with owners	7,688,302	-	-	-	7,688,302	(453,962)	7,234,340
Total comprehensive loss for the financial year	-	-	-	(32,853,355)	(32,853,355)	(31,387)	(32,884,742)
At 31 December 2023	66,163,865	-	(24,065,424)	14,935,108	57,033,549	616,836	57,650,385
<b>Transactions with owners:-</b>							
Issuance of share pursuant to:							
- Rights issue with free warrant	9,153,169	11,438,888	-	-	20,592,057	-	20,592,057
- Exercise of Warrants 2021/2024	456	-	-	-	456	-	456
Non-controlling interests changes in ownership interest in a subsidiary	-	-	-	(464,286)	(464,286)	1,064,286	600,000
Total transactions with owners	9,153,625	11,438,888	-	(464,286)	20,128,227	1,064,286	21,192,513
Total comprehensive income for the financial year	-	-	-	1,433,765	1,433,765	50,464	1,484,229
At 31 December 2024	<u>75,317,490</u>	<u>11,438,888</u>	<u>(24,065,424)</u>	<u>15,904,587</u>	<u>78,595,541</u>	<u>1,731,586</u>	<u>80,327,127</u>

# Statements Of Changes In Equity

## For The Financial Year Ended 31 December 2024

(Cont'd)

	<b>Non-Distributable</b>		<b>Distributable</b>	
	<u>Share capital</u>	<u>Warrant reserve</u>	<u>Accumulated losses</u>	<u>Total equity</u>
	RM	RM	RM	RM
<b>Company</b>				
At 1 January 2023	58,475,563	-	(783,878)	57,691,685
<b>Transactions of owners:-</b>				
Issuance of shares (net of share issuance expenses)	7,688,302	-	-	7,688,302
Total comprehensive loss for the financial year	-	-	(9,236,103)	(9,236,103)
At 31 December 2023	66,163,865	-	(10,019,981)	56,143,884
<b>Transactions of owners:-</b>				
Issuance of share pursuant to:				
- Rights issue with free warrant	9,153,169	11,438,888	-	20,592,057
- Exercise of Warrants 2021/2024	456	-	-	456
Total transactions with owners	9,153,625	11,438,888	-	20,592,513
Total comprehensive income for the financial year	-	-	6,460,345	6,460,345
At 31 December 2024	75,317,490	11,438,888	(3,559,636)	83,196,742

The accompanying notes form an integral part of the financial statements.

# Statements Of Cash Flows

For The Financial Year Ended 31 December 2024

	<u>Note</u>	<u>Group</u> <u>2024</u> RM	<u>2023</u> RM	<u>Company</u> <u>2024</u> RM	<u>2023</u> RM
<b>OPERATING ACTIVITIES</b>					
Profit/(Loss) before tax		1,493,204	(31,744,880)	6,469,319	(9,232,983)
<b>Adjustments for:-</b>					
Depreciation of investment property		119,770	135,080	-	-
Depreciation of property, plant and equipment		7,726,853	5,368,279	-	-
Gain on disposal of property, plant and equipment		(6,434)	(203,200)	-	-
Gain on disposal of investment properties		(798,614)	-	-	-
Gain on disposal of asset held for sales		-	(70,931)	-	-
(Gain)/Loss on disposal of a subsidiary		-	(17,123)	-	20,385
Interest expense		3,859,473	2,948,140	-	-
Interest income		(352,468)	(447,756)	(9,698)	(116,113)
(Reversal of impairment)/ Impairment loss on financial assets		(741,601)	1,073,351	(810,798)	861,665
(Reversal of impairment)/ Impairment loss on investment in subsidiaries		-	-	(7,298,766)	7,877,795
Operating profit/(loss) before working capital changes		11,300,183	(22,959,040)	(1,649,943)	(589,251)
<b>Changes in working capital:-</b>					
Receivables		(2,600,627)	1,055,406	(6,667)	8,360
Contract assets/liabilities		10,125,443	(31,920,608)	-	-
Payables		(8,863,781)	38,893,750	35,440	54,050
Cash generated from/(used in) operations		9,961,218	(14,930,492)	(1,621,170)	(526,841)
Interest paid		(560,787)	(669,773)	-	-
Interest received		95,411	33,054	-	-
Tax paid		(414,412)	(720,136)	(26,668)	(46,120)
Tax refunded		19,895	-	-	-
Net cash from/(used in) operating activities		9,101,325	(16,287,347)	(1,647,838)	(572,961)

# Statements Of Cash Flows

## For The Financial Year Ended 31 December 2024

(Cont'd)

		<b>Group</b>		<b>Company</b>	
	<u>Note</u>	<u>2024</u> RM	<u>2023</u> RM	<u>2024</u> RM	<u>2023</u> RM
<b>INVESTING ACTIVITIES</b>					
Net cash outflow from disposal of a subsidiary	5.2	-	(445,697)	-	-
Interest received		48,888	144,659	9,698	116,113
Proceeds from disposal of a subsidiary		-	-	-	489,615
Proceeds from disposal of property, plant and equipment		9,500	253,100	-	-
Proceed from disposal of investment properties		4,150,000	-	-	-
Proceeds from disposal of asset held for sales		-	1,700,000	-	-
Purchase of property, plant and equipment	A	(590,313)	(1,215,657)	-	-
Advances to subsidiaries		-	-	(19,899,523)	(14,807,737)
Net cash from/(used in) investing activities		<u>3,618,075</u>	<u>436,405</u>	<u>(19,889,825)</u>	<u>(14,202,009)</u>
<b>FINANCING ACTIVITIES</b>					
Drawdown of domestic bill of exchange purchased-i		2,420,888	8,255,714	-	-
Repayment of multi-currency trade financing-i		(5,897,020)	(932,111)	-	-
Drawdown of term loans		3,000,000	600,000	-	-
Interest paid		(3,298,686)	(2,278,367)	-	-
Interest received		208,169	270,043	-	-
(Placement)/Withdrawal of sinking fund pledged		(558,949)	2,293,799	-	-
Proceeds from issuance of share capital, net of share issuance expenses		20,592,513	7,688,302	20,592,513	7,688,302
Subscription of additional equity interest in subsidiaries by non-controlling interests		600,000	-	-	-
Repayment of lease liabilities		(8,874,483)	(6,244,056)	-	-
Repayment of term loans		(3,874,089)	(2,153,653)	-	-
Withdrawal/(Placement) of fixed deposits pledged		1,824,440	(3,245,322)	-	-
(Repayment to)/Advance from a Director		(2,000,000)	2,000,000	-	-
Net cash from financing activities		<u>4,142,783</u>	<u>6,254,349</u>	<u>20,592,513</u>	<u>7,688,302</u>

# Statements Of Cash Flows

## For The Financial Year Ended 31 December 2024

(Cont'd)

		Group		Company	
	<u>Note</u>	<u>2024</u> RM	<u>2023</u> RM	<u>2024</u> RM	<u>2023</u> RM
<b>CASH AND CASH EQUIVALENTS</b>					
Net changes		16,862,183	(9,596,593)	(945,150)	(7,086,668)
Brought forward		<u>(4,518,379)</u>	<u>5,078,214</u>	<u>1,196,228</u>	<u>8,282,896</u>
Carried forward	<b>B</b>	12,343,804	(4,518,379)	251,078	1,196,228

### NOTES TO THE STATEMENTS OF CASH FLOWS

#### A. PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
Total additions	7,824,280	12,741,657	-	-
Purchase through lease arrangements	(6,888,967)	(11,526,000)	-	-
Other payable	<u>(345,000)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Cash payment	<u>590,313</u>	<u>1,215,657</u>	<u>-</u>	<u>-</u>

#### B. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the statements of cash flows comprise of the following amounts:-

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
Fixed deposits with licensed banks	8,757,535	11,088,317	-	1,000,000
Cash and bank balances	13,244,305	4,130,733	251,078	196,228
Bank overdraft	<u>(753,604)</u>	<u>(9,567,506)</u>	<u>-</u>	<u>-</u>
	21,248,236	5,651,544	251,078	1,196,228
Less: Fixed deposits pledged	(8,081,299)	(9,905,739)	-	-
Less: Sinking fund pledged	<u>(823,133)</u>	<u>(264,184)</u>	<u>-</u>	<u>-</u>
	<u>12,343,804</u>	<u>(4,518,379)</u>	<u>251,078</u>	<u>1,196,228</u>



# Statements Of Cash Flows

## For The Financial Year Ended 31 December 2024

(Cont'd)

### NOTES TO THE STATEMENTS OF CASH FLOWS (CONT'D)

#### C. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

##### Group

	1 January <u>2024</u> RM	<u>Additions</u> RM	<u>Cash flows</u> RM	31 December <u>2024</u> RM
Lease liabilities	15,272,502	6,888,967	(8,874,483)	13,286,986
Term loans	8,748,510	-	(874,089)	7,874,421
Domestic bill of exchange purchased-i	13,181,801	-	2,420,888	15,602,689
Multi currency trade financing-i	5,897,020	-	(5,897,020)	-
Amount due to a Director	2,000,000	-	(2,000,000)	-
	<u>45,099,833</u>	<u>6,888,967</u>	<u>(15,224,704)</u>	<u>36,764,096</u>
	1 January <u>2023</u> RM	<u>Additions</u> RM	<u>Cash flows</u> RM	31 December <u>2023</u> RM
Lease liabilities	9,990,558	11,526,000	(6,244,056)	15,272,502
Term loans	10,302,163	-	(1,553,653)	8,748,510
Domestic bill of exchange purchased-i	4,926,087	-	8,255,714	13,181,801
Multi currency trade financing-i	6,829,131	-	(932,111)	5,897,020
Amount due to a Director	-	-	2,000,000	2,000,000
	<u>32,047,939</u>	<u>11,526,000</u>	<u>1,525,894</u>	<u>45,099,833</u>

The accompanying notes form an integral part of the financial statements.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### 1. GENERAL INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia and listed on the ACE Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur.

The principal place of business of the Company is located at No. 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor Darul Ehsan.

The Company principally engaged in investment holding and provision of management services to its subsidiaries.

The principal activities of the subsidiaries are indicated in Note 5 to the financial statements.

There have been no significant changes in the nature of these principal activities of the Company and its subsidiaries during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 22 April 2025.

### 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

#### 2.1 Statement of compliance

The financial statements of the Group and the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

#### 2.2 Basis of measurement

The financial statements of the Group and the Company are prepared under the historical cost convention, unless otherwise indicated.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

#### 2.3 Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency and all values are rounded to the nearest RM except otherwise stated.

#### 2.4 MFRSs

##### 2.4.1 Adoption of new standards and amendments to MFRSs

At the beginning of the current financial year, the Group and the Company adopted new standards/amendments/improvements to MFRSs which are mandatory for the financial periods beginning on or after 1 January 2024.

Initial application of the new standards/amendments/improvements to MFRSs did not have a material impact to the financial statements.

##### 2.4.2 Standards issued but not yet effective

The amended standards that are issued, but not yet effective, up to the date of issuance of the Group's and the Company's financial statements are disclosed below. The Group and the Company intend to adopt these amended standards, if applicable, when they become effective.

##### Effective for financial period beginning on or after 1 January 2025:-

Amendments to MFRS 121*	The effects of changes in foreign exchange rates - Lack of exchangeability
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##### Amendments to MFRSs effective to annual periods beginning on or after 1 January 2026:-

Amendments to MFRS 9 and MFRS 7	Financial instruments and financial instruments: disclosures: Amendments to the classification and measurement of financial instruments
Amendments to MFRS 9 and MFRS 7	Financial instruments and financial instruments: disclosures: Contract referencing nature-dependent electricity

Annual Improvements to MFRS Accounting Standards - Volume 11

##### Effective for financial period beginning on or after 1 January 2027:-

Amendments to MFRS 18	Presentation and disclosure in financial statements
Amendments to MFRS 19	Subsidiaries without public accountability: Disclosure

##### Effective date deferred indefinitely:-

Amendments to MFRS 10 and MFRS 128*	Consolidated financial statements and investments in associate and joint ventures - Sale or contribution of assets between an investor and its associate or joint venture
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\* Not applicable to the Group's and Company's operations.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

## 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

### 2.4 MFRSs (cont'd)

#### 2.4.2 Standards issued but not yet effective (cont'd)

The initial application of the above standards, interpretation, amendments are not expected to have any financial impact to the financial statements of the Group and the Company upon the first adoption.

