Passion to Build

TCS Group Holdings Berhad
(Registration No. 201901004613 (1313940-W))

2025 ANNUAL REPORT

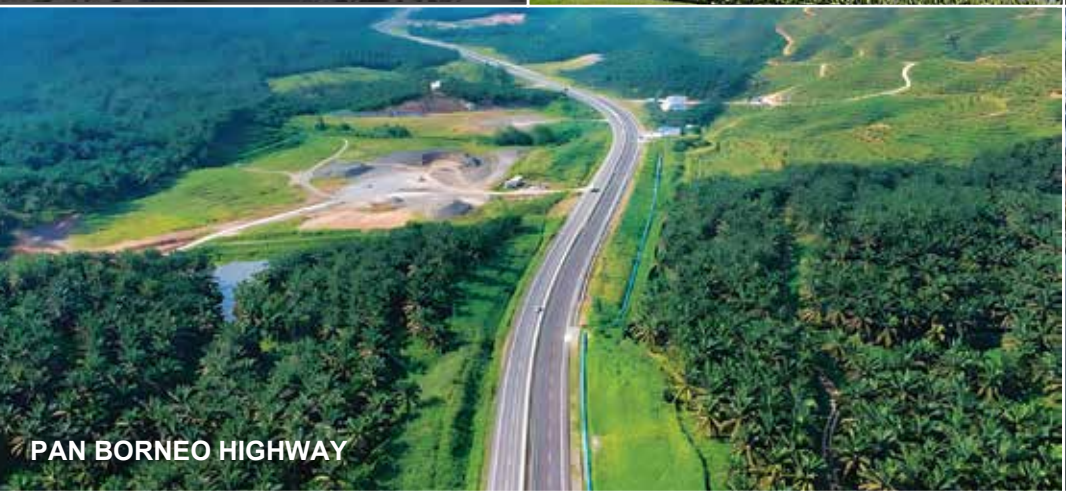
EUPE HELIX 2

IOI MOXY HOTEL

BRDB FEDERAL AVENUE

SETIA BAYUEMAS

SIME DARBY I23 & I24
KOTA ELMINA


PAN BORNEO HIGHWAY

KLK COALFIELDS
RETAIL CENTRE

ABOUT US

OUR STRENGTHS

20+
YEARS
Experience

G7
CIDB
Registered

ISO
CERTIFIED
9001 . 14001 . 45001

PROVEN
TRACK RECORD
Across Malaysia

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 the ACE Market of Bursa Malaysia Securities 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 wholly-owned TCS SS Precast Construction Sdn Bhd.

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, shopping complexes, factory buildings 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, the High QLASSIC and Best QLASSIC 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 (SPKK) to participate in tenders for Government projects with contract value exceeding RM10.0 million.

VISION

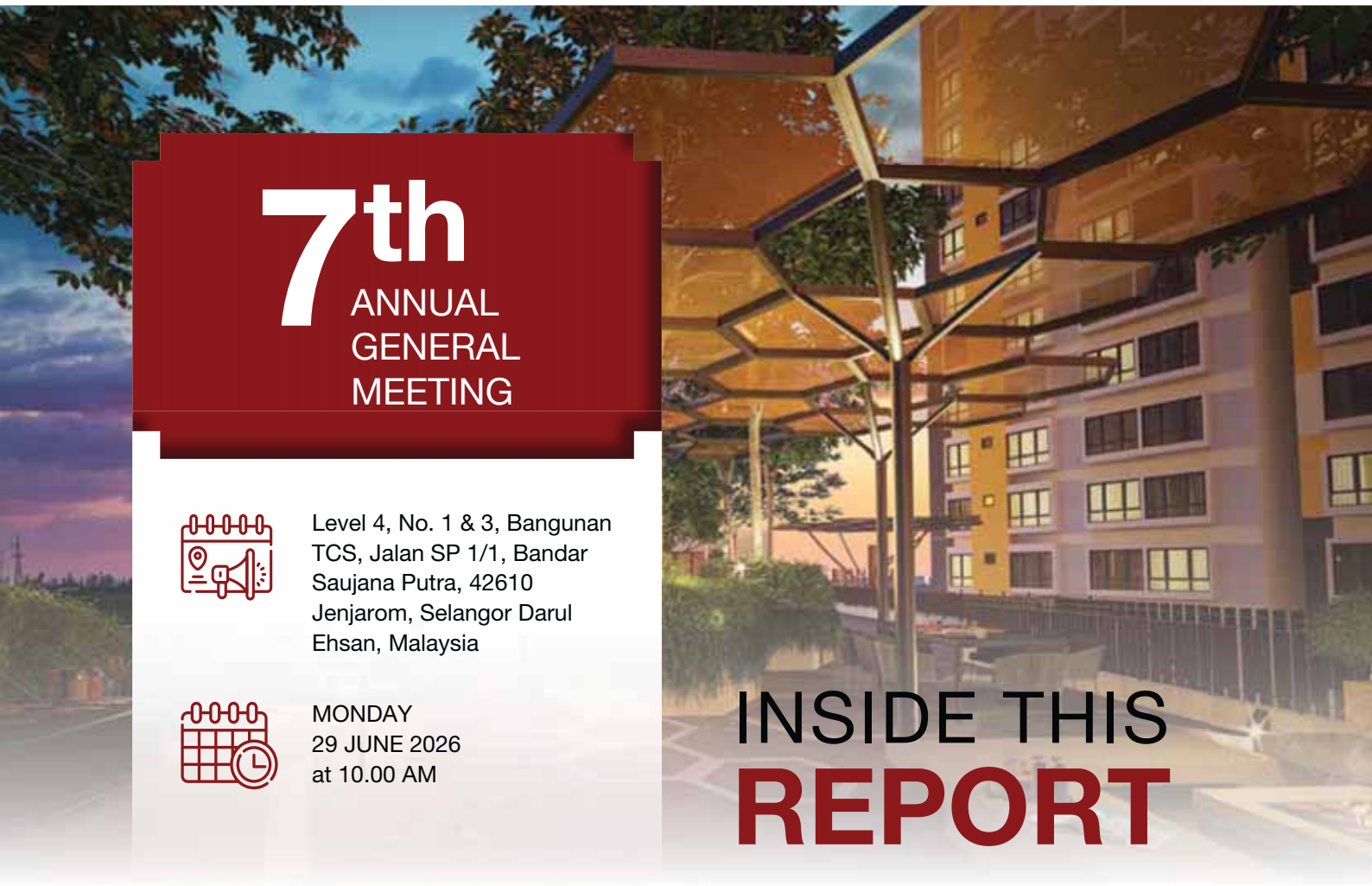
To be the premier construction company in the country, delivering the best quality of work, timely completion, highest health and safety standards and stringent environmental management services.

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.



7th ANNUAL GENERAL MEETING

Level 4, No. 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor Darul Ehsan, Malaysia

MONDAY
29 JUNE 2026
at 10.00 AM

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CORPORATE INFORMATION

BOARD OF DIRECTORS

DATO' IR. TEE CHAI SENG
Managing Director

DATO' NG KWANG HUA
Executive Director

SHARON CHEW MUN HOONG
Independent Non-Executive Director

NG TIAT SENG
Executive Director

QUEK TING CHIN
Independent Non-Executive Director

JAMES LIEW VUN TAK
Non-Independent Non-Executive Director

WONG CHOO LEONG
Executive Director

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

AUDIT COMMITTEE

Quek Ting Chin (Chairman)
Dato' Manikumar A/L Subramanian (Member)
Sharon Chew Mun Hoong (Member)
James Liew Vun Tak (Member)

REMUNERATION COMMITTEE

Dato' Manikumar A/L Subramanian (Chairman)
Quek Ting Chin (Member)
Sharon Chew Mun Hoong (Member)
James Liew Vun Tak (Member)

NOMINATION COMMITTEE

Dato' Manikumar A/L Subramanian (Chairman)
Quek Ting Chin (Member)
Sharon Chew Mun Hoong (Member)
James Liew Vun Tak (Member)

RISK MANAGEMENT COMMITTEE

Sharon Chew Mun Hoong (Chairperson)
Quek Ting Chin (Member)
Ng Tiat Seng (Member)
James Liew Vun Tak (Member)
Dato' Ir. Tee Chai Seng (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
Wilayah Persekutuan, Malaysia
Tel : +603 - 9770 2200
Fax : +603 - 2201 7774
Email : boardroom@boardroom.com.my

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
Wilayah Persekutuan, Malaysia
Tel : +603 - 9770 2200
Fax : +603 - 2201 7774
Email : admin@aldpro.com.my

PRINCIPAL BANKERS

Ambank (M) Berhad
CIMB Islamic Bank Berhad
RHB Bank Berhad
MBSB Bank Berhad

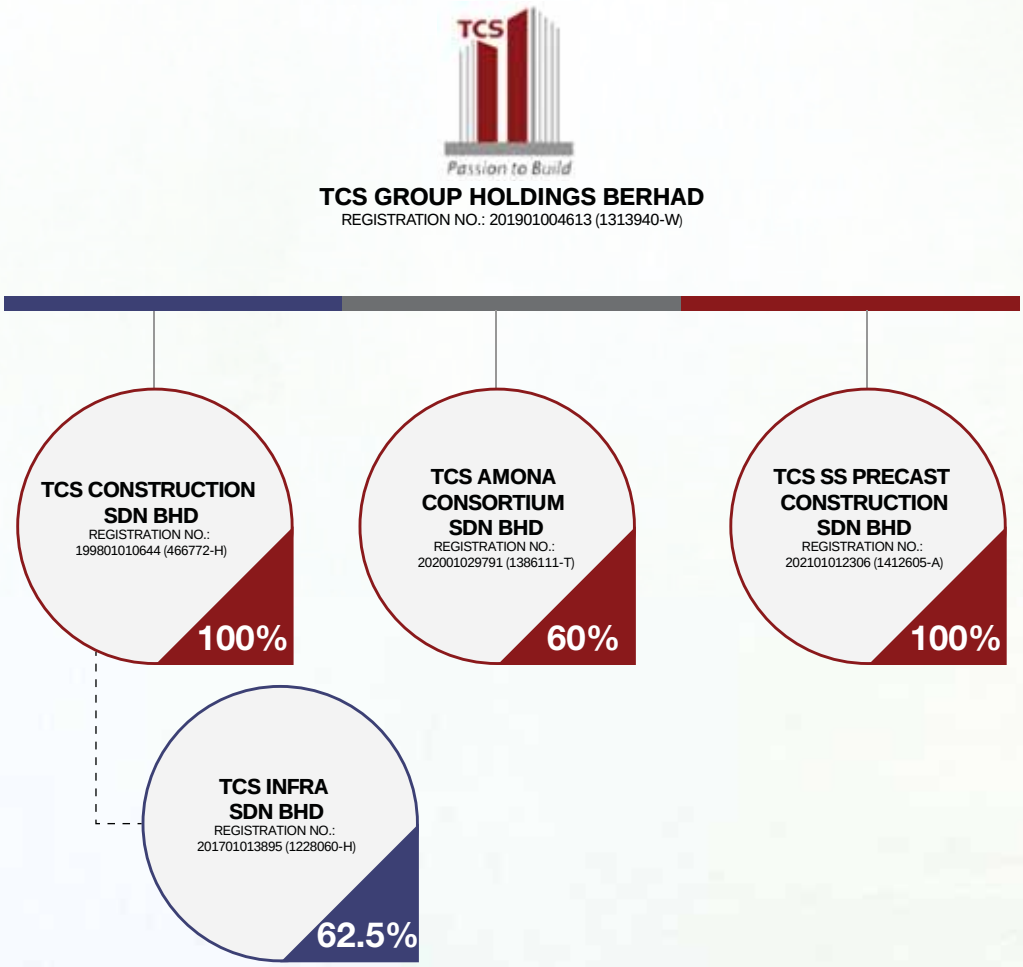
AUDITORS

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
Sector : Construction

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	Provision of construction services for buildings, infrastructure, civil and structural works (Dormant)
TCS SS Precast Construction Sdn Bhd	Provision of construction services for buildings, infrastructure, civil and structural works (Dormant)