### 2.5 Significant accounting estimates and judgements

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's and the Company's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

#### 2.5.1 Key sources of estimation uncertainty

Information about significant estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below.

##### Useful lives of depreciable assets

Management estimates the useful lives of the depreciable assets and to be within 3 to 50 years and reviews the useful lives of depreciable assets at end of each reporting period. The management assesses that the useful lives represent the expected utility of the assets to the Group. Actual results, however, may vary due to change in the expected level of usage and technological developments, which may result in an adjustment to the Group's assets.

##### Construction contracts

The Group recognises contract revenue based on stage of completion method. The stage of completion is measured by reference to the contract costs incurred up to reporting date as a percentage of total estimated cost for each contract. Significant judgement is required in determining the stage of completion, the extent of the contract costs incurred, the estimated total contract costs, the profitability of the contracts, including the foreseeable losses, potential claims (variation orders) to owners of the projects and counter claims from subcontractor and liquidated ascertained damages ("LAD") based on expected completion dates of the contracts.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

#### 2.5 Significant accounting estimates and judgements (cont'd)

##### 2.5.1 Key sources of estimation uncertainty (cont'd)

###### Construction contracts (cont'd)

In making this judgement, the Directors took into consideration the current circumstances and relied on input from the Group's project managers, external consultants, where appropriate and past experience. In addition, in determining the provision for LAD to be recorded, the Directors also assessed the ability of the Group to recover from the subcontractors, the potential LAD imposed on the Group by the project owners for delays in projects caused directly by the subcontractor.

###### Provision for expected credit losses ("ECLs") of trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

###### Impairment of non-financial assets

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management make assumptions about future operating results. The actual results may vary, and may cause significant adjustments to the Group's assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

## 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

### 2.5 Significant accounting estimates and judgements (cont'd)

#### 2.5.1 Key sources of estimation uncertainty (cont'd)

##### Income taxes

Significant judgement is involved in determining the Group's and the Company's capital allowance and deductibility of certain expenses during the estimation of provision for income taxes of the Group and of the Company. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group and the Company recognised tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the period in which such determination is made.

##### Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which all the deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

Assumptions about generation of future taxable profits depend on management's estimates of future cash flows. These depend on estimates of contract costs, profitability, operating costs, capital expenditure, dividends and other capital management transactions. Judgement is also required about application of income tax legislation. These judgements and assumptions are subject to risks and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets recognised in the statements of financial position and the amount of unrecognised tax losses and unrecognised temporary differences.



# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

#### 2.5 Significant accounting estimates and judgements (cont'd)

##### 2.5.2 Significant management judgement

The following is significant management judgement in applying the accounting policies of the Group that has the most significant effect on the financial statements:-

##### Deferred tax assets

The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in which the Group operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 3. PROPERTY, PLANT AND EQUIPMENT

Group	Leasehold land and building RM	Freehold shoplots RM	Machinery RM	Tools and equipment RM	Construction equipment RM	Motor vehicles RM	Office equipment RM	Furniture and fittings RM	Renovation and cabin RM	Solar PV RM	Total RM
<b>Cost</b>											
At 1 January 2023	770,000	1,683,232	4,373,318	1,838,136	34,029,806	5,945,849	1,650,596	293,896	1,420,753	-	52,005,586
Additions	-	-	-	30,550	12,551,659	-	33,098	10,350	-	116,000	12,741,657
Disposals	-	-	(33,333)	-	(59,880)	(1,521,053)	-	-	-	-	(1,614,266)
At 31 December 2023	770,000	1,683,232	4,339,985	1,868,686	46,521,585	4,424,796	1,683,694	304,246	1,420,753	116,000	63,132,977
Additions	-	-	-	3,300	7,370,111	390,220	50,179	7,170	3,300	-	7,824,280
Disposals	-	-	-	-	-	(58,974)	-	-	(6,570)	-	(65,544)
At 31 December 2024	770,000	1,683,232	4,339,985	1,871,986	53,891,696	4,756,042	1,733,873	311,416	1,417,483	116,000	70,891,713
<b>Accumulated depreciation</b>											
At 1 January 2023	61,600	58,913	1,745,121	825,545	18,004,319	5,227,699	1,005,319	159,310	451,243	-	27,539,069
Charge for the financial year	15,400	33,665	426,497	166,493	4,012,153	355,698	198,816	22,636	136,438	483	5,368,279
Disposals	-	-	(9,722)	-	(59,880)	(1,494,764)	-	-	-	-	(1,564,366)
At 31 December 2023	77,000	92,578	2,161,896	992,038	21,956,592	4,088,633	1,204,135	181,946	587,681	483	31,342,982
Charge for the financial year	15,400	33,665	419,221	160,289	6,578,525	203,496	153,644	21,892	134,921	5,800	7,726,853
Disposals	-	-	-	-	-	(58,974)	-	-	(3,504)	-	(62,478)
At 31 December 2024	92,400	126,243	2,581,117	1,152,327	28,535,117	4,233,155	1,357,779	203,838	719,098	6,283	39,007,357
<b>Net carrying amount</b>											
At 31 December 2023	677,600	1,556,989	1,758,868	719,659	25,356,579	522,887	376,094	107,578	698,385	109,717	31,884,356
At 31 December 2024	693,000	1,590,654	2,178,089	876,648	24,564,993	336,163	479,559	122,300	833,072	115,517	31,789,995

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Included in the net carrying amount of property, plant and equipment are right-of-use assets are as follows:-

	<b>Group</b>	
	<u>2024</u> RM	<u>2023</u> RM
Leasehold land and building	677,600	693,000
Construction equipment	17,683,870	22,892,799
Motor vehicles	129,442	325,077
	18,490,912	23,910,876

The above construction equipment and motor vehicles classified under right-of-use assets are pledged as securities for the related lease liabilities.

Additions to the right-of-use assets of the Group during the financial year amounted to RM7,365,410 (2023: RM12,220,922).

The amounts recognised in profit or loss which related to right-of-use assets are as follows:-

	<b>Group</b>	
	<u>2024</u> RM	<u>2023</u> RM
Gain on disposal of right-of-use assets	-	(35,378)
Depreciation of right-of-use assets	3,839,499	3,904,578
Interest expenses on lease liabilities	863,805	636,255
	4,703,304	4,505,455

The leasehold land and building and freehold shoplots are pledged as securities for banking facilities granted to the Group as disclosed in Note 16 to the financial statements.

The cost and the net carrying amount of the leasehold land are not segregated from the building as required details are not available.

### Material accounting policy information

#### (a) Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and less any impairment losses. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefit associated with the item will flow to the Group and the cost of the item can be measured reliably.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

##### Material accounting policy information (cont'd)

##### (b) Depreciation

Depreciation of property, plant and equipment is computed on the straight-line method based on the estimated useful lives of the various assets. The annual rates of depreciation based on the estimated useful lives of the various classes of depreciable assets are as follows:-

Leasehold land and building	Amortised over 50 years
Freehold shoplots	2%
Machinery	10%
Tools and equipment	10%
Construction equipment	10% - 33%
Motor vehicles	20%
Office equipment	10% - 20%
Furniture and fittings	10%
Renovation and cabin	10%
Solar photovoltaic ("PV")	5%

#### 4. INVESTMENT PROPERTIES

Group	Leasehold shoplots RM
<b>Cost</b>	
At 1 January 2023/31 December 2023	6,754,009
Disposal	(3,798,373)
At 31 December 2024	2,955,636
<b>Accumulated depreciation</b>	
At 1 January 2023	548,810
Charge for the financial year	135,080
At 31 December 2023	683,890
Charge for the financial year	119,770
Disposal	(446,987)
At 31 December 2024	356,673
<b>Net carrying amount</b>	
At 31 December 2024	2,598,963
At 31 December 2023	6,070,119

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 4. INVESTMENT PROPERTIES (CONT'D)

The Group's leasehold shoplots meet the definition of right-of-use assets but are not required to be reclassified to right-of-use assets.

The fair value of the investment properties are RM3,239,000 (2023: RM6,996,000). Fair value estimated by the Directors by reference to the published selling prices for the properties in vicinity locations. The investment properties are classified as Level 3 in the fair value hierarchy.

The leasehold shoplots are pledged as securities for banking facilities granted to the Group as disclosed in Note 16 to the financial statements.

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
<b>(Income)/Expenses recognised in profit or loss:</b>		
Rental income	(91,500)	(214,500)
Direct operating expenses:		
- Income generating investment properties	<u>2,740</u>	<u>9,885</u>

The investment properties are leased to tenants under operating leases with rental receivables monthly. The maturity analysis of the total undiscounted lease payments to be received after the reporting date:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Less than 1 year	-	163,000
Between 1 and 2 years	<u>-</u>	<u>12,000</u>
	<u>-</u>	<u>175,000</u>

### Material accounting policy information

#### (a) Recognition and measurement

Investment properties are treated as long-term investment and are measured at cost, including transaction costs less any accumulated depreciation and impairment losses. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 4. INVESTMENT PROPERTIES (CONT'D)

##### Material accounting policy information (cont'd)

##### (b) Depreciation

The principal annual depreciation rate used are as follows:-

Leasehold shoplots	2%
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#### 5. INVESTMENT IN SUBSIDIARIES

##### 5.1 Investment in subsidiaries

	Company	
	<u>2024</u>	<u>2023</u>
	RM	RM
Unquoted shares, at cost	27,152,924	27,152,924
Less: Accumulated impairment losses	<u>(579,029)</u>	<u>(7,877,795)</u>
	<u>26,573,895</u>	<u>19,275,129</u>

The movement of accumulated impairment losses during the financial year is as follow:-

	Company	
	<u>2024</u>	<u>2023</u>
	RM	RM
At 1 January	7,877,795	-
(Reversal of impairment)/Impairment loss during the financial year	<u>(7,298,766)</u>	<u>7,877,795</u>
At 31 December	<u>579,029</u>	<u>7,877,795</u>

The Company assesses whether there is any indicator of impairment at the reporting date. If any such indication exists, the management of the Company assesses the recoverable amount of the investment in subsidiaries and an impairment loss is recognised when the recoverable amount of the investment in subsidiaries is less than their carrying amount.

The recoverable amount of the investments in subsidiaries are assessed by reference to the fair value less cost to sell of the respective subsidiaries.

The entire reversal of impairment loss (2023: impairment loss) on non-financial assets is included in other income (2023: other expenses) in the statement of profit or loss and other comprehensive income of the Company due to an increase (2023: decline) of their recoverable amount.



# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 5. INVESTMENT IN SUBSIDIARIES (CONT'D)

#### 5.1 Investment in subsidiaries (cont'd)

Details of the Level 3 fair value method used in obtaining the recoverable amounts are as follows:-

Valuation method and key inputs	Significant unobservable inputs	Relationship of unobservable inputs and fair values
Adjusted net asset method which derives the fair value of an investee's equity instruments by reference to the fair value of its assets and liabilities	Fair value of individual assets and liabilities	The higher the net assets, the higher the fair value

#### 5.2 Disposal of subsidiary

In previous financial year, the Company entered into a Share Sale Agreement to dispose its 510,000 ordinary shares of Quest Energy Sdn. Bhd. ("QESB"), representing 51% of the issued and paid-up share capital of QESB for a total cash consideration of RM489,615.

The effect of the disposal of QESB on the financial position of the Group as at the date of disposal was as follows:-

	RM
Cash and bank balance	935,312
Non-controlling interest	(453,962)
Other payables	<u>(8,858)</u>
Net assets disposed	472,492
Gain on disposal of a subsidiary	<u>17,123</u>
Proceeds from disposal	489,615
Less: Cash and cash equivalents disposed	<u>(935,312)</u>
Net cash outflows from disposal	<u><u>(445,697)</u></u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 5. INVESTMENT IN SUBSIDIARIES (CONT'D)

##### 5.3 Details of subsidiaries

Name of Company	Principal place of business/Country of incorporation	Effective equity interest		Principal activities
		<u>2024</u> %	<u>2023</u> %	
<b>Direct interest</b>				
TCS Construction Sdn. Bhd.	Malaysia	100	100	#
TCS Amona Consortium Sdn. Bhd.	Malaysia	60	60	^*
TCS SS Precast Construction Sdn. Bhd.	Malaysia	65	65	^*
<b>Indirect interest</b>				
TCS Infra Sdn. Bhd.	Malaysia	62.5	100	^
#	Provision of construction services for buildings, infrastructure, civil and structural works and other transportation support activities.			
^	Provision of construction services for buildings, infrastructure, civil and structural works.			
*	The Company has not commenced its business operation.			

##### 5.4 Non-controlling interests

The non-controlling interests are not material to the Group. Therefore, the summarised financial information is not presented.

##### 5.5 Amount due from subsidiaries

	Company	
	<u>2024</u> RM	<u>2023</u> RM
Non-trade in nature	56,518,627	36,619,104
Less: Allowance for ECLs	<u>(50,867)</u>	<u>(861,665)</u>
	<u>56,467,760</u>	<u>35,757,439</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 5. INVESTMENT IN SUBSIDIARIES (CONT'D)

#### 5.5 Amount due from subsidiaries (cont'd)

The movement in the allowance for ECLs is as follows:-

	<b>Company</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
At 1 January	861,665	-
Addition	-	861,665
Reversal	(810,798)	-
At 31 December	<u>50,867</u>	<u>861,665</u>

The amount due from subsidiaries are non-trade in nature, unsecured, bear no interest and are repayable on demand.

#### Material accounting policy information

Investment in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses.

### 6. DEFERRED TAX ASSETS

The movement of deferred tax assets during the financial year are as follows:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
At 1 January	-	859,000
Recognised in profit or loss	-	(859,000)
At 31 December	<u>-</u>	<u>-</u>

### 7. FIXED DEPOSITS WITH LICENSED BANKS

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
Non-current	8,081,299	9,905,739	-	-
Current	<u>676,236</u>	<u>1,182,578</u>	<u>-</u>	<u>1,000,000</u>
	<u>8,757,535</u>	<u>11,088,317</u>	<u>-</u>	<u>1,000,000</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 7. FIXED DEPOSITS WITH LICENSED BANKS (CONT'D)

#### Group

The fixed deposits with licensed banks amounting to RM8,081,299 (2023: RM9,905,739) are pledged as securities for banking facilities granted to the Group, and hence, are not available for general use.

The effective interest rates on fixed deposits with licensed banks are ranging from 1.45% to 3.50% (2023: 1.45% to 3.50%) per annum.

#### Company

The effective interest rates on fixed deposits with licensed banks is 2.75% (2023: 2.45% to 2.75%) per annum.

### 8. CASH AND BANK BALANCES

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
Non-current	823,133	264,184	-	-
Current	<u>12,421,172</u>	<u>3,866,549</u>	<u>251,078</u>	<u>196,228</u>
	<u>13,244,305</u>	<u>4,130,733</u>	<u>251,078</u>	<u>196,228</u>

#### Group

The sinking fund amounting to RM823,133 (2023: RM264,184) included in cash and bank balances are pledged as securities for banking facilities granted to the Group.

### 9. TRADE RECEIVABLES

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Trade receivables	58,043,853	67,029,455
Retention sum	<u>66,622,041</u>	<u>57,694,437</u>
	124,665,894	124,723,892
Less: Allowance for ECLs	<u>(4,437,156)</u>	<u>(5,178,757)</u>
	<u>120,228,738</u>	<u>119,545,135</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 9. TRADE RECEIVABLES (CONT'D)

The movement in the allowance for ECLs is as follows:

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
At 1 January	5,178,757	4,437,156
Addition	-	741,601
Reversal	(741,601)	-
At 31 December	<u>4,437,156</u>	<u>5,178,757</u>

The Group's credit period granted to customers is ranging from 30 days to 60 days (2023: 30 days to 60 days). They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Included in trade receivables and retention sum is an amount of RM2,344,620 and RM260,513 (2023: Nil) respectively due from a company in which a Director has interest. The said amount is unsecured, interest free and subject to normal trade terms.

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at financial year ended which are grouped together as they are expected to have similar risk nature.

	<u>Gross carrying amount</u> RM	<u>Allowance for ECLs</u> RM	<u>Net balance</u> RM
<b>Group</b>			
<b>2024</b>			
Current (not past due)	77,484,031	(3,698)	77,480,333
1- 30 days past due	18,534,177	(3,063)	18,531,114
31- 60 days past due	22,356,688	(2,601)	22,354,087
61-90 days past due	13,038	-	13,038
91-120 days past due	4,000	-	4,000
Past due more than 120 days	<u>6,273,960</u>	<u>(4,427,794)</u>	<u>1,846,166</u>
	<u>124,665,894</u>	<u>(4,437,156)</u>	<u>120,228,738</u>
<b>2023</b>			
Current (not past due)	99,213,549	(3,698)	99,209,851
1- 30 days past due	11,013,287	(3,063)	11,010,224
31- 60 days past due	9,002,886	(2,601)	9,000,285
61-90 days past due	24,005	-	24,005
Past due more than 120 days	<u>5,470,165</u>	<u>(5,169,395)</u>	<u>300,770</u>
	<u>124,723,892</u>	<u>(5,178,757)</u>	<u>119,545,135</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 9. TRADE RECEIVABLES (CONT'D)

The movements in the allowance for ECLs in respect of trade receivables and retention sum for the Group during the year are as follows:-

	<u>Lifetime ECLs</u> RM	<u>Individually impaired</u> RM	<u>Total</u> RM
<b>Group</b>			
At 1 January 2023	58,159	4,378,997	4,437,156
Addition	741,601	-	741,601
At 31 December 2023	799,760	4,378,997	5,178,757
Reversal	(741,601)	-	(741,601)
At 31 December 2024	58,159	4,378,997	4,437,156

The retention sums (net of allowance for ECLs) are unsecured, interest-free and expected to be collected as follows:-

	<b>Group</b>	
	<u>2024</u> RM	<u>2023</u> RM
Within 1 year	15,522,136	9,536,905
More than 1 year	46,964,595	43,280,621
	<u>62,486,731</u>	<u>52,817,526</u>

### 10. CONTRACT ASSETS/(LIABILITIES)

	<b>Group</b>	
	<u>2024</u> RM	<u>2023</u> RM
Contract assets	54,579,600	65,564,914
Less: Allowance for impairment losses	(333,542)	(333,542)
	54,246,058	65,231,372
Contract liabilities	-	(859,871)
	<u>54,246,058</u>	<u>64,371,501</u>



# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 10. CONTRACT ASSETS/(LIABILITIES) (CONT'D)

The movements in the allowance for ECLs in respect of contract assets for the Group during the year are as follows:-

	<u>Lifetime ECLs</u> RM	<u>Individually impaired</u> RM	<u>Total</u> RM
<b>Group</b>			
At 1 January 2023	1,792	-	1,792
Addition	<u>-</u>	<u>331,750</u>	<u>331,750</u>
At 31 December 2023/31 December 2024	<u>1,792</u>	<u>331,750</u>	<u>333,542</u>

The contract assets primarily relate to the Group's rights to consideration for work completed on construction contracts but not yet billed at the reporting date. Typically, the amount will be billed once the subcontractors' works have been inspected by client's quantity surveyor and payment is expected within 30 to 60 days.

The significant decrease in contract assets in 2024 is the result of the increase in progress billing issued at the end of the year.

The contract liabilities consists of advance billings in excess of revenue recognised over time during the construction period. The decrease in contract liabilities due to decrease in billings issued in excess of revenue recognised. The contract liabilities were expected to be recognised as revenue over a period of 90 days.

The movement of contract liabilities during the financial year are as follows:-

	<b>Group</b>	
	<u>2024</u> RM	<u>2023</u> RM
Brought forward	(859,871)	(5,005,868)
Arising during the financial year	-	(859,871)
Revenue recognised during the financial year	<u>859,871</u>	<u>5,005,868</u>
	<u>-</u>	<u>(859,871)</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 11. OTHER RECEIVABLES

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
Non-trade receivables	3,640,110	2,058,441	-	-
Deposits	5,424,733	4,874,611	1,000	1,000
Prepayments	655,483	128,649	6,667	-
GST recoverable	3,571	3,571	-	-
	<u>9,723,897</u>	<u>7,065,272</u>	<u>7,667</u>	<u>1,000</u>

#### Group

- (i) Included in non-trade receivables is an amount of RM308,000 (2023: Nil) due from a company in which a Director has interest. The said amount is unsecured, interest free and repayable on demand.
- (ii) Included in deposits are refundable keyman insurance premium paid in respect of the life policy of a Director amounting to RM2,279,327 (2023: RM2,279,327), pledged as securities for banking facilities granted to the Group.

### 12. SHARE CAPITAL

	Number of ordinary shares <u>2024</u> unit	Amount <u>2024</u> RM	Number of ordinary shares <u>2023</u> unit	Amount <u>2023</u> RM
<b>Group and Company</b>				
<b>Issued and fully paid with no par value</b>				
At 1 January	429,000,000	66,163,865	390,000,000	58,475,563
Issuance of shares	171,601,676	9,153,625	39,000,000	7,784,200
Share issuance expenses	-	-	-	(95,898)
At 31 December	<u>600,601,676</u>	<u>75,317,490</u>	<u>429,000,000</u>	<u>66,163,865</u>

During the financial year, the Company:-

- (a) Issued 1,200 new ordinary shares of cash arising from the exercise of warrants at exercise price of RM0.38 for a total consideration of RM456; and
- (b) Issued 171,600,476 new ordinary shares at issue price of RM0.12 together with 102,960,285 free detachable warrants for a total cash consideration of RM20,592,057 for working capital purposes.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 12. SHARE CAPITAL (CONT'D)

The new ordinary shares issued during the financial year rank pari passu in all respects with the existing ordinary shares of the Company.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

### 13. WARRANT RESERVE

Warrant reserve represents reserve allocated to free detachable warrant issued with rights issue.

#### Warrants 2021/2024

On 25 February 2021, the Company executed a deed poll ("Deed Poll") pertaining to the 180,000,000 free Warrants issued on the basis of 1 free Warrant for every 2 existing Ordinary Shares held on 11 March 2021.

The Warrants 2021/2024 were listed on the ACE Market of Bursa Malaysia Securities Berhad.

The salient terms of the Warrants 2021/2024 are as follow:

- (i) Each Warrant will entitle the registered holder to subscribe for 1 new ordinary share in the Company at an exercise price at RM0.38 each subject to adjustment in accordance with the conditions stipulated in the Deed Poll;
- (ii) The Warrants may be exercised any time within 3 years beginning on the date of issuance on 16 March 2021. Warrants not exercised within the exercise period will therefore lapse and cease to be valid;
- (iii) The exercise price is RM0.38 per Warrant. The exercise price and the number of outstanding Warrants shall be subject to adjustments that may be required during the exercise period by the Company, in accordance with the terms and provisions of the Deed Poll;
- (iv) The new shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank pari passu in all respect with the exiting ordinary shares of the Company in issue except that they will not be entitled to any dividend, rights, allotment or other distributions, the entitlement date of which is before the allotment and issuance of the new shares; and
- (v) The persons to whom the Warrants have been granted have no rights to participate in any distribution and/on offer of further securities in the Company unless otherwise resolved by the Company in a general meeting.