FIVE-YEAR FINANCIAL HIGHLIGHTS

Financial Year Ended 31 December	2025 RM'000	2024 RM'000	2023 RM'000	2022 RM'000	2021 RM'000
FINANCIAL RESULTS					
Revenue	355,780	392,874	374,481	261,591	204,047
Profit/(Loss) Before Taxation	2,331	1,493	(31,745)	(2,067)	7,351[3]
Profit/(Loss) After Taxation PAT/(LAT)	2,316	1,484	(32,885)	(3,397)	2,473
FINANCIAL POSITION					
Total Assets	284,161	242,538	246,390	226,187	181,711
Total Borrowings	40,461	37,517	52,667	43,547	25,683
Total Equity	88,901	80,327	57,650	83,301	86,222
Cash and Cash Equivalents	10,621[4]	13,097[4]	5,049[4]	16,577[4]	31,921
FINANCIAL RATIOS					
PAT/(LAT) Margin (%)	0.65	0.38	(8.78)	(1.30)	1.21
Basic Earnings/(Loss) Per Share [1] *(sen)*	0.36	0.28	(7.73)	(0.87)	0.67
Gearing Ratio *(times)*	0.46	0.47	0.91	0.52	0.30
Net assets Per Share [2] *(sen)*	14.26	15.66	13.57	21.36	22.11

Notes:

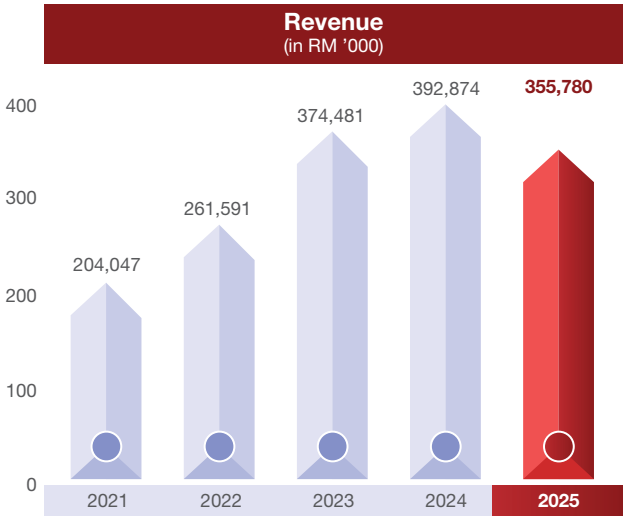
(1) Calculated based on PAT/(LAT) over the issued share capital of 623,473,904 (2024: 512,811,980; 2023: 424,895,181; 2022: 390,000,000; 2021:390,000,000) shares.

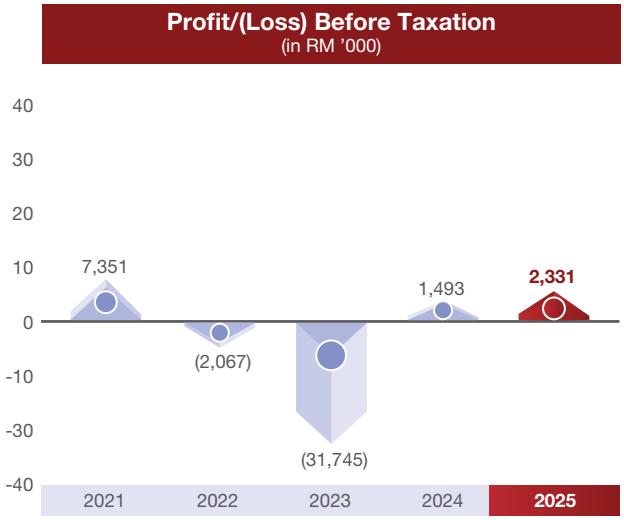
(2) Calculated based on Total Equity over the issued share capital of 623,473,904 (2024: 512,811,980; 2023: 424,895,181; 2022: 390,000,000; 2021:390,000,000) shares.

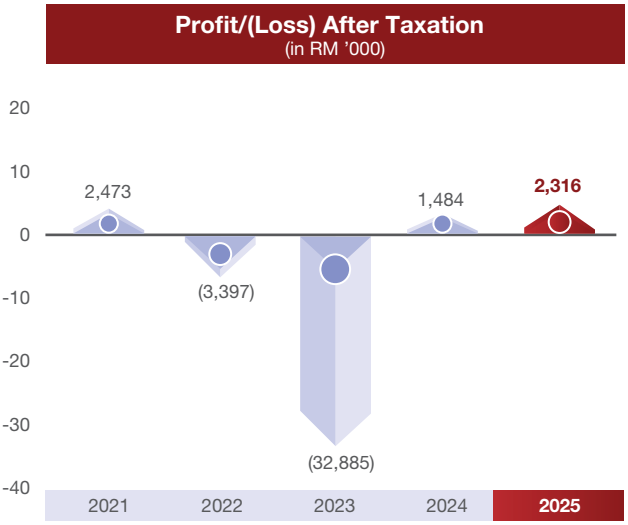
(3) Adjusted for one-off impairment of financial assets amounting to RM4.135 million.

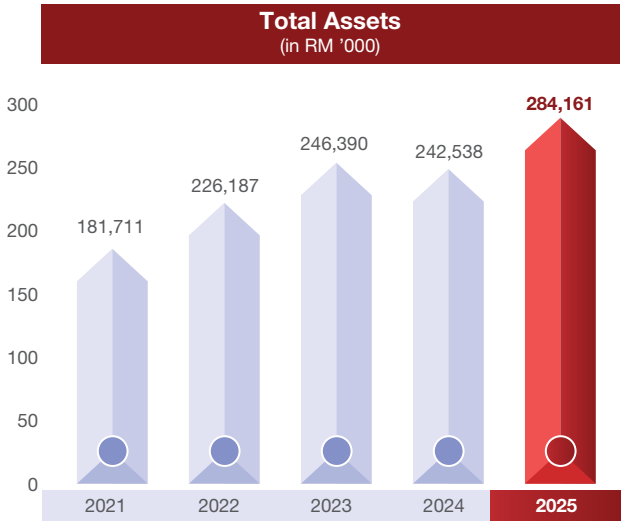
(4) Adjusted for bank overdraft amounting to RM8.153 million (2024: RM0.754 million; 2023: RM9.568 million; 2022: RM11.499 million)

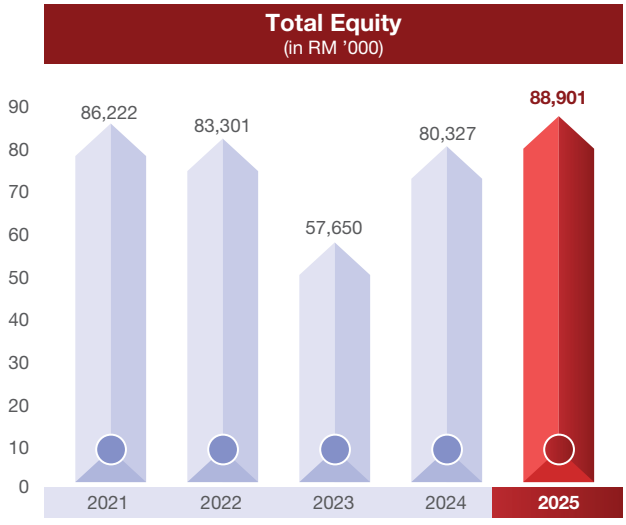
Five-Year Financial Highlights (Cont'd)

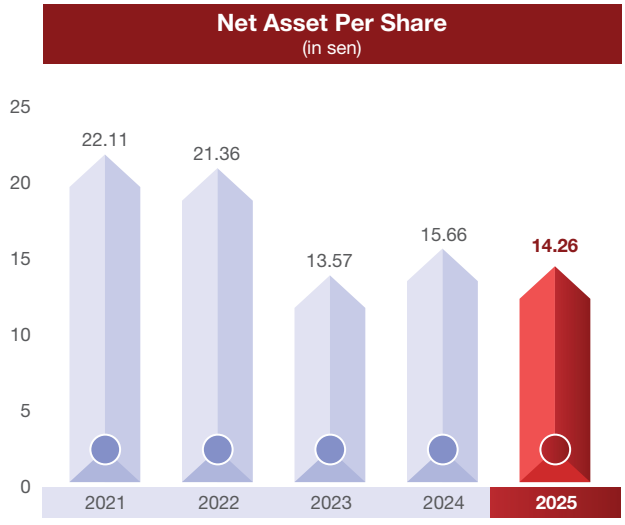












DIRECTORS' PROFILES

Dato' Ir. Tee Chai Seng

Managing Director

Gender	Male
Age	66 years old
Nationality	Malaysian

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 42 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.

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 during the financial year ended 31 December 2025.

He attended all eight (8) Board of Directors' Meetings held for the financial year ended 31 December 2025.

Directors' Profiles (Cont'd)

Ng Tiat Seng

Executive Director

Gender	Male
Age	60 years old
Nationality	Malaysian

Mr Ng Tiat Seng ("**Mr Winston**") was appointed as Executive Director of the Company on 14 April 2025 and currently serves as a member of the Risk Management Committee. He holds a Master's Degree in Project Management from the University of Manchester, United Kingdom, and a Diploma in Building Technology from Tunku Abdul Rahman College, Malaysia.

Mr Winston brings with him over 30 years of extensive experience in construction, infrastructure development, and property development, having been actively involved in the planning, management, and delivery of numerous large-scale projects across Malaysia and the region. Throughout his career, he has developed strong expertise in strategic project leadership, development planning, contract administration, construction management, cost optimisation, and stakeholder coordination, particularly for complex and high-value development projects.

He began his professional career with Soilchem Sdn Bhd, a subsidiary of the John Holland Group, where he served as Project Executive and gained early exposure to engineering coordination, contract administration, and technical project implementation within large-scale construction environments.

In 1994, Mr Winston joined Malaysian Drillers Construction Sdn Bhd, a Class A construction company, where he served as General Manager and was subsequently appointed Director. During his tenure, he played a key role in the successful delivery of several significant infrastructure and institutional projects, including developments associated with Pedu Resort, Kuala Lumpur International Airport (KLIA), Putrajaya development works, student accommodation projects, and faculty buildings for Universiti Malaya and Universiti Utara Malaysia. His responsibilities encompassed project leadership, contract negotiations, technical management, and overall project execution.

Between 1999 and 2023, Mr Winston served as Project Director for several established property development groups, including Hadfields Land Developments Sdn Bhd, Golden State Development Sdn Bhd, Ideal City Development Sdn Bhd, as well as subsidiaries of Kobay Berhad, namely Main Uptown Sdn Bhd and 12 Avenue Sdn Bhd. During this period, he led the development and completion of numerous high-rise residential developments, gated communities, commercial complexes, and office towers, contributing significantly to the successful execution of multiple large-scale property developments.

Mr Winston also possesses regional Project Management experience, having been involved in affordable housing developments in Bangkok, Thailand, where he contributed to the successful delivery of more than 4,000 residential units across several locations. In addition, he has participated in the development of hospitality-related projects including boutique hotels and commercial shoplots in Ipoh, Perak, reflecting his experience across residential, commercial, and hospitality asset classes.

In 2022, he was appointed Chief Operating Officer of Paramount Venture Sdn Bhd, a wholly owned subsidiary of Stella Holdings Berhad, where he played a key role in strengthening operational structures, leading strategic project feasibility studies, and engaging with state government agencies on potential joint venture development initiatives.

Directors' Profiles (Cont'd)

Throughout his career, Mr Winston has been involved in the delivery and management of numerous development and construction projects across infrastructure, residential, commercial, and hospitality sectors, contributing to projects with substantial development value across Malaysia and the region.

Mr Winston does not hold any directorships in other public companies or public listed companies.

Mr Winston has no family relationship with any Director 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 authorities during the financial year ended 31 December 2025.

Following his appointment to the Company in 2025, he attended five (5) out of six (6) Board of Directors' meetings held for the financial year ended 31 December 2025.

Directors' Profiles (Cont'd)

Dato' Ng Kwang Hua

Executive Director

Gender	Male
Age	56 years old
Nationality	Malaysian

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 is a graduate of Yu Hua Kajang High School.

Dato' Frankie brings over 30 years of expertise in the eyewear 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 eyewear retail store to be listed on the Hong Kong Stock Exchange's main board, a landmark achievement for the company's international recognition.

Dato' Frankie then served as 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 during the financial year ended 31 December 2025.

Following his appointment to the Company in 2025, he attended five (5) out of six (6) Board of Directors' meetings held for the financial year ended 31 December 2025.

Directors' Profiles (Cont'd)

Wong Choo Leong

Executive Director

Gender	Male
Age	34 years old
Nationality	Malaysian

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 University 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 accumulated over 10 years of working 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 during the financial year ended 31 December 2025.

He attended all eight (8) Board of Directors' Meetings held for the financial year ended 31 December 2025.

Directors' Profiles (Cont'd)

Quek Ting Chin

Independent Non-Executive Director

Gender	Male
Age	55 years old
Nationality	Malaysian

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 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, and One Vision Holdings Sdn Bhd, companies specializing in business and corporate solutions, and real estate related services. In addition to his entrepreneurial ventures, he serves as the Managing Director at Fintel Capital Sdn Bhd, a company that involves in corporate compliance, restructuring and M&A related services.

Previously, he held senior roles in several well-established Bursa listed and private corporations, including serving as the Managing Director, Group Finance at Tropicana Corporation Berhad, Chief Financial Officer (CFO) at Hengyuan Refining Company Berhad, Group Chief Financial Officer (Group CFO) at TS Law Holdings Group, Chief Financial Officer (CFO) of both GuocoLand (Malaysia) Berhad and Tower Real Estate Investment Trust (REIT) and Corporate Chief Financial Officer (Corporate CFO) 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 Vantris Energy Berhad (formally known as Sapura Energy Berhad) and the Financial Controller at Leighton Offshore Pte Ltd, a member of the CIMIC Group, Australia. 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.

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 during the financial year ended 31 December 2025.

Following his appointment to the Company in 2025, he attended all six (6) Board of Directors' Meetings held for the financial year ended 31 December 2025.

Directors' Profiles (Cont'd)

Dato' Manikumar A/L Subramanian

Independent Non-Executive Director

Gender	Male
Age	52 years old
Nationality	Malaysian

Dato' Manikumar A/L Subramanian ("**Dato' Manikumar**") was appointed as our Independent Non-Executive Director on 14 April 2025. He is the Chairman of our Remuneration Committee and Nomination Committee, and a member of Audit Committee.

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 and Pusha Impex Pvt Ltd (India). 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 during the financial year ended 31 December 2025.

Following his appointment to the Company in 2025, he attended five (5) out of six (6) Board of Directors' meetings held for the financial year ended 31 December 2025.

Directors' Profiles (Cont'd)

Sharon Chew Mun Hoong

Independent Non-Executive Director

Gender	Female
Age	54 years old
Nationality	Malaysian

Ms Sharon Chew Mun Hoong ("**Ms Sharon**") was appointed as our Independent Non-Executive Director on 26 April 2023. She is the Chairperson of our Risk Management Committee and 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.

She 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 her by any relevant regulatory bodies during the financial year ended 31 December 2025.

She attended all eight (8) Board of Directors' Meeting held for the financial year ended 31 December 2025.

Directors' Profiles (Cont'd)

James Liew Vun Tak

Non-Independent Non-Executive Director

Gender	Male
Age	32 years old
Nationality	Malaysian

Mr James Liew Vun Tak ("**Mr James**") was appointed as our Non-Independent Non-Executive Director on 16 July 2025. He is a member of our Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee.

Mr James graduated from the University of Cambridge, United Kingdom, with a Master of Engineering (Hons) in Civil and Structural Engineering and a Bachelor's Degree in Civil & Structural Engineering.

Mr James has been serving as a Director of Billion Juta Sdn. Bhd. since graduating with a Master of Engineering (Hons) in Civil and Structural Engineering. He is responsible for overseeing project coordination to ensure that construction works are executed in the proper sequence and completed in accordance with established schedules. He ensures strict compliance with applicable statutory requirements, industry standards, QA/QC policies, performance benchmarks, and technical specifications.

He works closely with clients to understand their requirements and represents their interests on-site. His scope of responsibilities includes overall quality control, budgeting, scheduling, project planning, and performance evaluation of project personnel. He provides regular and timely updates to stakeholders on project progress and status.

In addition, Mr James plays a key leadership role in assigning responsibilities and mentoring project team members. He collaborates effectively with project managers and other stakeholders to provide technical guidance and to ensure clear and effective communication throughout all phases of the project.

Currently, Mr James 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 during the financial year ended 31 December 2025.

Following his appointment to the Company in 2025, he attended all two (2) Board of Directors' Meetings held for the financial year ended 31 December 2025.

KEY MANAGEMENT PROFILE

WAYNE HO CHEE WOEI

General Manager

Gender | Male

Age | 39 years old

Nationality | Malaysian

Mr Wayne Ho Chee Woei, male, a Malaysian, aged 39, has been serving as our Head of Contract since September 2022 and was subsequently promoted to General Manager with effect from May 2025. He is responsible for overseeing the company's post-contract works, including subcontract awarding, monitoring of material delivery schedules, preparation of progress claims to clients, tender submissions and other 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 during the financial year ended 31 December 2025.

LO WEN JET

Project Director

Gender | Male

Age | 31 years old

Nationality | Malaysian

Mr Lo Wen Jet, male, a Malaysian, aged 31, joined our Group as Assistant M&E Engineer in 2018 and was subsequently promoted to Project Director effective May 2025. He is responsible for overseeing and managing the overall daily operations at project sites, supporting the Executive Director and coordinating closely with the Managing Director on site matters.

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 during the financial year ended 31 December 2025.

Key Management Profile (Cont'd)

LIEW KOK YOONG

Chief Financial Officer

Gender	Male
Age	37 years old
Nationality	Malaysian

Mr Liew Kok Yoong, male, a Malaysian, aged 37, 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 15 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 during the financial year ended 31 December 2025.

JENNY KOO YOKE PING

Corporate Affairs Manager

Gender	Female
Age	58 years old
Nationality	Malaysian

Madam Jenny Koo Yoke Ping, female, a Malaysian, aged 58, is our Corporate Affairs Manager since 2008. She is responsible for overseeing the company's corporate affairs and performing administrative duties.

She has more than 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 during the financial year ended 31 December 2025.

Key Management Profile (Cont'd)

MASYITAH BINTI YAMAN

QESH Manager

Gender	Female
Age	38 years old
Nationality	Malaysian

Madam Masyitah Binti Yaman, female, a Malaysian, aged 38, 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 years of 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 during the financial year ended 31 December 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

It was another demanding yet constructive year for TCS Group Holdings Berhad and our subsidiaries ("**TCS**" or the "**Group**"). The operating environment remained characterised by heightened global uncertainties, cautious investor sentiment, and evolving cost dynamics within the construction sector. Against this backdrop, the Group continued to navigate industry challenges with disciplined project execution and prudent financial management. The Group remained steadfast in upholding high standards of quality and ensuring the timely completion of all projects, while maintaining stringent health and safety standards across all worksites.

BUSINESS OVERVIEW

Global economic conditions in 2025 remained fluid as economies navigated enduring structural and policy-related challenges. The introduction of reciprocal tariffs, export controls and supply chain restrictions heightened market volatility and dampened the positive effects of earlier monetary easing measures. Throughout the year, reciprocal tariff developments remained at centre stage amid geopolitical tensions, placing sustained pressure on supply chain resilience, cross-border trade and cost structures.

Closer to home, Malaysia's construction industry continued to demonstrate resilience in 2025, registering an expansion of 12.5%, with the value of work done reaching RM178.6 billion, according to the Department of Statistics Malaysia. The growth was largely driven by the strong performance of the special trade activities and non-residential buildings sub-sectors, supported by ongoing commercial, industrial and infrastructure developments across the country.

Zooming in further, the civil engineering segment also remained supported by the continued implementation of infrastructure projects, including transportation networks and utilities related works, which provided sustained job flows to contractors. Meanwhile, selected private sector investments in industrial facilities, logistics hubs and data centre developments contributed to activity within the non-residential space.

Management Discussion and Analysis (Cont'd)

Despite the encouraging growth momentum, the industry continued to operate within a competitive and cost-conscious environment. During the financial year under review, raw material costs within the construction sector remained subject to periodic fluctuations. Moreover, the rise in the minimum wage further burdened the overall industry cost structure. Contractors remained selective in tender participation, balancing order book replenishment with margin preservation amid evolving input costs and labour considerations.

During the financial year under review, the Group remained firmly focused on the execution of our ongoing projects, while continuing to emphasise quality workmanship, timely delivery and the prioritisation of health and safety across all worksites.

Furthermore, we secured a RM216.9 million contract from Impiana Impresif Sdn. Bhd., a wholly-owned subsidiary of BRDB Developments Sdn Bhd ("**BRDB**") for the proposed construction and completion of 2 blocks of 48-storey commercial serviced apartments in Subang Jaya, Selangor known as Federal Avenue. BRDB is a valued returning client, and this continued partnership reflects our proven track record. This win boosted our order book and give us healthy earnings visibility for the coming financial years. As of 31 December 2025, the Group's outstanding order book stood at RM1.23 billion.

Separately, the J. Satine mixed development project where TCS is the main contractor, has resumed in May 2025 after receiving approval from Dewan Bandaraya Kuala Lumpur ("**DBKL**") following a thorough review and acceptance of the Independent Check Consultant Report. The report reaffirmed our prior statement that the incident was not caused by us, as the test results concluded that the quality exceeded the required strength and the incident was not due to the quality of materials or workmanship. More importantly, our commitment to the highest standards of safety, quality, and integrity remains unwavering as our work continues. TCS continues to work closely with all stakeholders and adhere to the conditions set by DBKL.

Management Discussion and Analysis (Cont'd)

CORPORATE DEVELOPMENTS

Private Placement

In the financial year under review, the Group proposed to undertake a private placement of up to 10% of the total number of issued shares of TCS (excluding treasury shares, if any) ("**Placement Shares**") to third party investor(s) to be identified at a later date, at an issue price to be determined and announced later, in accordance with Sections 75 and 76 of the Companies Act 2016 ("**Private Placement**").