The Warrants 2021/2024 expired on 15 March 2024.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 13. WARRANT RESERVE (CONT'D)

##### Warrants 2024/2029

On 26 June 2024, the Company issued 102,960,285 free Warrants pursuant to the rights issue of Warrant on the basis of 3 Warrants for every 5 rights issue shares subscribed by the entitled shareholders.

The Warrants are constituted by the Deed Poll (“Deed Poll B”) dated 8 May 2024.

The fair value of the Warrants is derived using Black Scholes Model and recognised in Warrant reserve. The issuance of ordinary shares upon exercise of the Warrants is treated as new subscription of ordinary shares for the consideration equivalent to the exercise price of the Warrants.

The Warrants 2024/2029 were listed on the ACE Market of Bursa Malaysia Securities Berhad.

The salient terms of the Warrants 2024/2029 are as follow:

- (i) Each Warrant will entitle the registered holder to subscribe for 1 new ordinary share in the Company at an exercise price at RM0.18 each subject to adjustment in accordance with the conditions stipulated in the Deed Poll B;
- (ii) The Warrants may be exercised any time within 5 years beginning on the date of issuance on 26 June 2024. Warrants not exercised within the exercise period will therefore lapse and cease to be valid;
- (iii) The exercise price is RM0.18 per Warrant. The exercise price and the number of outstanding Warrants B shall be subject to adjustments that may be required during the exercise period by the Company, in accordance with the terms and provisions of the Deed Poll B; and
- (iv) The persons to whom the Warrants have been granted have no rights to participate in any distribution and/on offer of further securities in the Company unless such Warrant Holder B are issued with new TCS shares upon exercise of the Warrant B based on the Deed Poll B.

#### 14. MERGER DEFICIT

The merger deficit arose as and when the combination took place, it comprises the difference between the cost of merger and the nominal value of shares acquired in TCS Construction Sdn. Bhd. and TCS Infra Sdn. Bhd..

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 15. LEASE LIABILITIES

Lease liabilities included in the statements of financial position are as follows:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Current	6,787,167	7,171,209
Non-current	<u>6,499,819</u>	<u>8,101,293</u>
	<u>13,286,986</u>	<u>15,272,502</u>

The Group's future minimum lease payments as at year end are as follows:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Within 1 year	7,502,052	7,869,995
After 1 year but not later than 5 years	6,704,415	8,352,836
More than 5 years	<u>40,558</u>	<u>216,182</u>
	<u>14,247,025</u>	<u>16,439,013</u>

The lease liabilities are secured by the underlying assets. Lease liabilities of RM261,601 and RM12,358,743 (2023: RM412,014 and RM13,268,730) are secured against the personal guarantee by a Director and corporate guarantee by the Company respectively.

The expenses relating to payments not included in the measurement of lease liabilities is as follows:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Low-value assets	3,166	2,592
Short-term leases	<u>12,264,674</u>	<u>11,228,117</u>

The total cash outflow for leases amounted to RM22,006,128 (2023: RM18,111,020).

The lease liabilities bear interest rates ranging from 3.30% to 9.11% (2023: 3.30% to 9.11%) per annum.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 15. LEASE LIABILITIES (CONT'D)

#### Material accounting policy information

#### Recognition exemption

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### 16. BORROWINGS

	Group	
	<u>2024</u>	<u>2023</u>
	RM	RM
<b>Current</b>		
<u>Secured:-</u>		
Bank overdrafts	21,900	7,240,947
Term loans	3,785,834	580,959
Multi currency trade financing-i	-	5,897,020
Domestic bill of exchange purchased-i	15,602,689	13,181,801
	<u>19,410,423</u>	<u>26,900,727</u>
<u>Unsecured:-</u>		
Bank overdraft	731,704	2,326,559
	<u>20,142,127</u>	<u>29,227,286</u>
<b>Non-current</b>		
<u>Secured:-</u>		
Term loans	4,088,587	8,167,551
	<u>24,230,714</u>	<u>37,394,837</u>
<b>Analysed as:</b>		
- Within 1 year	20,142,127	29,227,286
- Between 1 to 5 years	1,365,544	2,259,298
- More than 5 years	2,723,043	5,908,253
	<u>24,230,714</u>	<u>37,394,837</u>



# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 16. BORROWINGS (CONT'D)

The borrowings are secured in the following manner:-

- (i) Charge and deeds of assignment over the leasehold land and building and freehold and leasehold shoplots of the Group as disclosed in Notes 3 and 4 to the financial statements;
- (ii) Deed of assignment of contract proceeds;
- (iii) Pledged of fixed deposits with licensed banks of the Group as disclosed in Note 7 to the financial statements;
- (iv) Pledged of sinking fund of the Group as disclosed in Note 8 to the financial statements;
- (v) Pledged of fixed deposit of a Director of the Company;
- (vi) Jointly and several guarantees by Directors of the Company, a former Director and corporate guarantee by the Company; and
- (vii) Absolute assignment of life policy of a Director.

The unsecured borrowing is guaranteed by the Company.

The interest of term loans is charged at rates ranging from 3.80% to 12.00% (2023: 3.80% to 7.69%) per annum.

The interest of bank overdrafts are charged at rates ranging from 6.57% to 8.10% (2023: 6.57% to 8.10%) per annum.

The interest of multi-currency trade financing-i is charged at rates 7.60% (2023: 7.35% to 7.60%) per annum.

The interest of domestic bill of exchange purchased-i are charged at rates 7.60% (2023: 7.35% to 7.60%) per annum.

The repayment term of term loans is by monthly basis.

### 17. TRADE PAYABLES

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Trade payables	67,789,227	71,858,470
Retention sum	38,123,451	29,526,850
	<u>105,912,678</u>	<u>101,385,320</u>

The average credit term granted to the Group by suppliers are ranging from cash term to 90 days (2023: cash term to 90 days).

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 17. TRADE PAYABLES (CONT'D)

The retention sums are unsecured, interest-free and expected to be paid as follows:-

	<b>Group</b>	
	<u>2024</u> RM	<u>2023</u> RM
Within 1 year	21,439,545	15,684,801
More than 1 year	16,683,906	13,842,049
	<u>38,123,451</u>	<u>29,526,850</u>

### 18. OTHER PAYABLES

	<b>Group</b>		<b>Company</b>	
	<u>2024</u> RM	<u>2023</u> RM	<u>2024</u> RM	<u>2023</u> RM
Non-trade payables	1,043,092	985,537	133,015	94,575
Accruals	17,737,776	30,841,470	25,000	28,000
	<u>18,780,868</u>	<u>31,827,007</u>	<u>158,015</u>	<u>122,575</u>

### 19. AMOUNT DUE TO A DIRECTOR

In prior financial year, the amount due to a Director is non-trade in nature, unsecured, subject to interest at 3% per annum and is repayable on demand.

### 20. REVENUE

#### Disaggregated revenue information

	<b>Group</b>	
	<u>2024</u> RM	<u>2023</u> RM
Types of revenue		
- Construction	<u>392,873,805</u>	<u>374,481,100</u>
Timing and recognition		
- Over time	<u>392,873,805</u>	<u>374,481,100</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 20. REVENUE (CONT'D)

#### Performance obligations

Information about the Group's performance obligations are summarised below:

The Group recognises revenue over time using the input method, which is based on the contract costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

The payment terms for progress billings issued are disclosed in Notes 9 and 10 to the financial statements.

The nature of the services that the Group has promised to transfer to customers are civil construction works for residential houses and commercial units/buildings.

The Group's projects are subject to a Defects Liability Period of generally twenty-four (24) months from the issuance of Certificate of Practical Completion. This requires the Group to rectify any defects which may appear and which are due to design, materials, goods, workmanship or equipment that are not in accordance with the contracts.

As at the reporting date, revenue expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) of the Group is RM1,674,340,101 (2023: RM962,096,076). The Group expects to recognise this revenue within the next 42 months (2023: 18 months).

### 21. FINANCE INCOME

	Group		Company	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
Bank interest received	95,411	33,054	-	-
Fixed deposit interest	<u>257,057</u>	<u>414,702</u>	<u>9,698</u>	<u>116,113</u>
	<u>352,468</u>	<u>447,756</u>	<u>9,698</u>	<u>116,113</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 22. FINANCE COSTS

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Bank overdrafts interest	560,787	669,773
Lease liabilities interest	863,805	636,255
Term loans interest	423,599	412,804
Multi-currency trade financing-i	276,583	1,012,125
Domestic bill of exchange purchased-i	1,734,699	217,183
	<u>3,859,473</u>	<u>2,948,140</u>

### 23. PROFIT/(LOSS) BEFORE TAX

Profit/(Loss) before tax has been determined after charging/(crediting), amongst others items, the following:-

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
Auditors' remuneration related to:				
Statutory audit				
- Grant Thornton Malaysia PLT	148,000	139,000	30,000	28,000
Assurance related services				
- Grant Thornton Malaysia PLT	185,000	84,000	185,000	84,000
Other services				
- Grant Thornton Taxation Sdn. Bhd.	26,000	22,500	3,000	2,500
Directors' fee	243,500	226,000	-	-
Rental income	(156,606)	(564,356)	-	-

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 24. TAX EXPENSE

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
<b>Tax expense</b>				
- Under provision in prior financial year	<u>8,975</u>	<u>280,862</u>	<u>8,974</u>	<u>3,120</u>
<b>Deferred tax</b>				
- Current financial year	-	921,000	-	-
- Under recognised in prior financial year	<u>-</u>	<u>(62,000)</u>	<u>-</u>	<u>-</u>
	<u>-</u>	<u>859,000</u>	<u>-</u>	<u>-</u>
	<u>8,975</u>	<u>1,139,862</u>	<u>8,974</u>	<u>3,120</u>

A reconciliation of income tax applicable to profit/(loss) before tax at the statutory income tax rate to income tax at the effective income tax rate is as follows:-

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
Profit/(Loss) before tax	<u>1,493,204</u>	<u>(31,744,880)</u>	<u>6,469,319</u>	<u>(9,232,983)</u>
Tax at Malaysian statutory tax rate of 24%	358,369	(7,618,772)	1,552,637	(2,215,916)
Tax effects in respects of:-				
Expenses not deductible for tax purposes	737,139	646,635	393,659	2,215,916
Income not subject to tax	(195,268)	(17,023)	(1,946,296)	-
Movement of deferred tax assets not recognised	(900,240)	7,910,160	-	-
Under provision of tax expense in prior financial year	8,975	280,862	8,974	3,120
Under recognised of deferred tax assets in prior financial year	<u>-</u>	<u>(62,000)</u>	<u>-</u>	<u>-</u>
	<u>8,975</u>	<u>1,139,862</u>	<u>8,974</u>	<u>3,120</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 24. TAX EXPENSE (CONT'D)

##### Unrecognised deferred tax assets

Deferred tax assets have not been recognised in the financial statements as follows (stated at gross):-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Property, plant and equipment	278,000	560,000
Allowance for ECLs	4,771,000	5,513,000
Unutilised capital allowances	2,474,000	5,194,000
Unabsorbed business losses	<u>29,100,000</u>	<u>29,107,000</u>
	<u>36,623,000</u>	<u>40,374,000</u>

The unutilised capital allowances do not expire under current tax legislation.

Unabsorbed business losses for which no deferred tax assets were recognised expire as follows:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Year of assessment 2033	<u>29,100,000</u>	<u>29,107,000</u>

Deferred tax assets have not been recognised in respect of these items due to uncertainty of future taxable income of the subsidiaries.



# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 25. EARNINGS/(LOSS) PER SHARE

#### Basic earnings/(loss) per ordinary share

The calculation of basic earnings/(loss) per share was based on the profit/(loss) attributable to ordinary equity holders of the Company and weighted average number of ordinary shares issued calculated as follows:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
Profit/(Loss) for the financial year attributable to ordinary equity holders of the Company (RM)	<u>1,433,765</u>	<u>(32,853,355)</u>
Weighted average number of ordinary shares at 31 December (units)*	<u>512,811,980</u>	<u>424,895,181</u>
Basic earnings/(loss) per share (sen)	<u>0.28</u>	<u>(7.73)</u>

\* The weighted average number of ordinary shares in issue as at 31 December 2023 has been adjusted retrospectively to reflect the bonus element inherent in the rights issue for the year.

#### Diluted earnings/(loss) per share

The diluted earnings/(loss) per share have not been adjusted for the potential impact arising from the conversion of the warrants to ordinary shares as the average market price of the ordinary share of the Company is lower than exercise price. The effect will be anti-dilutive to the earnings/(loss) per share.

### 26. EMPLOYEE BENEFITS EXPENSE

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
<b>Staffs' remuneration</b>		
Salaries, wages and other emoluments	9,586,678	10,324,113
Defined contribution plans	1,035,367	1,158,593
Social security contribution and EIS	<u>261,473</u>	<u>204,935</u>
	<u>10,883,518</u>	<u>11,687,641</u>
<b>Directors' remuneration</b>		
Salaries, wages and other emoluments	1,082,000	1,192,000
Defined contribution plans	84,960	97,440
Social security contribution and EIS	<u>1,997</u>	<u>1,902</u>
	<u>1,168,957</u>	<u>1,291,342</u>
	<u>12,052,475</u>	<u>12,978,983</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 26. EMPLOYEE BENEFITS EXPENSE (CONT'D)

The estimated monetary value of Directors' benefits-in-kind is RM18,246 (2023: RM48,324).

#### 27. RELATED PARTY DISCLOSURES

##### (a) Significant related party transactions

Significant related party transactions other than those disclosed elsewhere in the financial statements are as follows:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Rental expenses paid to companies in which certain Directors have interests	234,000	234,000
Progress billing issued to a company in which a Director has interest	2,605,133	-
Fit-out work charged to a company in which a Director has interest	168,500	-
Disposal of property, plant and equipment to Director	<u>-</u>	<u>35,000</u>

##### (b) Related party balances

Outstanding balances arising from related party transactions as at the reporting date are disclosed in Notes 5, 9, 11 and 19 to the financial statements.

##### (c) Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly and entity that provides key management personnel services to the Group and to the Company.

Key management includes all the Directors of the Company and its subsidiaries and certain members of senior management of the Group and of the Company. The remuneration of the Board of Directors is disclosed in Notes 23 and 26 to the financial statements.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 27. RELATED PARTY DISCLOSURES (CONT'D)

#### (c) (cont'd)

The remuneration of key management personnel of the Group other than the Board of Directors are as follows:-

	<b>Group</b>	
	<u>2024</u>	<u>2023</u>
	RM	RM
Salaries and other benefits	698,298	661,953
Defined contribution plans	66,595	64,944
Social security benefits	6,528	6,239
	<u>771,421</u>	<u>733,136</u>

The estimated monetary value of key management personnel's benefits-in-kind is RM18,267 (2023: RM17,400).

### 28. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

The table below provides an analysis of financial instruments categorised as financial assets and financial liabilities measured at amortised cost:-

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
<b>Financial assets</b>				
Trade receivables	120,228,738	119,545,135	-	-
Other receivables	9,064,843	6,933,052	1,000	1,000
Amount due from subsidiaries	-	-	56,467,760	35,757,439
Fixed deposits with licensed banks	8,757,535	11,088,317	-	1,000,000
Cash and bank balances	<u>13,244,305</u>	<u>4,130,733</u>	<u>251,078</u>	<u>196,228</u>
	<u>151,295,421</u>	<u>141,697,237</u>	<u>56,719,838</u>	<u>36,954,667</u>
<b>Financial liabilities</b>				
Trade payables	105,912,678	101,385,320	-	-
Other payables	18,780,868	31,827,007	158,015	122,575
Amount due to a Director	-	2,000,000	-	-
Borrowings	<u>24,230,714</u>	<u>37,394,837</u>	<u>-</u>	<u>-</u>
	<u>148,924,260</u>	<u>172,607,164</u>	<u>158,015</u>	<u>122,575</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 28. FINANCIAL INSTRUMENTS (CONT'D)

##### **Financial risk management**

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. Financial risk management policies are established to ensure that adequate resources are available for the development of the Group's and of the Company's business whilst managing its credit risk, liquidity risk and interest rate risk. The Group and the Company operate within clearly defined policies and procedures that are approved by the Board of Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activity are set out as follows:-

##### **(a) Credit risk**

Credit risk is the risk of a financial loss to the Group and to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It is the Group's and the Company's policy to enter into financial instrument with a diversity of creditworthy counterparties. The Group and the Company do not expect to incur material credit losses of its financial assets or other financial instruments.

Concentration of credit risk exists when changes in economic, industry and geographical factors similarly affect the group of counterparties whose aggregate credit exposure is significant in relation to the Group's and to the Company's total credit exposure. The Group's and the Company's portfolio of financial instrument is broadly diversified along industry, product and geographical lines, and transactions are entered into with diverse creditworthy counterparties, thereby mitigate any significant concentration of credit risk.

It is the Group's and the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group and the Company do not offer credit terms without the approval by the management.

The areas where the Group and the Company are exposed to credit risk are as follows:-

##### **Receivables**

The net carrying amount of receivables is considered a reasonable approximate of fair value.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### Financial risk management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activity are set out as follows (cont'd):-

#### (a) Credit risk (cont'd)

The areas where the Group and the Company are exposed to credit risk are as follows (cont'd):-

##### Receivables (cont'd)

With a credit policy in place to ensure the credit risk is monitored on an on-going basis, the management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than credit terms granted are deemed to have higher credit risk, and are monitored individually.

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group. None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on their customers financial information, past trend of payments and external credit ratings, where applicable. All of these customers have low risk of default. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if the Directors deem them uncollectible. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

In respect of trade receivables, the Group is subject to significant credit risk exposure to a single counterparty or a group of counterparties having similar characteristics, as disclosed below:-

	Group			
	2024		2023	
	RM	%	RM	%
Top 2 (2023: 3 customers)	<u>80,285,250</u>	<u>67</u>	<u>88,764,800</u>	<u>74</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 28. FINANCIAL INSTRUMENTS (CONT'D)

##### Financial risk management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activity are set out as follows (cont'd):-

##### (a) Credit risk (cont'd)

The areas where the Group and the Company are exposed to credit risk are as follows (cont'd):-

##### Corporate guarantees

##### **Company**

The Company provides unsecured financial guarantee to the payables of a subsidiary amounting to RM3,620,349 (2023: RM8,939,788).

The Company provides unsecured financial guarantee to bank in respect of banking facilities granted to certain subsidiaries. The maximum exposure to credit risk amounting to RM55,851,234 (2023: RM70,240,160) represented the outstanding banking facilities of certain subsidiaries as at the end of the reporting year.

The Company monitors on an ongoing basis the results of the certain subsidiaries and repayments made by the certain subsidiaries. As at the end of reporting period, there was no indication that the subsidiaries would default on repayment.

The corporate guarantee does not have a determinable effect on the term of the credit facilities due to the bank requiring the Company's guarantees as a pre-condition for approving the banking facilities granted to certain subsidiaries. The actual terms of the credit facilities are likely to be the best indicator of "at market" term and hence the fair value of the credit facilities are equal to the credit facilities amount received by certain subsidiaries. As such, there is no value on the corporate guarantees to be recognised in the financial statements.

##### Performance bonds

Performance bonds require the Group and the Company to make payments to third parties in the event that the Group does not perform in according to the terms of any related contracts. The maximum exposure to credit risk of the Group and the Company at the reporting date amounted to RM72,038,278 and RM49,776,500 (2023: RM61,963,253 and RM42,858,875) respectively.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### Financial risk management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activity are set out as follows (cont'd):-

##### (a) Credit risk (cont'd)

The areas where the Group and the Company are exposed to credit risk are as follows (cont'd):-

##### Intercompany balances

The Group provides unsecured advances to its subsidiaries and monitors the results of the subsidiaries regularly.

As at the end of the reporting date, there was no indication that the carrying amount of amount due from subsidiaries are not recoverable.

##### Cash and cash equivalents

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

##### (b) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as and when they fall due because of shortage of funds.

In managing their exposures to liquidity risk, the Group and the Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that they will have sufficient liquidity to meet its liabilities as and when they fall due.



# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 28. FINANCIAL INSTRUMENTS (CONT'D)

##### Financial risk management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activity are set out as follows (cont'd):-

##### (b) Liquidity risk (cont'd)

The Group and the Company aim at maintaining a balance of sufficient cash and deposits and flexibility in funding by keeping diverse sources of committed and uncommitted credit facilities from various banks.

The liquidity risk arises principally from their payables, lease liabilities and borrowings.

The summary of the maturity profile based on contractual undiscounted repayment obligations are as below:-

		Current		← Non-current →	
	Carrying amount RM	Total contractual cash flows RM	On demand/ Less than 1 year RM	1 to 5 years RM	More than 5 years RM
<b>2024</b>					
<b>Group</b>					
<b>Non-derivative financial liabilities</b>					
Lease liabilities	13,286,986	14,247,025	7,502,052	6,704,415	40,558
Trade payables	105,912,678	105,912,678	105,912,678	-	-
Other payables	18,780,868	18,780,868	18,780,868	-	-
Borrowings	24,230,714	25,930,120	20,266,413	2,022,984	3,640,723
	<u>162,211,246</u>	<u>164,870,691</u>	<u>152,462,011</u>	<u>8,727,399</u>	<u>3,681,281</u>
Performance bonds*	-	72,038,278	72,038,278	-	-
<b>Company</b>					
<b>Non-derivative financial liabilities</b>					
<b>Unsecured:-</b>					
Other payables	158,015	158,015	158,015	-	-
Corporate guarantee*	-	59,471,583	59,471,583	-	-
Performance bonds*	-	49,776,500	49,776,500	-	-

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### Financial risk management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activity are set out as follows (cont'd):-

#### (b) Liquidity risk (cont'd)

The summary of the maturity profile based on contractual undiscounted repayment obligations are as below (cont'd):-

		Current		← Non-current →	
	Carrying amount RM	Total contractual cash flows RM	On demand/ Less than 1 year RM	1 to 5 years RM	More than 5 years RM
<b>2023</b>					
<b>Group</b>					
<b>Non-derivative financial liabilities</b>					
Lease liabilities	15,272,502	16,439,013	7,869,995	8,352,836	216,182
Trade payables	101,385,320	101,385,320	101,385,320	-	-
Other payables	31,827,007	31,827,007	31,827,007	-	-
Amount due to a Director	2,000,000	2,000,000	2,000,000	-	-
Borrowings	37,394,837	40,912,931	29,647,472	3,578,297	7,687,162
	<u>187,879,666</u>	<u>192,564,271</u>	<u>172,729,794</u>	<u>11,931,133</u>	<u>7,903,344</u>
Performance bonds*	-	61,963,253	61,963,253	-	-
<b>Company</b>					
<b>Non-derivative financial liabilities</b>					
<b>Unsecured:-</b>					
Other payables	<u>122,575</u>	<u>122,575</u>	<u>122,575</u>	<u>-</u>	<u>-</u>
Corporate guarantee*	-	79,179,948	79,179,948	-	-
Performance bonds*	-	42,858,875	42,858,875	-	-

\* This exposure to liquidity risk is included for illustration purpose only as the related corporate guarantee and performance bonds have not crystallised.