After due consideration of the amount intended to be raised, optimal timing and various methods of fund raising, the Board is of the view that the Private Placement is the most appropriate avenue of fund raising as it enables the Group to raise additional funds without incurring interest costs or servicing additional principal payments as compared to conventional bank borrowings, which may expose the Group to further risk of indebtedness and interest servicing obligation. Besides, it provides an expeditious fund raising alternative from the capital market as opposed to other forms of fund and it strengthens TCS' shareholders' funds and capital base upon completion.

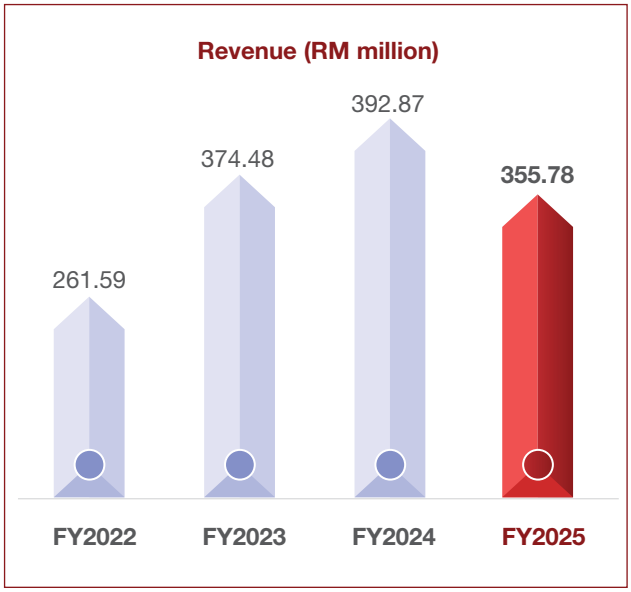
The Private Placement was subsequently completed in August 2025, with 60.06 million Placement Shares issued, raising gross proceeds of approximately RM6.26 million. The proceeds have been utilised for working capital for the Group's existing construction projects.

FINANCIAL REVIEW

Revenue

The Group recorded revenue of RM355.78 million in the financial year ended 31 December 2025 ("**FY2025**"), compared to RM392.87 million in the financial year ended 31 December 2024 ("**FY2024**" or "**preceding year**"), mainly attributable to the following:

- Completion of previous projects such as M Arisa at Sentul, IOI Moxy Hotel at Putrajaya and Tropicana Miyu at Petaling Jaya; and
- Construction progress for ongoing projects such as Arcadia Residences at Bandar Saujana Putra, Setia Bayuemas at Klang, i23 & i24 Semi-D factories at Sime Darby Elmina Business Park and Pan Borneo Highway Phase 1b Work Package 32 at Sabah, which were picking up.



Management Discussion and Analysis (Cont'd)

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

On the flip side, TCS posted an improvement at the net profit level, with net profit for FY2025 growing by 57.7% year-on-year ("**YoY**") to RM2.22 million, from RM1.43 million in FY2024. This positive trend was largely driven by better cost efficiency and lower finance costs from reduced borrowings.

Capital Structure & Capital Resources

As at 31 December 2025, total assets increased by RM41.62 million to RM284.16 million, from RM242.54 million in the preceding year. Total cash and bank balances stood at RM19.49 million at the end of the financial year under review, compared to RM22.00 million in the preceding year.

On the other hand, total equity as at 31 December 2025 increased to RM88.90 million from RM80.33 million in the preceding year. The increase was primarily driven by higher share capital and an increase in retained profits.

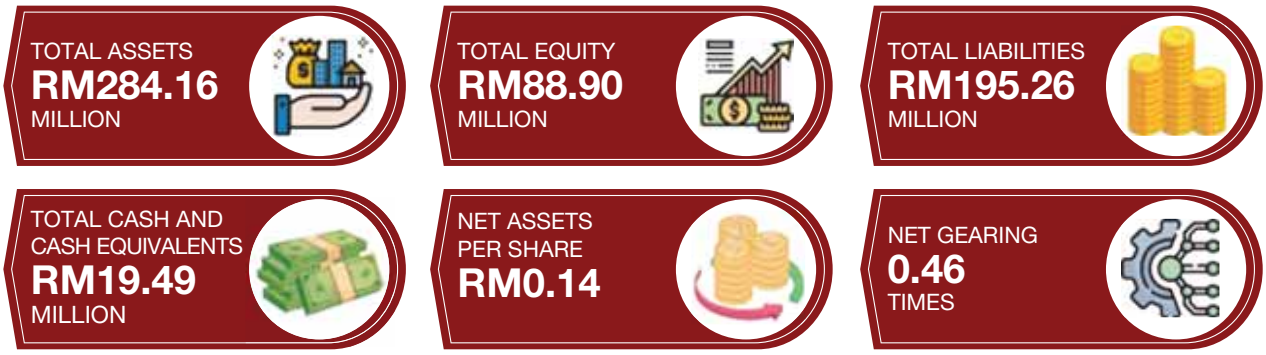
Meanwhile, total liabilities stood at RM195.26 million as at 31 December 2025, compared to RM162.21 million in the preceding year, mainly attributable to higher trade payables of RM139.66 million, up from RM105.91 million as at 31 December 2024.

Total borrowings remained relatively stable on a YoY basis at RM40.46 million as at the end of the financial year under review, compared to RM37.52 million in the preceding year.

Gearing

The Group's gearing ratio improved to 0.46 times as at 31 December 2025, compared to 0.47 times in the preceding year.

Balance Sheet Highlights As At 31 December 2025



RM million	FY2025	FY2024
Total Assets	284.16	242.54
Total Equity	88.90	80.33
Total Liabilities	195.26	162.21
Current Ratio (x)	1.29	1.31
Net Assets per Share (RM)	0.14	0.16
Net Gearing (times)	0.46x	0.47x

ANTICIPATED AND KNOWN RISKS

Anchored by our solid operating foundation and established track record in construction services, the Group adopts a structured and forward-looking approach to risk management. Key industry related risks are regularly assessed, with corresponding mitigation measures implemented to preserve operational resilience and support the sustained creation of stakeholder value, as outlined below.

Management Discussion and Analysis (Cont'd)

Competitive Landscape

The construction industry remains highly competitive, with a substantial number of contractors registered with the Construction Industry Development Board of Malaysia, particularly within the Grade G7 segment. This competitive intensity may affect the Group's ability to secure new contracts and, consequently, future earnings visibility.

To address this, the Group strengthens its competitive positioning through a differentiated value proposition anchored by a proven track record, extensive project experience and strong technical capabilities. The Group aims to be the preferred construction partner for its clients by consistently delivering high quality workmanship, adhering to project timelines and upholding rigorous health and safety standards, thereby supporting sustainable financial performance over the longer term.

Raw Material Price Volatility

The construction industry is inherently exposed to fluctuations in raw material prices, which may affect procurement costs and project margins. To manage this exposure, the Group has established structured mitigation measures and contingency plans to strengthen supply chain resilience and moderate the impact of cost volatility.

Leveraging its extensive industry experience and long standing relationships with a broad network of suppliers, the Group is able to negotiate competitive pricing and maintain a reliable supply of essential materials, supporting operational continuity and margin stability.

Operational Disruptions

The timely delivery of projects depends on the continuity of construction site operations. Unexpected shutdowns or disruptions, including external events such as pandemics, natural disasters or civil unrest, may adversely affect the Group's operational and financial performance.

To mitigate such risks, the Group maintains a robust risk management framework with particular emphasis on cultivating a reliable network of trusted subcontractors. These established relationships enhance operational flexibility and resource mobilisation capabilities, enabling the Group to sustain project execution and minimise disruptions under challenging conditions.

Political, Economic, and Regulatory Risks

The Group's financial performance and business outlook are influenced by the cyclical characteristics of the construction industry, which are subject to shifts in political, economic and regulatory conditions. Such fluctuations may affect project flow and overall market activity.

In response, the Group adopts prudent financial and operational management practices, while calibrating its investment and tendering strategies in line with prevailing market conditions. The Group also maintains ongoing engagement with relevant authorities to ensure adherence to applicable laws, regulations and policy developments, thereby supporting sustainable business continuity.

Management Discussion and Analysis (Cont'd)

OUTLOOK AND PROSPECTS

Looking ahead, the global macroeconomic environment is anticipated to remain dynamic, as economies adapt to changing policy directions and evolving international trade conditions. While the developments surrounding tariff policies shown signs of stabilisation after months of uncertainty in 2025, the United States Supreme Court's ruling on tariffs in early 2026 and the subsequent introduction of new tariff measures, have reintroduced volatility into global trade flows. These developments may influence input costs, supply chain stability and broader business sentiment across markets.

Back home, the Malaysian economy demonstrated resilience, with gross domestic product ("**GDP**") growth of 4.9% in 2025. The Ministry of Finance has projected continued GDP growth for 2026, supported by both government-led initiatives and private sector investments aimed at strengthening industrial and digital infrastructure. However, the ongoing conflict in the Middle East and its consequential effects on global oil prices, trade flows, and investor sentiment present real external risks that are likely to weigh on domestic economic conditions in the year ahead.

On the policy front, the 13th Malaysia Plan ("**13MP**") continues to provide a structural foundation for the construction and property sector, with RM430 billion development expenditure allocation directed at infrastructure projects including flood mitigation works, rural roads, and industrial parks, alongside affordable housing initiatives and the adoption of modern construction technologies. While these programmes underpin the medium-to-long-term pipeline for the industry, the Group is cognisant that the prevailing external environment warrants a measured and disciplined approach to growth.

For the construction and property sector specifically, the aforementioned geopolitical risks translate into tangible operational challenges — including cost escalation in building materials, tighter project margins, and potential delays in the execution of development and infrastructure works. The Group is actively monitoring fluctuations in raw material prices and developments in the broader operating environment to mitigate these risks where possible.

Notwithstanding these near-term headwinds, the Group remains focused on executing our existing order book and delivering ongoing projects to the highest standards of safety, quality, and integrity. Our team continues to actively pursue new opportunities and participate in tenders, and we remain cautiously optimistic that the structural demand supported by the 13MP will present meaningful opportunities for the Group over the medium term.

ACKNOWLEDGEMENT

Finally, I would like to extend my heartfelt appreciation to our team at TCS Group for their commitment and immense contribution during these trying times. I am confident that with our collective effort, we can overcome any headwinds.

A huge thank you to all our valued customers, business partners, associates, suppliers and the respective regulatory authorities for their unwavering support to the Group. To our shareholders, my deepest gratitude goes to you for your patience throughout the difficult period, and for your confidence in us as we continue to grow our business.

I would like to extend a warm welcome to Mr James Liew Vun Tak, who joined the Board as Non-Independent Non-Executive Director in July 2025. He brings with him extensive experience, strong leadership, and a broad network, all of which have contributed positively to the Group since his appointment.

I also wish to place on record the Board's sincere appreciation to Tan Sri Dato' Sri Izzuddin Bin Dali for his invaluable counsel, steadfast dedication, and significant contributions during his tenure as Independent Non-Executive Chairman, prior to his retirement in June 2025.

Finally, I would like to express my gratitude to my fellow Board members for their resolute professionalism and unwavering commitment. With the continued guidance of the Board and the dedication of our people, I am confident in the Group's ability to navigate the path ahead and deliver sustainable value to all stakeholders.

Dato' Ir. Tee Chai Seng
Managing Director

SUSTAINABILITY STATEMENT

1. Strategic Foundation & Governance

1.1 Managing Director's Statement

Dear Stakeholders,

It is my privilege to present TCS Group Holdings Berhad's inaugural Sustainability Statement for the financial year ended 31 December 2025 ("**FYE 2025**"). This statement marks an important milestone: our first formal commitment to transparent, structured reporting on our environmental, social, and governance (ESG) performance.

TCS Group is a building and infrastructure construction services provider for residential, commercial and civil works. As at 31 December 2025, we operated across 8 active project sites in Malaysia, supported by a workforce of 227 full-time employees. We take seriously the environmental and social impacts of our activities and are committed to managing them responsibly.

Three strategic themes emerged as priorities for the Group:

1. **Upholding the Highest Standards of Quality, Safety and Environmental Compliance**
   The safety and health of our workforce is our most fundamental obligation. During FYE 2025, TCS Group recorded zero fatalities, zero lost time injuries, and a Lost Time Injury Frequency Rate (LTIFR) of 0 across 6,319,031 total manhours worked. The Group was recognised with the SHASSIC award for safety performance excellence.

2. **Minimising Wastage and Driving Operational Efficiency**
   We are committed to reducing wastage in construction materials usage and leveraging technology to reduce dependency on manual labour processes. Our environmental management is governed by our QESH Management System and ISO 14001 Environmental Management System, and we are pursuing MyCREST and GREENRE green building certifications on a per-project basis as part of our commitment to sustainable construction practices.

3. **Building an Empowered Workforce**
   During FYE 2025, we invested RM59,413 in training and development across 2,855 training hours, covering technical skills, occupational safety, leadership, and anti-bribery compliance. We are committed to building a workplace that is safe, equitable, and provides meaningful growth opportunities at every level.

This inaugural statement establishes TCS Group's sustainability baseline. We acknowledge areas requiring further development, including the formalization of our climate risk assessment and the expansion of quantitative medium-term targets, and are committed to addressing these as our sustainability programme matures.

Yours sincerely,

Dato' Ir. Tee Chai Seng
Managing Director
TCS Group Holdings Berhad

Sustainability Statement (Cont'd)

1.2 About This Sustainability Statement

This Sustainability Statement covers the financial year ended 31 December 2025 and encompasses the operations of TCS Group Holdings Berhad and its subsidiaries (collectively referred to as "**the Group**"). Incorporated in Malaysia as a public company limited by shares (Registration No. 201901004613 (1313940-W)), the Company is listed on the ACE Market of Bursa Malaysia Securities Berhad under the stock name "TCS" (stock code: 0221) since 23 July 2020.

The Group's principal place of business is located at No. 1 & 3, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor, and its registered office is located at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan.

Reporting Entities

Entity	Ownership	Principal Activity
TCS Group Holdings Berhad	Holding Company	Investment holding and provision of management services to its subsidiaries
TCS Construction Sdn Bhd	100%	Provision of construction services for buildings, infrastructure, civil and structural works and other transportation support activities
TCS Infra Sdn Bhd	62.5%	Provision of construction services for buildings, infrastructure, civil and structural works
TCS SS Precast Construction Sdn Bhd	100%	Provision of construction services for buildings, infrastructure, civil and structural works (Dormant)
TCS Amona Consortium Sdn Bhd	60%	Provision of construction services for buildings, infrastructure, civil and structural works (Dormant)

During the financial year ended 31 December 2025, the Group operated across 8 active project sites in Malaysia, in addition to its headquarters and warehouse facilities in Jenjarom, Selangor.

Workforce

As at 31 December 2025, the Group employed a total of 227 full-time employees, comprising 129 local employees and 98 foreign workers. The Group also engaged 26 local contract staff and 98 foreign contract workers across its operations.

Reporting Frameworks

This Sustainability Statement has been prepared in accordance with the following frameworks:

- Bursa Malaysia ACE Market Listing Requirements: Sustainability Reporting obligations
- Bursa Malaysia Sustainability Reporting Guide (3rd Edition)
- National Sustainability Reporting Framework (NSRF). As an ACE Market issuer, mandatory reporting commences from FYE 2026/2027
- Global Reporting Initiative (GRI) Standards: for supplementary context and disclosure guidance
- United Nations Sustainable Development Goals (UN SDGs): as a reference framework for broader sustainability contributions
- TCS Group's Internal Sustainability Framework

Assurance

This Sustainability Statement, covering the financial year ended 31 December 2025, has been reviewed, endorsed and approved by the Board of Directors, Audit Committee and Risk Management Committee. It has not been independently assured. The Group's financial statements are audited by Grant Thornton Malaysia PLT, while its internal audit function is outsourced to an external service provider.

Sustainability Statement (Cont'd)

Basis of Reporting

This is the Group's first year of formal sustainability reporting under the Bursa Malaysia Sustainability Reporting Guide. As such, comparative figures for the prior financial year are not available. All data presented establishes the Group's baseline for future reporting cycles.

Governance policies, including the Code of Conduct, Anti-Bribery and Corruption Policy Manual, and Whistleblowing Policy, are accessible to employees through the HR portal (scheduled for full deployment in Q3 2026) and to the public at https://tcsgroup.com.my/ir-Corporate-Governance.html. The Group's Sustainability Policy was adopted on 2 January 2023 (Rev 00).

1.3 Sustainability Governance

TCS Group Holdings Berhad operates a structured sustainability governance framework designed to embed sustainability considerations into decision-making at all levels. Oversight is exercised through a four-tier structure:

- Board of Directors: Ultimate accountability for sustainability direction, risk appetite, and performance targets.
- Audit Committee (AC): Oversight of sustainability-related risks and internal controls.
- Sustainability Committee: Chaired by the Managing Director; responsible for overseeing sustainability performance, tracking KPI progress, and escalating material issues to the Board. Formal committee meetings are planned to commence from FYE 2026.
- Data Owners (Heads of Department): Responsible for data accuracy within their respective functions.

Sustainability Committee

Name	Title	Role
Dato' Ir. Tee Chai Seng	Managing Director	Chair
Liew Kok Yoong	Chief Financial Officer	Member
Ng Tiat Seng	Executive Director	Member
Dato' Ng Kwang Hua	Executive Director	Member
Wong Choo Leong	Executive Director	Member
Masyitah binti Yaman	QESH Manager	Member

The Sustainability Committee was established during FYE 2025 as part of the Group's inaugural sustainability governance framework. Formal committee meetings are scheduled to commence from FYE 2026.

Board of Directors

#	Name	Role	Classification	Gender	Age
1	Dato' Ir. Tee Chai Seng	Managing Director	Executive	Male	66
2	Wong Choo Leong	Executive Director	Executive	Male	34
3	Dato' Ng Kwang Hua	Executive Director	Executive	Male	56
4	Ng Tiat Seng	Executive Director	Executive	Male	60
5	Sharon Chew Mun Hoong	Independent Non-Executive Director	Independent	Female	54
6	Quek Ting Chin	Independent Non-Executive Director	Independent	Male	55
7	Dato' Manikumar A/L Subramanian	Independent Non-Executive Director	Independent	Male	52
8	James Liew Vun Tak	Non-Independent Non-Executive Director	Non-Independent	Male	32

Board composition summary: 8 directors | 7 male, 1 female (12.5%) | 3 INEDs (37.5%) | 1 NINED (12.5%) | All Malaysian nationals.

Sustainability Statement (Cont'd)

Board Sustainability Competency

The Board recognises that sustainability leadership requires ongoing capacity building. During FYE 2025, all eight directors participated in sustainability-relevant training programmes, as detailed below:

Programme	Directors	Date(s)
Mandatory Accreditation Programme	Dato' Ir. Tee Chai Seng, Wong Choo Leong, Dato' Ng Kwang Hua, Dato' Manikumar A/L Subramanian, Ng Tiat Seng, Quek Ting Chin, James Liew Vun Tak	May to November 2025
Board Simulation: Balancing Risks and Opportunity in Sustainability Leadership Programme	Sharon Chew Mun Hoong, Quek Ting Chin	9 September 2025

One Sustainability Committee member holds a formal sustainability qualification (ISO 37001:2025 Anti-Bribery Management System).

Sustainability Policies

The Group's sustainability governance is supported by a suite of Board-approved policies. These are accessible to employees through the HR portal (scheduled for full deployment in Q3 2026) and to the public at https://tcsgroup.com.my/ir-Corporate-Governance.html.

Policy	Date Adopted	Revision
Sustainability Policy	2 January 2023	Rev 00
Code of Conduct	5 June 2020	Rev 01
Anti-Bribery and Corruption Policy	5 June 2020	Rev 01
Whistleblowing Policy	8 May 2019	Rev 01
QESH Policy	21 May 2018	Rev 00

Sustainability Statement (Cont'd)

1.4 Stakeholder Engagement

Effective stakeholder engagement is central to TCS Group's approach to sustainability. The Group has identified seven primary stakeholder groups based on their degree of influence and the extent to which Group activities affect them. Engagement is conducted through formal and informal channels tailored to the nature of each group.

Stakeholder Group	Key Concerns	Engagement Channels	Company Response
Clients	Project quality; safety standards; environmental compliance	Surveys; site visits; project completion meetings	QESH monitoring; environmental controls; ITP quality systems
Workforce	Workplace safety; career development; employee well-being	Safety workshops; training sessions; performance reviews	OSH programmes; RM 59,413 training investment; worker welfare provisions
Financial Partners	Financial performance; ESG progress; governance	Performance reports; analyst briefings; AGM	Regular financial disclosures; this inaugural Sustainability Statement
Regulatory Bodies	Construction, safety & environmental compliance	Site inspections; industry forums; official reports	Zero-tolerance approach; engagement with DOSH, DOE
Supply Chain	Sustainable sourcing; efficiency; prompt payment	Supplier meetings; supplier audits; joint initiatives	Supplier qualification process; ethical sourcing expectations
Consultants & Labs	Best practices; innovation; accurate measurements	Conferences; collaborative projects; official reports	Adoption of current construction standards; specialist engagement
Community & Public	Environmental impact; local infrastructure; well-being	Community forums; outreach; CSR activities	Site environmental controls; RM 7,000 CSR investment in FYE 2025

Stakeholder feedback gathered through these engagement processes informed the Group's materiality assessment and is reflected in the material matters disclosed in this statement.

2. Materiality & Management Approach

2.0 Materiality Assessment

TCS Group's inaugural materiality assessment was conducted using a structured desktop review process. Sustainability topics material to the Group were identified and scored based on their significance to TCS Group's internal business operations, drawing on the Group's construction sector profile, regulatory requirements, and perspectives gathered through its ongoing stakeholder engagement channels.

As this is the Group's first formal Sustainability Statement, a structured external stakeholder questionnaire was not distributed during FYE 2025 due to time constraints. Stakeholder perspectives have been incorporated through the Group's established engagement channels, including client surveys, workforce interactions, regulatory submissions, and community outreach activities, as described in Section 1.4. The Group intends to conduct a formal stakeholder survey as part of its FYE 2026 materiality review, building on this baseline assessment.

Sustainability Statement (Cont'd)

Material Topics by Internal Business Impact

#	Material Topic	Pillar	Internal Business Impact
1	Workplace Safety	Social	98%
2	Financial Performance	Economic	95%
3	Risk Management	Governance	92%
4	Ethical Business Practices	Governance	89%
5	Transparency & Reporting	Governance	87%
6	Board Oversight	Governance	78%
7	Innovation in Construction Practices	Economic	72%
8	Employee Welfare & Development	Social	68%
9	Compliance with Environmental Regulations	Environmental	65%
10	Value Chain Collaboration	Economic	62%
11	Resource Efficiency	Environmental	58%
12	Waste Reduction	Environmental	55%
13	Energy Efficiency	Environmental	52%
14	Fair Labor Practices	Social	48%
15	Community Engagement	Social	42%

3. Thematic Performance

3.1 Environmental Performance

3.1.1 Environmental Management

The Group's environmental management is governed by its QESH Management System and ISO 14001 Environmental Management System certification. Site shutdown protocols are in place across all active project sites to manage environmental risk at the close of operations.