The above amounts reflect the contractual undiscounted cash flows, which may differ from the carrying values of financial liabilities at the reporting date.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 28. FINANCIAL INSTRUMENTS (CONT'D)

##### Financial risk management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activity are set out as follows (cont'd):-

##### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's and the Company's fixed rate borrowing is exposed to a risk of change in their fair value due to changes in interest rates. The Group's and the Company's variable rate borrowing is exposed to a risk of change in cash flows due to changes in interest rates. Short-term receivables and payables are not significantly exposed to interest rate risk.

The Group's and the Company's interest rate management objective is to manage the interest expenses consistent with maintaining an acceptable level of exposure to interest rate fluctuation. In order to achieve this objective, the Group and the Company target a mix of fixed and floating debt based on assessment of its existing exposure and desired interest rate profile.

The Group's and the Company's manages the net exposure to interest rate risk by maintain sufficient lines of credit to obtain acceptable leading cost and by monitoring the exposure to such risk on an ongoing basis. The management does not enter into interest rate hedging transaction as the cost of such instruments outweighs the potential risk of interest rate fluctuation.

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at end of the financial year were:-

	<b>Group</b>		<b>Company</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
<b>Fixed rate instruments</b>				
<u>Financial asset</u>				
Fixed deposits with licensed banks	8,757,535	11,088,317	-	1,000,000
<u>Financial liabilities</u>				
Finance lease liabilities	(13,286,986)	(15,272,502)	-	-
Borrowings	(18,602,689)	(19,078,821)	-	-
Amount due to a Director	-	(2,000,000)	-	-
Net financial (liabilities)/asset	<u>(23,132,140)</u>	<u>(25,263,006)</u>	<u>-</u>	<u>1,000,000</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### Financial risk management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activity are set out as follows (cont'd):-

#### (c) Interest rate risk (cont'd)

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at end of the financial year were (cont'd):-

	Group		Company	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	RM	RM	RM	RM
<b>Floating rate instrument</b>				
<u>Financial liability</u>				
Borrowings	<u>(5,628,025)</u>	<u>(18,316,016)</u>	<u>-</u>	<u>-</u>

#### Fair value sensitivity analysis for fixed rate instruments

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group and the Company do not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

#### Cash flow sensitivity analysis for floating rate instrument

A change in +/- 25 (2023: +/-25) basis point ("bp") in interest rates at the end of the reporting period would have (decrease)/increase profit/(loss) for the year and equity by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Group	
	<u>2024</u>	<u>2023</u>
	RM	RM
<u>Effect on profit/(loss)/equity for the year</u>		
+25bp	(14,070)	45,790
-25bp	<u>14,070</u>	<u>(45,790)</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 28. FINANCIAL INSTRUMENTS (CONT'D)

##### Fair value of financial instruments

The carrying amounts of financial assets and liabilities of the Group and of the Company as at the reporting date approximate their fair values due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or immaterial discounting impact.

##### Fair value hierarchy

No fair value hierarchy disclosed as the Group and the Company do not have financial instruments measured at fair value.

#### 29. SEGMENTAL INFORMATION

Information about operating segments had not been reported separately as the Group's revenue, profit or loss, assets and liabilities are mainly confined to a single reporting segment, namely building construction works.

##### Geographical information

The Group's operation is predominantly carried out in Malaysia.

##### Information about major customers

The following are major customers with revenue equal or more than 10 percent of the Group's revenue:-

	RM	%
<b>2024</b>		
Customer A	202,052,806	51
Customer B	68,643,275	17
Customer C	44,001,990	11
	<u>314,698,071</u>	<u>79</u>

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 29. SEGMENTAL INFORMATION (CONT'D)

#### Information about major customers (cont'd)

The following are major customers with revenue equal or more than 10 percent of the Group's revenue (cont'd):-

	RM	%
<b>2023</b>		
Customer A	110,921,058	30
Customer B	100,988,192	27
Customer C	86,311,142	23
Customer D	43,064,639	11
	<u>341,285,031</u>	<u>91</u>

### 30. MATERIAL LITIGATIONS

- (i) **Civil Suit No. BA-22C-27-07/2021 between its wholly-owned subsidiary, TCS Construction Sdn. Bhd. ("TCSCSB") and Dato' Tee (as plaintiffs) and MPM Project Management Sdn. Bhd. ("MPM"), KTCC Mall Sdn. Bhd. ("KTCCMSB"), Tang Yeam Soon, Chan Sang Teck, Tan Swee Guan, Loo Hui Kien, Yap Sing and Y.S. Tang Holdings Sdn. Bhd. (as defendants)**

By way of a Letter of Acceptance dated 19 September 2018 issued by MPM to TCSCSB, which incorporated the Agreement and Conditions of PAM Contract 2006 (With Quantities) ("PAM Contract 2006") together with the Annexure to the Conditions of Contract as spelled out in the Amplification Notes, Amendment and Modification to the Condition of Contract and other contract documents (hereinafter collectively referred to as "the Contract"), TCSCSB was one of the many contractors engaged by the MPM for a construction project known as "Cadangan Pembangunan Komersil Bercampur Di Atas Lot PT 4191, Kawasan KTCC, Muara Selatan Bandar Kuala Terengganu, Daerah Kuala Terengganu Yang Terdiri Daripada: 1 Blok Podium Pusat Membeli Belah Di Tingkat Basemen 1, 2, 3 & 4 Berserta Tempat Letak Kereta Di Tingkat Basemen Dan Tingkat 4, 5, 6 & 7" ("the Project") for an original contract sum of RM101,000,000.

A dispute arose between the parties, and the plaintiffs (i.e. TCSCSB and Dato' Tee) initiated the High Court suit against the defendants to recover the outstanding sum owed and/or damages caused to the plaintiffs in relation to the Project. The amount in dispute is RM10,009,395.

On 13 October 2022, TCSCSB had filed an application for leave to enter judgement in default against MPM as MPM has failed to file a defence.

The decision for TCSCSB's application for leaves to enter judgement in default against MPM is adjourned until the conclusion of the trial. The trial dates have been fixed to 18 July 2025, 4 August 2025 to 5 August 2025 and 11 September 2025.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 30. MATERIAL LITIGATIONS (CONT'D)

##### (ii) Civil Suit No. BA-24C-65-10/2022 between TCSCSB (as plaintiff) and KTCCMSB (as defendant) ("TCSCSB Section 30 OS")

On 29 March 2021, TCSCSB has commenced statutory adjudication pursuant to the Construction Industry Payment and Adjudication Act 2012 ("CIPAA 2012") against MPM for, amongst others, the outstanding sum for work done of RM7,422,770.

On 15 September 2022, the Adjudicator has released the Adjudication Decision relating to Adjudication Proceeding bearing registration no. AIAC/D/ADJ-3778-2021 dated 13 September 2022 pursuant to CIPAA 2012 in favour of TCSCSB ("Adjudication Decision").

In the Adjudication Decision, MPM had been ordered to pay to TCSCSB the sum of RM6,141,558 ("Adjudicated Sum"), interests at the rate of 5% per annum on the Adjudicated Sum from 4 July 2020 until the date of full payment, and all costs incurred in relation to the adjudication proceedings in the sum of RM106,289.

MPM had been ordered to pay to TCSCSB the above sum within 14 days from the date of the Adjudication Decision.

On 21 September 2022, TCSCSB had served a Notice for Direct Payment to KTCC Mall Sdn. Bhd. ("KTCCMSB") to pay the Adjudicated Sum with interest and related adjudication cost on behalf of MPM. The Notice for Direct Payment was issued based on a Letter of Undertaking dated 19 September 2018 issued by KTCCMSB to TCSCSB where KTCCMSB undertakes to settle all outstanding payment on behalf of MPM in the event that MPM defaults in settling the outstanding amount due to TCSCSB within 14 days from the date of receiving the payment request from TCSCSB. Alternatively, the Notice for Direct Payment was also made in accordance with Section 30 of CIPAA 2012.

Pursuant to the High Court Order dated 12 January 2024, KTCCMSB shall directly pay TCSCSB according to the Adjudication Decision dated 13 September 2022 by the Adjudicator, namely:-

- a) Adjudicated amount of RM6,141,558;
- b) Costs of the adjudication proceedings and TCSCSB's costs totalling RM106,289; and
- c) Interests at the rate of 5% per annum on the adjudicated amount of RM6,141,558 from the date due for payment of the TCSCSB's Progress Claim No.17 (revision), i.e. on 4 July 2020 until the date of full payment.



# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 30. MATERIAL LITIGATIONS (CONT'D)

(ii) **Civil Suit No. BA-24C-65-10/2022 between TCSCSB (as plaintiff) and KTCCMSB (as defendant) ("TCSCSB Section 30 OS") (cont'd)**

KTCCMSB was also ordered to pay RM10,000 in costs to TCSCSB, subject to allocator fees.

On 22 January 2024, KTCCMSB has filed a Notice of Appeal against the High Court Order dated 12 January 2024.

On 23 January 2024, KTCCMSB has filed a Notice of Application for stay of execution of the High Court Order dated 12 January 2024 pending disposal of KTCCMSB's appeal in the Court of Appeal ("Stay of Execution Application").

On 26 January 2024, the High Court has allowed KTCCMSB's application for an interim stay of execution of the High Court Order dated 12 January 2024, pending disposal of KTCCMSB's Stay of Execution Application.

On 22 August 2024, the Court of Appeal has allowed KTCCMSB's application for execution of the High Court order dated 12 January 2024 to be stayed pending disposal of KTCCMSB's stay at the Court of Appeal. The hearing date has been fixed at 5 August 2025.

(iii) **Civil Suit No. BA-24C-7-01/2023 between KTCCMSB (as plaintiff) and TCSCSB (as defendant) ("KTCCMSB Section 30 OS")**

On 29 March 2021, TCSCSB has commenced statutory adjudication pursuant to the CIPAA 2012 against MPM for, amongst others, the outstanding sum for work done of RM7,422,770.

On 15 September 2022, the Adjudicator has released the Adjudication Decision.

In the Adjudication Decision, MPM has been ordered to pay to TCSCSB the sum of Adjudicated Sum, interests at the rate of 5% per annum on the Adjudicated Sum from 4 July 2020 until the date of full payment, and all costs incurred in relation to the adjudication proceedings in the sum of RM106,289.

MPM had been ordered to pay to TCSCSB the above sum within 14 days from the date of the Adjudication Decision.

On 21 September 2022, TCSCSB has served a Notice for Direct Payment to KTCCMSB to pay the Adjudicated Sum with interest and related adjudication cost on behalf of MPM. The Notice for Direct Payment was issued based on a Letter of Undertaking dated 19 September 2018 issued by KTCCMSB to TCSCSB where KTCCMSB undertakes to settle all outstanding payment on behalf of MPM in the event that MPM defaults in settling the outstanding amount due to TCSCSB within 14 days from the date of receiving the payment request from TCSCSB. The Notice for Direct Payment was also made in accordance with Section 30 of CIPAA 2012.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

### (Cont'd)

#### 30. MATERIAL LITIGATIONS (CONT'D)

##### (iii) **Civil Suit No. BA-24C-7-01/2023 between KTCCMSB (as plaintiff) and TCSCSB (as defendant) ("KTCCMSB Section 30 OS") (cont'd)**

On 21 October 2022, KTCCMSB had filed an Originating Summons against TCSCSB applying for the following orders:-

- (1) A declaration that KTCCMSB had no obligations to make payment to TCSCSB on behalf of MPM pursuant to Section 30 CIPAA 2012 and/or the Letter of Undertaking dated 19 September 2018;
- (2) A declaration that the TCSCSB's notice to KTCCMSB dated 21 September 2022 issued pursuant to Section 30 of the CIPAA 2012 is defective;
- (3) Costs to be borne by TCSCSB; and
- (4) Any further or other relief the Honourable Court deems fit and/or necessary.