Pollution prevention measures deployed across project sites include: water spraying on roads and stockpiles to suppress dust; covering of trucks transporting materials to prevent spillage; 100% LED lighting installed at all project sites; and monthly site energy monitoring to track consumption and drive efficiency improvements.

Sustainable procurement is supported by supplier certification requirements, including copies of valid ISO 14001 Environmental Management System certificates and certified timber documentation where applicable. All materials received are subject to a material receive checklist process.

The Group is pursuing MyCREST (Malaysian Carbon Reduction and Environmental Sustainability Tool) and GREENRE green building certifications on a per-project basis, reflecting its commitment to delivering environmentally responsible construction outcomes for clients.

Sustainability Statement (Cont'd)

3.1.2 Energy Management

Energy Source	FYE 2025 Consumption	Unit
Diesel: machinery & heavy equipment	1,257,150.00	Litres
Diesel: company vehicles	10,238.95	Litres
Diesel: transport/logistics	9,486.93	Litres
Petrol: company vehicles	28,648.98	Litres
Electricity: head office	134,343	kWh
Electricity: store/warehouse	60,230	kWh
Electricity: site offices	984,056	kWh
Electricity: CLQ	115,973	kWh
Electricity: hostel	17,202	kWh
Solar / renewable generated (on-site)	54,670	kWh
Total energy (MWh equivalent)	15,542.26	MWh

Energy efficiency initiatives implemented during FYE 2025 include: investment in energy-efficient equipment including the use of booms and mobile concrete pumps to optimise fuel use on site; ongoing assessment of Industrialised Building System (IBS) adoption for long-term energy optimisation; and installation of solar panels at the Group's headquarters (Huawei system, 40.02 kWp capacity, commissioned 2023), which generated 54,670 kWh of renewable energy during FYE 2025.

3.1.3 Greenhouse Gas Emissions

The Group accounts for its greenhouse gas (GHG) emissions in accordance with the GHG Protocol Corporate Accounting and Reporting Standard. Scope 1 emissions arise from the direct combustion of diesel and petrol in construction equipment and vehicles. Scope 2 emissions represent the indirect emissions associated with purchased electricity.

Emission factors applied: Diesel 0.00268 tCO_2e/litre (IPCC 2006 Guidelines); Petrol 0.00231 tCO2e/litre (IPCC 2006 Guidelines); Grid electricity (Peninsular Malaysia) 0.74 tCO2e/MWh (MGTCC, 2022).

Emissions Category	FYE 2025 (tCO_2e)
Scope 1: Fuel combustion (diesel + petrol)	3,488.2
Scope 2: Purchased electricity	970.7
Total Scope 1 + 2	4,458.9
Solar avoided emissions (on-site generation)	40.5

This is the Group's first year of GHG reporting and establishes the FYE 2025 baseline. Scope 3 emissions will be explored in subsequent reporting periods.

Sustainability Statement (Cont'd)

3.1.4 Water Management

During the financial year ended 31 December 2025, total water consumption across the Group's headquarters, warehouse, and project sites was 34,300 m³, comprising municipal supply and groundwater sources. This represents the Group's baseline year for water reporting.

Metric	FYE 2025
Total water consumption	34,300 m³
Municipal water	28,300 m³
Groundwater	6,000 m³
Rainwater harvesting systems	2 project sites (M-Arisa and Helix2)
Environmental incidents/spills	0
DOE complaints received	0

The Group's water conservation programme includes behavioural measures across all facilities: minimising wastage in pantries and washrooms, turning off taps when not in use, avoiding repeated flushing, minimising water wastage during irrigation and cleaning, and speeding up repair turnaround for pipe leakages. The Group's headquarters also incorporates Green Infrastructure and Nature-Based Solutions as part of its site design.

3.1.5 Waste Management

The Group manages both scheduled and non-scheduled waste arising from its construction and administrative operations in compliance with the Environmental Quality Act 1974 and DOE requirements.

Waste Category	Description	FYE 2025 Quantity
Scheduled waste	DOE codes SW408, SW409, SW410	0 kg (confirmed nil generation)
Non-scheduled waste	Construction waste and domestic waste	16.5 MT
Waste diverted from landfill	Recycling and reuse programmes	72% diversion rate (licensed contractors)

Licensed waste contractors are engaged for all scheduled waste disposal. Recycling programmes are in place across office and site facilities to maximise diversion from landfill.

3.1.6 Materials & Supply Chain

The Group procured materials from 284 active suppliers during FYE 2025, all of which are locally based (100% local procurement by spend). Key material categories include structural materials (concrete, steel, aggregates), finishing materials (tiles, paint, glass), MEP materials (electrical, plumbing, HVAC), infrastructure materials (asphalt, drainage), and construction consumables (fuel, formwork). All materials received are subject to a standardised material receive checklist process. The standard payment term applied to suppliers is 120 days.

Sustainability Statement (Cont'd)

3.2 Social Performance

3.2.1 Occupational Safety & Health

Safety is the Group's highest-priority material matter and a non-negotiable standard across all project sites. The Group's QESH framework governs safety management across TCS Construction, TCS Infra, TCS SS Precast, and TCS Amona Consortium, applying equally to all employees and contractors on active project sites.

Safety Indicator	FYE 2025	FYE 2026 Target
Total manhours worked	6,319,031	N/A
Lost Time Injuries (LTIs)	0	0
Lost Time Injury Frequency Rate (LTIFR)	0	Reduce by 20% vs FYE 2025
Recordable incidents (non-LTI)	0	0
Fatalities	0	0
Safety training hours	109	25 hrs / 160 persons
OSH training attendances (across all sites)	1,016	TBD
Safety & Health Committee meetings held	54 (across 7 active project sites)	N/A

The Group's safety management is delivered through an Annual Environmental, Safety and Health (ESH) Programme implemented on a per-project basis. Safety Committees are established on all active project sites. During FYE 2025, the Group was recognised with the SHASSIC award for safety performance. Safety certifications and awards are published at https://tcsgroup.com.my/Awards.html.

FYE 2026 safety targets include: zero fatalities and zero major incidents across all sites; 100% safety induction training for all workers; at least 4 toolbox talks per month per site; 100% site inspection coverage with 30-day closure of findings; a 20% increase in near-miss reporting; 100% PPE compliance; and 2 emergency drills conducted per site annually.

3.2.2 Labour & Worker Welfare

TCS Group employs a multi-national workforce. As at 31 December 2025, the Group's full-time headcount comprised 129 local employees and 98 foreign workers (approximately 43% of the full-time workforce). Foreign workers are provided with company-managed accommodation and access to regular medical check-ups, in alignment with Malaysia's Employment Act 1955 and applicable labour standards.

All employees are provided with insurance coverage. The Group also invests in team-building activities to foster workplace cohesion and employee well-being. These provisions reflect the Group's commitment to the welfare of all workers regardless of nationality or employment category.

No human rights complaints were recorded during the financial year ended 31 December 2025. The Group's QESH standards apply equally to all contractors operating on Group-managed project sites.

3.2.3 Training & Development

Training Metric	FYE 2025
Total training hours	2,855 hours
Total training investment	RM 59,413
Employees trained	227
Average training hours per employee	13 hours
Management training hours	300 hours
Executive training hours	1,179 hours
Non-Executive training hours	200 hours
General Worker training hours	1,176 hours

Training programmes covered: Technical construction skills, Human resources and people management, Leadership development, ISO Risk Determination and Risk Control, Occupational Safety & Health, and ISO 37001:2025 Anti-Bribery Management System (legal compliance).

Sustainability Statement (Cont'd)

3.2.4 Employee Movement

The overall employee turnover rate for the financial year ended 31 December 2025 was 40.53%, consistent with the project-based nature of the construction sector where headcount fluctuates with project cycles.

Category	New Hires	Turnover	Net Movement
Management	3	5	-2
Executive	31	68	-37
Non-Executive	13	9	+4
General Workers	N/A	10	N/A
Total	47	92	N/A

The Executive category reflects the largest volume of movement, consistent with the project-based nature of construction employment where headcount fluctuates with project cycles.

3.2.5 Diversity & Inclusion

Category	Male	Female	Total	Female %
Management	11	7	18	39%
Executive	67	22	89	25%
Non-Executive	10	12	22	55%
General Workers	98	Not tracked	98	N/A

Female representation at management level stands at 39%, reflecting the Group's inclusive hiring approach for administrative and leadership functions. Gender data for General Workers (all foreign male workers) is not separately tracked at this stage.

Age Distribution

Category	Below 30	30-50	Above 50	Total
Management	N/A	13	5	18
Executive	33	55	1	89
Non-Executive	10	10	2	22
General Workers	45	53	N/A	98

Board Diversity

Metric	Value
Total Board members	8
Male	7
Female	1 (Sharon Chew Mun Hoong, INED)
Female representation	12.5%
Independent directors	3 (37.5%)
All Malaysian nationals	Yes
Age range	32-66 years
Board sustainability training	All 8 directors participated in sustainability-relevant training during FYE 2025. See Section 1.3 for details.
Sustainability Committee members with ESG qualification	1

Sustainability Statement (Cont'd)

3.2.6 Community Investment

TCS Group contributes to the communities in which it operates through charitable giving and volunteer activities. During FYE 2025, the Group made contributions totalling RM 7,000 to three NGOs:

Date	Recipient	Type	Amount	Volunteers
6 Sep 2025	Cornerstone Home	Essential food supplies	RM 2,000	Joshua, Liana
24 Oct 2025	Persatuan Insan Istimewa Cheras	Cash donation	RM 1,000	Jenny Koo, Norazreen
25 Dec 2025	Medicom	Cash donation	RM 4,000	Masyitah Yaman
Total	3 organisations		RM 7,000	

3.3 Economic & Governance Performance

3.3.1 Ethical Conduct & Anti-Corruption

TCS Group maintains a zero-tolerance policy towards bribery, corruption, and fraudulent conduct, embedded in its Anti-Bribery and Corruption (ABAC) Manual aligned with the MACC Act 2009 and ISO 37001:2025 requirements. During FYE 2025, ISO 37001:2025 ABAC training was incorporated as a formal component of the Group's training programme.

Governance Metric	FYE 2025
ABAC policy adopted	5 June 2020
Confirmed corruption/bribery incidents	0 (target: 0)
Whistleblowing cases received	0 (target: 0)
Non-compliance incidents (product/service)	0 (target: 0)
ABAC training: Management coverage	100%
ABAC training: Executive coverage	100%
ABAC training: Non-Executive & Technical coverage	100%
ABAC training: General Worker coverage	100%
Governance policies publicly accessible	https://tcsgroup.com.my/ir-Corporate-Governance.html

3.3.2 Data Privacy & Security

The Group complies with Malaysia's Personal Data Protection Act 2010 (PDPA) in the collection, processing, and retention of personal data relating to employees, clients, and other stakeholders. The Group's Data Protection Policy (adopted 2025, Rev 01) governs the handling of personal data across all operations. Zero IT security incidents were recorded during FYE 2025.

3.3.3 Supply Chain Management

During FYE 2025, the Group maintained 284 active suppliers and vendors, all locally based, representing 100% local procurement by spend. A formal supplier qualification and assessment process is conducted as part of the Group's procurement framework, covering technical, safety, financial, environmental, and ABAC criteria. Suppliers are also expected to adhere to the Group's ethical sourcing expectations as a condition of engagement. A supplier sustainability questionnaire is in use. The standard payment term applied is 120 days.

Sustainability Statement (Cont'd)

3.3.4 Product Quality & Safety

The Group's quality management approach is governed by Inspection and Test Plans (ITP) applied across all active project sites. The Group holds ISO 9001 (Quality Management), ISO 14001 (Environmental Management), and ISO 45001 (Occupational Health and Safety) certifications. Certification details and awards are published at https://tcsgroup.com.my/Awards.html. Zero non-compliance incidents relating to products or services were recorded during FYE 2025.

3.3.5 Governance Compliance

The Board of Directors affirms the Group's commitment to compliance with all applicable laws and regulations, including the Capital Markets and Services Act, Bursa Malaysia Listing Requirements, and Malaysia's environmental, labour, and safety legislation. The Group's Board-approved governance policies are listed in Section 1.3, including adoption dates and revision status.

4. Risk Management & Forward-Looking

TCS Group recognises that effective management of sustainability-related risks is essential to long-term business resilience. Oversight is exercised by the AC and Risk Management Committee of the Company. Project risk registers are maintained and updated monthly across all active sites, and HIRARC (Hazard Identification, Risk Assessment and Risk Control) assessments are conducted for all high-risk activities using a 5x5 risk matrix framework.

The Group has established an ESG risk register covering the following key risk categories: air pollution and dust emissions; water pollution and discharge risks; high energy use and carbon emissions; construction and scheduled waste management; worker safety and health; and supply chain sustainability.

Key Sustainability Risks (Illustrative)

Risk Category	Risk Description	Controls
Occupational Safety	Work-related injury or fatality at project site	QESH Plan; SHC meetings; safety training; PPE requirements
Environmental Compliance	Breach of DOE permit conditions	Environmental monitoring; licensed waste contractors; EAIR methodology
Labour & Human Rights	Foreign worker welfare violations	Accommodation; medical checks; Code of Conduct
Supply Chain	Material shortages or subcontractor failures	Supplier qualification; alternative supplier list
Regulatory & Compliance	Non-compliance with Bursa sustainability requirements	Sustainability Committee oversight; this inaugural statement
Physical Climate Risk	Extreme weather events (flooding, prolonged rainfall) disrupting active project sites	Site drainage systems on all active project sites; temporary work halt protocols during severe weather events; emergency response procedures aligned with the QESH Plan.

Sustainability Statement (Cont'd)

IFRS Transition Roadmap

Phase	Timeline	Focus
Phase 1: Baseline	FYE 2025	First sustainability statement; establish data collection; identify material matters
Phase 2: Strengthening	FYE 2026	Formalize climate risk assessment; expand Scope 3; set quantitative targets
Phase 3: Integration	FYE 2027+	Full NSRF/IFRS S1/S2 alignment; external assurance consideration

Forward-Looking Targets (FYE 2026)

Dimension	FYE 2025 Baseline	FYE 2026 Target
Safety: LTIFR	0	Reduce by 20% vs FYE 2025 baseline
Safety: Fatalities	0	0
GHG Scope 1+2	4,458.9 tCO2e	Establish baseline; set reduction target in FYE 2026
Water consumption	34,300 m^3	Establish conservation target
Training hours per employee	13 hours	Increase from FYE 2025 baseline
Anti-corruption training coverage	100% across all categories	Maintain 100% coverage across all categories
ISO certifications maintained	ISO 9001, 14001, 45001	Maintain all; explore ISO 37001
Sustainability reporting	First statement	NSRF-aligned FYE 2026 disclosure

5. Performance Data Summary

The following prescribed sustainability data table on pages 38 and 39 has been generated from the Bursa Malaysia Centralised Sustainability Intelligence (CSI) Platform in accordance with the BMLR Transition Period requirements for FYE 31/12/2025.

TCS Group Holdings Berhad

BMLR Transition Period

Date & Time: 2026-04-28_11:30:58

FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Environmental	Total energy consumption	MWh	15,542.26	TBD	No assurance
Environmental	Scope 1 GHG emissions	tCO2e	3,488.2	TBD	No assurance
Environmental	Scope 2 GHG emissions	tCO2e	970.7	TBD	No assurance
Environmental	Total water consumption	m3	34,300	TBD	No assurance
Environmental	Scheduled waste generated	kg	0	0	No assurance
Environmental	Environmental incidents	#	0	0	No assurance
Environmental	DOE complaints	#	0	0	No assurance
Social	Full-time employees	#	227	-	No assurance
Social	Local employees	#	129	-	No assurance
Social	Foreign workers	#	98	-	No assurance
Social	New hires	#	47	-	No assurance
Social	Total turnover	#	92	-	No assurance
Social	Overall turnover rate	%	40.53	-	No assurance
Social	Total manhours worked	Hours	6,319,031	N/A	No assurance
Social	LTIFR	/M hrs	0	0	No assurance
Social	Fatalities	#	0	0	No assurance
Social	Safety training hours	Hours	109	25 hrs / 160 persons	No assurance
Social	Total training hours	Hours	2,855	-	No assurance
Social	Training investment	RM	59,413	-	No assurance
Social	Average training hrs/ employee	Hours	13	-	No assurance

Sustainability Statement (Cont'd)

TCS Group Holdings Berhad

BMLR Transition Period

Date & Time: 2026-04-28_11:30:58

FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Social	Female employees (excl. GW)	#	41 (32%)	-	No assurance
Social	Board female representation	%	12.5	-	No assurance
Social	CSR investment	RM	7,000	-	No assurance
Social	Organisations supported	#	3	-	No assurance
Governance	Board size	#	8	-	No assurance
Governance	Independent directors	#	3 (37.5%)	-	No assurance
Governance	Sustainability Committee meetings	#	Formal meetings to commence FYE 2026	-	No assurance
Governance	Corruption/bribery incidents	#	0	0	No assurance
Governance	Whistleblowing cases	#	0	0	No assurance
Governance	ABAC training coverage (Management)	%	100	100	No assurance
Governance	ABAC training coverage (Executive)	%	100	100	No assurance
Governance	ABAC training coverage (Non-Executive & Technical)	%	100	100	No assurance
Governance	ABAC training coverage (General Workers)	%	100	100	No assurance
Governance	Non-compliance incidents	#	0	0	No assurance
Governance	Active certifications	#	3 (ISO 9001, ISO 14001, ISO 45001)	-	No assurance
Governance	External assurance	#	None (First year)	-	No assurance

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("**the Board**") of TCS Group Holdings Berhad ("**TCS**" or the "**Company**") recognises that sound corporate governance is fundamental to the long-term sustainability and performance of the organisation. The Board remains committed to upholding high standards of corporate governance throughout TCS and its subsidiaries (the "**Group**") and to observing the principles and best practices of corporate governance, as set out in the Corporate Governance Guide issued by Bursa Malaysia Securities Berhad ("**Bursa Securities**").

The Board is pleased to present an overview of the application of the recommended practices under the Malaysian Code on Corporate Governance ("**MCCG**") and the ACE Market Listing Requirements ("**AMLR**") of Bursa Securities for the financial year ended 31 December 2025 ("**FYE 2025**").

The application of each Practice set out in the MCCG during FYE 2025 is disclosed in the Company' Corporate Governance Report which is available on the Company's website at 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 providing oversight and stewardship of the Group's overall performance by maintaining effective control over the Group's strategic, financial, operational, compliance and governance matters. Among its key roles, the Board sets the strategic direction of the Group and oversees its development and performance, including the establishment of an effective corporate governance framework, the promotion of financial sustainability, and the provision of guidance to Management to ensure the effective implementation of approved strategies and initiatives.

The Managing Director has primary responsibility for the day-to-day management of the Group's business and resources, with appropriate authority delegated to the Management team within a framework of clearly defined limits of authority.

In line with its fiduciary duties, the Board also integrates sustainability considerations into the Group's corporate strategy, risk management framework and decision-making processes, with the objective of achieving an appropriate balance between growth, accountability and long-term value creation for stakeholders.

To ensure effective governance, the Board has formalised a schedule of matters reserved in its Board Charter. These matters include, among others:

- approval of corporate plans and programmes;
- approval of annual budgets, including major capital commitments;
- approval of new ventures;
- approval of material acquisitions and disposals of undertakings and properties; and
- changes to the management and control structure within the Group, including key policies, delegated authority limits.

All other operational matters are delegated to the Management, subject to defined authority limits and regular reporting obligations. The Board Charter, which also outlines the composition, roles, and processes of the Board, is available on the Company's website at www.tcsgroup.com.my

To enhance efficiency, the Board has delegated certain responsibilities to its Board Committees, namely the Audit Committee ("**AC**"), Nomination Committee ("**NC**"), Remuneration Committee ("**RC**") and Risk Management Committee ("**RMC**") each of which operates within its respective Terms of Reference ("**TOR**"). The Chairman of each Board Committees reports to the Board on significant matters deliberated at their meetings, thereby ensuring that the Board is fully apprised of key issues and recommendations. The TOR of the Board Committees are also accessible on the Company's website at www.tcsgroup.com.my

Corporate Governance Overview Statement (Cont'd)

In discharging its responsibilities, the Board's key roles include, 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.

Separation of positions of the Chairman and Managing Director

Following the retirement of the former Chairman, Tan Sri Dato' Sri Izzuddin Bin Dali, the position of Chairman is currently vacant. The Board is actively in the process of identifying and appointing a suitable candidate to fill the position as soon as practicable, in order to ensure continuity of leadership and sound governance. Meanwhile, the role of the Managing Director is held by Dato' Ir. Tee Chai Seng.

Notwithstanding the vacancy, the positions of Chairman and Managing Director carry clear and distinct responsibilities to ensure an appropriate balance of power, authority and accountability. The respective roles and responsibilities of the Chairman and the Managing Director are clearly defined and set out in the Board Charter.

Under the Board Charter, the Chairman is primarily responsible for providing leadership to the Board, ensuring the orderly conduct and effectiveness of Board meetings, and representing the Board in its engagement with shareholders and other stakeholders. The Managing Director, on the other hand, is responsible for the strategic direction and development of the Group's business, organisational effectiveness, and the implementation of the Board's policies and decisions, and oversees the Group's day-to-day operations together with the Management team.

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

The Board recognises that the appointment of the same individual as Chairman of the Board and as a member of Board Committees may give rise to potential self-review risks and could impair the objectivity of the Board's deliberations, particularly in relation to matters reviewed and recommended by the Board Committees.

Accordingly, the Chairman of the Board shall not hold any position as a member or Chairman of any Board Committee. This practice is intended to enhance independent oversight, reinforce objectivity and impartiality, and strengthen the overall effectiveness of the Board's decision-making processes.

Prior to the vacancy of the Chairman position, the former Chairman did not serve as a member of any Board Committee. The Board will continue to uphold this practice upon the appointment of a new Chairman.

Company Secretaries

The Board is supported by two (2) qualified and experienced Company Secretaries who play a pivotal role in facilitating the Board's effective functioning and upholding high standards of corporate governance. In addition to providing sound and timely advice on governance, regulatory requirements, and Board processes, the Company Secretaries ensure that decisions of the Board are properly documented, implemented, and communicated across the Group where relevant.

The Company Secretaries are also responsible for:

- advising the Board on its statutory duties, disclosure obligations, and corporate governance developments;
- ensuring accurate and timely circulation of meeting materials to enable informed decision-making;
- attending all Board and Board Committee meetings to provide support and record proceedings;
- serving as a central point of communication between Directors, Management, regulators, and shareholders; and
- keeping the Board informed of new and evolving regulatory requirements, corporate governance best practices, and AMLR through periodic updates, briefings, and written circulars.