This KTCCMSB Section 30 OS was initially filed in the Kuala Terengganu High Court ("KTHC"). However, pursuant to the KTHC Order dated 11 January 2023, this KTCCMSB Section 30 OS was transferred to Shah Alam High Court and to be heard together with TCSCSB Section 30 OS.

On 12 January 2024, the High Court has dismissed the KTCCMSB Section 30 OS with costs of RM10,000 to be paid by KTCCMSB to TCSCSB, subject to allocator fees.

On 22 January 2024, KTCCMSB has filed a Notice of Appeal against the High Court Order dated 12 January 2024.

The hearing date had been fixed on 5 August 2025.

##### (iv) **Civil Suit No. 6A-37G-75-05/2024 between TCSCSB (as plaintiff), KTCCMSB (as defendant) and RHB Bank Berhad and Malayan Banking Berhad (as Garnishees) ("TCSCSB First Garnishes Application"), and Civil Suit No. BA-37G-80-06/2024 between TCSCSB (as plaintiff), and KTCCMSB (as defendant) and RHB Bank Berhad and Malayan Banking Berhad (as Garnishees) ("TCSCSB Second Garnishee Application")**

Pursuant to the High Court Order dated 12 January 2024, KTCCMSB shall directly pay TCSCSB according to the Adjudication Decision dated 13 September 2023 by the Adjudicator, namely:-

- a) Adjudicated amount of RM6,141,558;
- b) Costs of the adjudication proceedings and TCSCSB's costs totalling RM106,289; and

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 30. MATERIAL LITIGATIONS (CONT'D)

- (iv) **Civil Suit No. 6A-37G-75-05/2024 between TCSCSB (as plaintiff), KTCCMSB (as defendant) and RHB Bank Berhad and Malayan Banking Berhad (as Garnishees) ("TCSCSB First Garnishes Application"), and Civil Suit No. BA-37G-80-06/2024 between TCSCSB (as plaintiff), and KTCCMSB (as defendant) and RHB Bank Berhad and Malayan Banking Berhad (as Garnishees) ("TCSCSB Second Garnishee Application") (cont'd)**

Pursuant to the High Court Order dated 12 January 2024, KTCCMSB shall directly pay TCSCSB according to the Adjudication Decision dated 13 September 2023 by the Adjudicator, namely (cont'd):-

- c) Interests at the rate of 5% per annum on the adjudicated amount of RM6,141,558 from the date due for payment of the TCSCSB's Progress Claim No.17 (revision), i.e. on 4 July 2020 until the date of full payment.
- d) KTCCMSB was also ordered to pay RM10,000 in costs to TCSCSB, subject to allocator fees.

On 27 May 2024, TCSCSB has filed the First Garnishee Application against KTCCMSB and the Garnishees.

On 11 June 2024, TCSCSB obtained an order to Show Cause against the Garnishees.

On 13 June 2024, TCSCSB has filed the Second Garnishees Application against KTCCMSB and the Garnishees.

Pursuant to the Court of Appeal's Order dated 22 August 2024 which stayed the execution of the High Court Order dated 12 January 2024 pending disposal of the KTCCMSB'S appeal at the Court of Appeal, the Court has fixed the next case management on 5 June 2025 for the parties to update the Court on the outcome of Section 30 Appeal, if any.

Based on legal advice, the Directors are in view that TCSCSB has a reasonably good chance of success in its claims and defence and no provisions in respect of the material litigation are required to be made in the financial statements of the Group as at reporting date.

# Notes to the Financial Statements

## For The Financial Year Ended 31 December 2024

(Cont'd)

### 31. CAPITAL MANAGEMENT

The primary capital management objective of the Group and the Company is to achieve sustainable growth and maximise return to shareholders and there is no change to the objective policies or processes since the last financial year.

The Group and the Company manage their capital by regularly monitoring their current and expected liquidity requirement and modifying the combination of equity and financial support from its shareholders from time to time to meet the needs.

# List of Properties

As at 31 December 2024

No.	Location	Description/ Existing use	Tenure/ Expiry of Lease	Approximate Age (years)	Approximate Area (square feet)	Date of Acquisition	Audited NBV as at 31 December 2024
1	45, Jalan Tasik Prima 4/4, Taman Tasik Prima 47150 Puchong, Selangor	3-Storey townhouse/ Staff accomodation	Leasehold/ 99 years expiring on 15 May 2111	12	2,282 sqft	21 July 2016	678
2	H-11-02, Block H, Setia Eco Hill Walk, 43500 Semenyih, Selangor	1 unit shop office at Level 2	Freehold	4	2,088 sqft	31 December 2016	934
3	H-11-03, Block H, Setia Eco Hill Walk, 43500 Semenyih, Selangor	1 unit shop office at Level 3	Freehold	4	2,088 sqft	31 December 2016	623
4	12-G & 12-1, Jalan Aman Sinaria 2, Bandar Tropicana Aman, 42500 Telok Panglima Garang, Selangor	2-storey shop office	Leasehold/ 91 years expiring on 9 November 2110	6	5,274 sqft	15 March 2018	2,599

# Analysis of Shareholdings

## AS AT 26 MARCH 2025

Total Issued Share	:	600,601,676 Ordinary Shares
Types of Shares	:	Ordinary Share
Voting Rights	:	One vote per Ordinary Share

### DISTRIBUTION OF SHAREHOLDINGS AS AT 26 MARCH 2025

Size of Shareholdings	No. of Shareholders	No. of Shares	% of Issued Share Capital
Less than 100	4	91	0.0000
100 to 1,000	315	182,212	0.0303
1,001 to 10,000	1,226	7,317,780	1.2184
10,001 to 100,000	1,250	46,859,280	7.8021
100,001 to less than 5% of issued shares	296	205,814,400	34.2680
5% and above of issued shares	3	340,427,913	56.6812
<b>Total</b>	<b>3,094</b>	<b>600,601,676</b>	<b>100.0000</b>

### DIRECTORS' SHAREHOLDINGS

As per the Register of Directors' Shareholdings

No.	Names	No. of Shares	Direct Interest Percentage %	No. of Shares	Indirect Interest Percentage %
1.	Tan Sri Dato' Sri Izzuddin bin Dali	300,000	0.0499	-	-
2.	Dato' Ir Tee Chai Seng	218,073,727	36.3092	50,854,186 <sup>(a)</sup>	8.4672
3.	Dato' Seri Ir Mohamad Othman bin Zainal Azim	200,000	0.0333	-	-
4.	Ooi Guan Hoe	-	-	-	-
5.	Wong Choo Leong	303,200	0.0505	-	-
6.	Sharon Chew Mun Hoong	-	-	-	-

(a) Deemed interest through the shareholdings of his spouse, Datin Koh Ah Nee's interest in the Company.

### SUBSTANTIAL SHAREHOLDER

As per the Register of Substantial Shareholders

No.	Names	No. of Shares	Direct Interest Percentage %	No. of Shares	Indirect Interest Percentage %
1.	Dato' Ir Tee Chai Seng	218,073,727	36.3092	50,854,186 <sup>(a)</sup>	8.4672
2.	Datin Koh Ah Nee	50,854,186	8.4672	218,073,727 <sup>(b)</sup>	36.3092
3.	James Liew Vun Tak	71,500,000	11.9047	-	-

(a) Deemed interest through the shareholdings of his spouse, Datin Koh Ah Nee's interest in the Company.

(b) Deemed interest through the shareholdings of her spouse, Dato' Ir Tee Chai Seng's interest in the Company.

# Analysis of Shareholdings

## As At 26 March 2025 (Cont'd)

### THIRTY LARGEST SECURITIES ACCOUNT HOLDERS (ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 26 MARCH 2025)

No.	Name	No. of Shares Held	Percentage of Shareholdings (%)
1.	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR TEE CHAI SENG (PB)	218,073,727	36.3092
2.	JAMES LIEW VUN TAK	71,500,000	11.9047
3.	KOH AH NEE	50,854,186	8.4672
4.	LANDASAN POTENSI SDN BHD	22,739,400	3.7861
5.	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK PRIVATE WEALTH MANAGEMENT FOR NG KWANG HUA (PW-M01302) (426913)	15,270,180	2.5425
6.	METRO EYEWEAR HOLDINGS SDN BHD	14,809,900	2.4658
7.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR THONG YEW CHYE (ML00222)	10,119,000	1.6848
8.	LOH KOK WAI	9,558,800	1.5915
9.	THONG YEW CHYE	5,701,000	0.9492
10.	CHUA TIA HOCK	5,698,000	0.9487
11.	NG YONG LIN	4,558,200	0.7589
12.	LOH KIM CHEE	3,400,040	0.5661
13.	ANG SWEE KUANG	3,349,360	0.5577
14.	HIGHDEAL CAPITAL SDN BHD	2,784,400	0.4636
15.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIN KOK WAI	2,719,200	0.4527
16.	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR TEO AH SENG (PB)	2,601,600	0.4332
17.	OOI SIEW LOOI	2,499,900	0.4162
18.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG CHOONG LEO	2,396,100	0.3989
19.	SHAHROM BIN MOHAMED	2,322,000	0.3866
20.	YOO WEI HOW	2,002,000	0.3333
21.	LOR SIOW JOO	1,800,000	0.2997
22.	YAP YIN HON	1,712,100	0.2851
23.	NEOH SOO KEAT	1,700,000	0.2830
24.	NG SEE KAM	1,600,000	0.2664
25.	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR MOK SIEW HONG (ESDK/PSE)	1,572,800	0.2619
26.	ADRIEL CHIANG MUN KIN	1,420,400	0.2365
27.	SOON CHEE HEAN	1,404,000	0.2338
28.	CHUA POH SENG	1,396,000	0.2324
29.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE SING GEE (7010182)	1,308,900	0.2179
30.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TANG GIIN TONG	1,260,260	0.2098
<b>TOTAL</b>		<b>468,131,453</b>	<b>77.9437</b>



# Analysis of Warrants B

## AS AT 26 MARCH 2025

Total Issued Warrants	:	102,960,285 Warrants B
Total Exercised Warrants	:	-
Total Outstanding	:	102,960,285 Warrants B

### DISTRIBUTION OF WARRANTS B AS AT 26 MARCH 2025

Size of Warrant Holdings	No. of Warrant Holders	No. of Warrants	Percentage of Warrants Holdings (%)
Less than 100	30	1,427	0.0014
100 to 1,000	40	21,260	0.0206
1,001 to 10,000	210	894,176	0.8685
10,001 to 100,000	156	6,309,764	6.1283
100,001 to less than 5% of issued warrants	70	37,374,588	36.3000
5% and above of issued warrants	2	58,359,070	56.6811
<b>Total</b>	<b>508</b>	<b>102,960,285</b>	<b>100.0000</b>

### DIRECTORS' INTEREST IN WARRANTS B

Names	No. of Warrants	Direct Interest	Indirect Interest	No. of Warrants	Percentage
		Percentage %			
1. Tan Sri Dato' Sri Izzuddin bin Dali	-	-	-	-	-
2. Dato' Ir Tee Chai Seng	49,641,210	48.2139	8,717,860 <sup>(a)</sup>	8.4672	
3. Dato' Seri Ir Mohamad Othman bin Zainal Azim	-	-	-	-	-
4. Ooi Guan Hoe	-	-	-	-	-
5. Wong Choo Leong	-	-	-	-	-
6. Sharon Chew Mun Hoong	-	-	-	-	-

(a) Deemed interest through the warrant holdings of his spouse, Datin Koh Ah Nee's interest in the Company.

# Analysis of Warrants B

## As At 26 March 2025 (Cont'd)

### THIRTY LARGEST WARRANT B HOLDERS (ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 26 MARCH 2025)

Name	No. of Warrants	Percentage of Warrants Holdings (%)
1. CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR TEE CHAI SENG (PB)	49,641,210	48.2139
2. KOH AH NEE	8,717,860	8.4672
3. MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK PRIVATE WEALTH MANAGEMENT FOR NG KWANG HUA (PW-M01302) (426913)	5,014,248	4.8701
4. LANDASAN POTENSI SDN BHD	3,883,840	3.7722
5. SEAH SEN ONN @ DAVID SEAH	1,930,000	1.8745
6. CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR THONG YEW CHYE (ML00222)	1,860,000	1.8065
7. THONG YEW CHYE	1,734,000	1.6841
8. METRO EYEWEAR HOLDINGS SDN BHD	1,500,000	1.4569
9. AU KUAN HO	1,050,000	1.0198
10. ADRIEL CHIANG MUN KIN	971,500	0.9436
11. TONG LEE CHIN	677,740	0.6583
12. MOOMOO NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WONG TIEN ERL	648,000	0.6294
13. CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR TEO AH SENG (PB)	610,960	0.5934
14. HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WONG FAI TAT	600,000	0.5827
15. ANG SWEE KUANG	574,176	0.5577
16. TEO GEOK HUI	550,000	0.5342
17. LAW LEH TING	521,300	0.5063
18. YEW JUNE	509,500	0.4949
19. BU YAW SENG	500,000	0.4856
20. LIM SIONG KOK	500,000	0.4856
21. MOHD HISYAM BIN ABDUL MALEK	500,000	0.4856
22. SOW KENG SOON	500,000	0.4856
23. THONG SWEE SENG	500,000	0.4856
24. THONG SWEE SENG	500,000	0.4856
25. TOH CHIN CHAI	500,000	0.4856
26. LIM WEI YUE	490,000	0.4759
27. YAU KOK KEONG	430,000	0.4176
28. MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR KHOO SAY LOCK	424,000	0.4118
29. WAN MOHD NOR IZUDEEN BIN WAN AHMAD	400,000	0.3885
30. LEOW ENG HOOI	380,000	0.3691
<b>TOTAL</b>	<b>86,618,334</b>	<b>84.1279</b>

# Notice Of 6<sup>th</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting (“**6th AGM**”) of TCS Group Holdings Berhad (“**the Company**”) will be held physically at Four Points by Sheraton Puchong of 1201, Tower 3, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan, Malaysia, on Thursday, 12 June 2025 at 10.00 a.m. or at any adjournment thereof, to transact the following businesses:-

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the audited financial statements for the financial year ended 31 December 2024 together with the Directors’ and Auditors’ Reports thereon. *(Please refer to Explanatory Note 1)*
2. To re-elect Wong Choo Leong who is retiring pursuant to Clause 105(1) of the Company’s Constitution and who being eligible, has offered himself for re-election. **Ordinary Resolution 1**  
*(Please refer to Explanatory Note 2)*
3. To re-elect the following Directors who are retiring pursuant to Clause 113 of the Company’s Constitution and who being eligible, have offered themselves for re-election:
  - i) Dato’ Ng Kwang Hua **Ordinary Resolution 2**
  - ii) Quek Ting Chin **Ordinary Resolution 3**
  - iii) Ng Tiat Seng **Ordinary Resolution 4**
  - iv) Dato’ Manikumar A/L Subramanian **Ordinary Resolution 5***(Please refer to Explanatory Note 3)*
4. To approve the payment of Directors’ fees and other benefits payable of up to RM250,000 to the Non-Executive Directors for the period commencing from 6th AGM up to the conclusion of the 7th AGM of the Company. **Ordinary Resolution 6**
5. To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

### AS SPECIAL BUSINESS:

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

6. **Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 8**  
*(Please refer to Explanatory Note 4)*

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016 (“**the Act**”) 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 Act 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.”

# Notice Of 6<sup>th</sup> Annual General Meeting

## (Cont'd)

7. **Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New and Renewal of Shareholders' Mandate")** **Ordinary Resolution 9**  
(Please refer to Explanatory Note 5)

**"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 30 April 2025 for the purposes of Rule 10.09, Chapter 10 of the ACE Market Listing Requirements (**"Listing Requirements"**) of Bursa Securities, 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(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) revoked or varied by resolution passed by the shareholders in general meeting,
 whichever is the earlier.
- iii) the 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."

8. 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  
 30 April 2025

# Notice Of 6<sup>th</sup> Annual General Meeting

## (Cont'd)

### Notes

1. A member of the Company entitled to participate and vote at the 6th 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.
2. 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.
3. 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.
4. 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.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, must be deposited at the Company's Share Registrar, 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, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the 6th AGM or any adjourned meeting. The lodging of the Proxy Form shall not preclude you from participating, speaking and voting at the 6th AGM should you subsequently wish to do so.
6. For the purpose of determining a member who shall be entitled to participate in the 6th AGM, only members whose name appears on the Record of Depositors as at 3 June 2025 shall be entitled to participate in the said meeting or appoint proxies to participate and/or vote on his/her behalf.
7. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.

### Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at this meeting, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty

### EXPLANATORY NOTES

#### 1. Audited Financial Statements for the financial year ended 31 December 2024

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.

#### 2. Ordinary Resolution 1: Re-election of Director in accordance with Clause 105(1) of the Company's Constitution

Clause 105(1) of the Company's Constitution provides that one-third of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company. All the Directors shall retire from office once at least in each three years but shall be eligible for re-election. Wong Choo Leong is standing for re-election as Directors of the Company pursuant to Clause 105(1) of the Company's Constitution at the 6th AGM of the Company and being eligible has offered himself for re-election.

# Notice Of 6<sup>th</sup> Annual General Meeting

## (Cont'd)

For the purpose of determining the eligibility of the Directors to stand for re-election at this meeting and in line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Nomination Committee has assessed Wong Choo Leong as Executive Director of the Company, and considered the following:

- (a) the Director's performance and contribution;
- (b) the Director's level of contribution to the Board deliberations through his skills, experience and strength in qualities; and
- (c) his abilities to act in the best interests of the Company in decision-making.

The annual Board evaluation confirmed that the individual Director met the performance criteria required for an effective Board. Based on these findings, the Board recommends the re-election of Wong Choo Leong as Director of the Company.

The profile of Wong Choo Leong who is standing for re-election is set out in the Directors' profile of the Annual Report 2024.

### Retirement of Director

Tan Sri Dato' Sri Izzuddin Bin Dali, who is retiring pursuant to Clause 105(1) of the Company's Constitution at the forthcoming 6th AGM, has expressed his intention not to seek re-election. Accordingly, he will retire as a Director of the Company at the conclusion of the 6th AGM.

### **3. Ordinary Resolution 2 to 5: Re-election of Directors in accordance with Clause 113 of the Company's Constitution**

Clause 113 of the Company's Constitution provides that the Director who is appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next following AGM of the Company, and shall then be eligible for re-election.

The following Directors who were appointed pursuant to Clause 113 of the Company's Constitution are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election:-

- a) Dato' Ng Kwang Hua
- b) Quek Ting Chin
- c) Ng Tiat Seng
- d) Dato' Manikumar A/L Subramanian

For the purpose of determining the eligibility of the Directors to stand for re-election at the 6th AGM, the Nomination Committee has considered and reviewed them pursuant to the Fit and Proper Policy and recommended the above Directors for re-election pursuant to Clause 113 of the Company's Constitution.

### **4. Ordinary Resolution 8: Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Proposed Ordinary Resolution 8, 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 5th AGM held on 12 June 2024 was not utilised and accordingly no proceeds were raised.

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.

# Notice Of 6<sup>th</sup> Annual General Meeting (Cont'd)

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

“85. 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.

## 5. **Ordinary Resolution 9: Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Ordinary Resolution 9, 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.

Further details are set out in the Circular to Shareholders dated 30 April 2025.

### Statement Accompanying Notice of Annual General Meeting

Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Securities:-

#### 1. **Details of individual who are standing for election as Directors (excluding Directors for re-election).**

No individual is seeking election as a Director at the 6th AGM of the Company.

#### 2. **General mandate for issue of securities in accordance with Rule 6.04 of the Listing Requirements of Bursa Securities.**

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 is set out under Explanatory Note 4.





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

NO. OF SHARES HELD	CDS ACCOUNT NO.

## PROXY FORM

(Before completing this form please refer to the notes below)

\*I/We (Full Name) \_\_\_\_\_ \*NRIC No./Passport No./Company

No. \_\_\_\_\_ Contact No. \_\_\_\_\_ of (full address)

\_\_\_\_\_ being a shareholder of **TCS GROUP HOLDINGS BERHAD** (Registration No. 201901004613 (1313940-W)) and are entitled to vote, hereby appoint:

### 1<sup>ST</sup> PROXY

Full Name:	Contact No.:	Proportion of Shareholdings Represented	
Email Address:	NRIC No./Passport No.:	No. of Shares	%

And/or

### 2<sup>ND</sup> PROXY

Full Name:	Contact No.:	Proportion of Shareholdings Represented	
Email Address:	NRIC No./Passport No.:	No. of Shares	%

100%

or failing \*him/her, the Chairman of the Meeting as \*my/our proxy to attend and vote for \*me/us on \*my/our behalf at the 6th Annual General Meeting (“**AGM**”) of TCS Group Holdings Berhad (“**the Company**”) to be held physically at Four Points by Sheraton Puchong of 1201, Tower 3, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan, Malaysia, on Thursday, 12 June 2025 at 10.00 a.m. or at any adjournment thereof.

*\*strike out whichever not applicable*

Please indicate your vote by marking an “X” in the appropriate box below. If no specific direction is given, the proxy/proxies will vote or abstain from voting on the resolutions at his/her/their discretion.

My/our proxy/proxies shall vote as follows:

RESOLUTIONS		FOR	AGAINST
Ordinary Resolution 1	To re-elect Wong Choo Leong who is retiring pursuant to Clause 105(1) of the Company’s Constitution.		
Ordinary Resolution 2	To re-elect Dato’ Ng Kwang Hua who is retiring pursuant to Clause 113 of the Company’s Constitution.		
Ordinary Resolution 3	To re-elect Quek Ting Chin who is retiring pursuant to Clause 113 of the Company’s Constitution.		
Ordinary Resolution 4	To re-elect Ng Tiat Seng who is retiring pursuant to Clause 113 of the Company’s Constitution.		
Ordinary Resolution 5	To re-elect Dato’ Manikumar A/L Subramanian who is retiring pursuant to Clause 113 of the Company’s Constitution.		
Ordinary Resolution 6	To approve the payment of Directors’ fees and other benefits payable of up to RM250,000 to the Non-Executive Directors for the period commencing from 6th AGM up to the conclusion of the 7th AGM of the Company.		
Ordinary Resolution 7	To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 8	Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016.		
Ordinary Resolution 9	Proposed New and Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

.....  
Signature of Member / Common Seal

Fold this flap for sealing

**NOTES:**

1. A member of the Company entitled to participate and vote at the 6th 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.
2. 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.
3. 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.
4. 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.
5. 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, 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, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the 6th AGM or any adjourned meeting. The lodging of the Proxy Form shall not preclude you from participating, speaking and voting at the 6th AGM should you subsequently wish to do so.
6. For the purpose of determining a member who shall be entitled to participate in the 6th AGM, only members whose name appears on the Record of Depositors as at 3 June 2025 shall be entitled to participate in the said meeting or appoint proxies to participate and/or vote on his/her behalf.
7. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.

*Personal data privacy:-*

*By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at this meeting, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty*

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AFFIX  
STAMP

**THE SHARE REGISTRAR OF  
TCS GROUP HOLDINGS BERHAD  
(Registration No. 201901004613 (1313940-W))**

**c/o Aldpro Corporate Services Sdn. Bhd.  
(Registration No. 202101043817 (1444117-M))**  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
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