Corporate Governance Overview Statement (Cont'd)

Both Company Secretaries are Associate Members of the Malaysian Institute of Chartered Secretaries and Administrators and fulfil the requirements to act as Company Secretary under Section 235(2) of the Companies Act 2016. They also undertake continuous professional development and training to stay abreast of regulatory changes, governance trends, and industry developments, thereby ensuring that the Board is supported with up-to-date and relevant advice.

Access to Information and Advice

The Board recognises that timely and unhindered access to information is essential for informed and effective decision-making. Accordingly, notices of meetings together with comprehensive meeting materials are circulated to all Directors in advance of each Board and Board Committee meeting. This enables Directors to review matters and seek clarification prior to deliberation. Directors may attend meetings in person or participate via tele/video-conferencing facilities, ensuring full participation regardless of location. Minutes of meetings are circulated to all Directors within a reasonable timeframe for review and confirmation. In addition, at each Board meeting, the Managing Director and/or the Executive Officers 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 ensures that the Board is well-informed to make informed decisions regarding the overall direction and management of the Company.

All Directors have unrestricted access to the advice and services of the Company Secretaries, who act as a source of guidance on governance matters, statutory and regulatory requirements, and Board procedures. In addition, the Board may obtain independent professional advice, at the Company's expense, whenever necessary to discharge its duties effectively. Where appropriate, external consultants, subject matter experts, or advisers are invited to brief the Board and provide deeper insights on specific issues under consideration.

Board Composition

As at the date of this Statement, the Board comprises eight (8) members, namely:

- one (1) Managing Director
- three (3) Executive Directors
- three (3) Independent Non-Executive Directors
- one (1) Non-Independent Non-Executive Director

The current composition of the Board complies with Rule 15.02 of the AMLR, which requires that at least two (2) or one-third (1/3) of the Board comprise independent directors and that the Board includes at least one (1) woman director. If the number of directors of the listed issuer is not three (3) or a multiple of 3, the number nearest to one-third (1/3) must be used. 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 and when necessary to consider business issues that require urgent decisions of the Board.

Corporate Governance Overview Statement (Cont'd)

During the FYE 2025, eight (8) board meetings were held, and the attendance of each Directors is shown as below:

No.	Name of Directors	Attendance
1.	Dato' Ir. Tee Chai Seng	8/8
2.	Mr Wong Choo Leong	8/8
3.	Ms Sharon Chew Mun Hoong	8/8
4.	Dato' Ng Kwang Hua *(appointed on 7 April 2025)*	5/6
5.	Mr Quek Ting Chin *(appointed on 14 April 2025)*	6/6
6.	Mr Ng Tiat Seng *(appointed on 14 April 2025)*	5/6
7.	Dato' Manikumar A/L Subramanian *(appointed on 14 April 2025)*	5/6
8.	Mr James Liew Vun Tak *(appointed on 16 July 2025)*	2/2
9.	Tan Sri Dato' Sri Izzuddin bin Dali *(retired on 12 June 2025)*	3/5
10.	Dato' Seri Ir. Mohamad Othman bin Zainal Azim *(resigned on 30 September 2025)*	7/7

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.

Annual Assessment and Independence of Directors

The NC is responsible for conducting an annual evaluation of the performance and effectiveness of the Board as a whole, the Board Committees and each individual Director. The evaluation process is led by the NC Chairman and supported by the Company Secretary through the administration of structured assessment questionnaires. All assessments carried out by the NC in the discharge of its functions are properly documented.

The effectiveness of the Board is assessed across various areas, including the Board's roles and responsibilities, composition, diversity, attendance, quality of participation and contribution during meetings, as well as the effectiveness of Board deliberations. The evaluation of the Board Committees focuses on their structure and processes, clarity of accountability and responsibilities, and the effectiveness of the respective Committee Chairmen.

For the FYE 2025 and up to the date of this Statement, the NC carried out its annual assessment of the effectiveness of the Board as a whole, the Board Committees, and the contribution and performance of each individual Director, including the Independent Directors, in accordance with the Directors' Fit and Proper Policy as well as the relevant requirements of the AMLR.

The evaluation encompassed a range of criteria such as board composition, diversity, skills, experience, time commitment, integrity, contribution to discussions, and the ability to provide strategic guidance and oversight. For Independent Directors, particular emphasis was placed on their capacity to exercise objective and impartial judgement, in line with the definition of "independence" under the AMLR.

In this regard, the Independent Directors continued to play a crucial role by providing independent perspectives, challenging management constructively, and ensuring that business risks are properly managed. For Non-Independent Directors, the assessment focused on their industry knowledge, business acumen, leadership, and contributions to strategy setting, governance, and value creation for shareholders.

Based on the annual assessment conducted, the NC and the Board were satisfied with the existing Board composition and concluded that each Director possesses the requisite competence, integrity and commitment to effectively discharge his or her responsibilities. The Board also confirmed that all Independent Directors continue to remain independent in character and judgement, and that the Board and its Committees continue to operate effectively with an appropriate balance of skills, experience and diversity.

Corporate Governance Overview Statement (Cont'd)

Tenure of Independent Directors

At present, the Board does not adopt a policy that limits the tenure of Independent Directors strictly to nine (9) years without further extension. The Board is of the view that independence should be assessed based on a Director's ability to exercise objective judgement and act in the best interests of the Company, rather than solely on length of tenure. In this regard, long-serving Independent Directors may continue to provide valuable insights and contribute effectively to the Board's deliberations.

Nevertheless, the Board is guided by the Board Charter and the recommendations of the MCCG, which provide that the tenure of an independent director should not exceed a term limit of nine (9) years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director. In the event that the Board intends to retain the independent director beyond 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.

As at the date of this Statement, none of the Independent Director of the Company has served beyond a cumulative term of nine (9) years. The Board will continue to monitor the tenure of its Independent Directors as part of its annual assessment process to ensure that objectivity, independence and effective oversight are preserved in the Board's decision-making.

Gender Diversity

The Board supports and values boardroom gender diversity, in line with the recommendations of the MCCG, and remains committed to fostering a diverse and inclusive Board. As at the date of this Statement, one (1) out of eight (8) Directors of the Company is female, representing 12.5% of the Board composition. While the Company has not yet achieved the 30% female Board representation as recommended under the MCCG, the Board is committed to progressively strengthening gender diversity and will continue to give due consideration to suitably qualified female candidates as part of its Board succession planning and future appointments.

In addition to gender diversity, the Board also recognises the importance of diversity in terms of ethnicity, age, skills, experience and background. Accordingly, when considering new appointments, the Board will also take into account the overall composition of the Board to ensure an appropriate mix of perspectives and competencies that supports effective deliberation, robust decision-making and the long-term interests of the Group.

Appointment and Re-election of Directors

The Board, through the NC, is responsible for identifying and recommending suitable candidates for appointment to the Board. The NC adopts a formal, transparent and objective process guided by the Company's Constitution and the Directors' Fit and Proper Policy, ensuring that candidates possess the character, integrity, experience, skills, competence and time commitment required to discharge their responsibilities effectively.

The appointment process typically involves the identification of potential candidates, assessment against predetermined criteria, and NC deliberation before making a recommendation to the Board. Where appropriate, the NC may also utilise independent sources such as professional networks, directors' registries, recruitment firms or external consultants to broaden the talent pool. This ensures that appointments are merit-based, aligned with the Company's strategic objectives, and reflective of the Board's commitment to diversity of skills, perspectives and gender.

Whereas for re-election of Directors, in accordance with the Company's Constitution, an election of Directors shall take place each year at the Annual General Meeting ("**AGM**"). At least one-third (1/3) of the Directors shall retire by rotation every three (3) years and may offer themselves for re-election at the AGM.

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

At the forthcoming AGM, the following Directors are retiring by rotation pursuant to the Company's Constitution:-

- Dato' Ir. Tee Chai Seng – *Clause 105(1) of the Company's Constitution*
- Sharon Chew Mun Hoong – *Clause 105(1) of the Company's Constitution*
- James Liew Vun Tak – *Clause 113 of the Company's Constitution*

Corporate Governance Overview Statement (Cont'd)

The Board, based on the recommendations from the NC and having considered the performance and contributions of Dato' Ir. Tee Chai Seng, Sharon Chew Mun Hoong and James Liew Vun Tak, recommends their re-election for shareholders' approval at the forthcoming AGM.

Company's Policies

Code of Conduct and Ethics

The Code of Conduct and Ethics serves as a guiding framework for the Board and employees in the discharge of their duties and responsibilities, and reflects the Group's commitment to the highest standards of personal and corporate integrity across all levels of the organisation.

Under the Code, Directors and employees are expected to observe high standards of integrity, professionalism and fair dealing in their interactions with clients, employees, management, business partners and regulators, and to comply with all applicable laws, rules and regulations in the jurisdictions in which the Group operates.

The Code of Conduct and Ethics is available on the Company's website at www.tcsgroup.com.my

Whistleblowing Policy

The Group has in place a Whistleblowing Policy aimed at fostering an open and transparent environment in which employees and external parties are encouraged to report genuine concerns or suspected misconduct in good faith, without fear of retaliation or reprisal.

The policy provides appropriate channels for such concerns to be raised and ensures that all disclosures are treated seriously, confidentially and investigated in a fair and timely manner, with appropriate corrective actions taken where necessary.

The whistleblowing policy is available on the Company's website at www.tcsgroup.com.my

Anti-Bribery and Anti-Corruption Policy

The Group is committed to conducting its business in an ethical and transparent manner and adopts a zero-tolerance approach towards all forms of bribery and corruption. In this regard, the Group has implemented an Anti-Bribery and Anti-Corruption Policy to promote integrity, accountability and compliance across its operations.

The policy sets out the Group's stance on bribery and corruption and provides guidance to Directors and employees on recognising and addressing bribery and corruption risks.

The Anti-Bribery and Anti-Corruption Policy is available on the Company's website at www.tcsgroup.com.my

Directors' Fit and Proper Policy

Following the amendments to the AMLR of Bursa Securities, the Board adopted a Directors' Fit and Proper Policy. The policy ensures that Directors possess the requisite character, integrity, competence, skills, knowledge, experience and time commitment to effectively discharge their roles and responsibilities, and to act in the best interests of the Company and its stakeholders. The Directors' Fit and Proper Policy is available on the Company's website at www.tcsgroup.com.my

Governing Sustainability

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

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

Corporate Governance Overview Statement (Cont'd)

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 and Continuous Education

The Board recognises the importance of continuous education and training in equipping its members with the requisite knowledge and skills to effectively discharge their duties and responsibilities in a dynamic and evolving business environment.

The Company Secretary regularly updates the Board on statutory, regulatory and corporate governance developments, thereby ensuring that the Directors are kept abreast of the latest requirements, regulatory expectations and best practices.

In addition, all Directors are encouraged to participate in relevant conferences, seminars and training programmes to further enhance their knowledge and competencies in areas including, but not limited to, corporate governance, regulatory developments, sustainability, finance, risk management and industry trends relevant to the Group's operations.

During the financial year under review, the Directors attended, among others, the following training programmes, seminars and/or forums:

Name of Director	Seminars/Conferences/Training Programmes Attended
Dato' Ir. Tee Chai Seng	• **Mandatory Accreditation Programme Part II: Leading for Impact on 18 & 19 June 2025**
Wong Choo Leong	• **Mandatory Accreditation Programme Part II: Leading for Impact on 20 & 21 May 2025**
Sharon Chew Mun Hoong	• **Board Simulation: Balancing Risks & Opportunity in Sustainability Leadership Programme on 9 September 2025**
Dato' Ng Kwang Hua	• **Mandatory Accreditation Programme on 9 & 10 June 2025**
Dato' Manikumar A/L Subramanian	• **Mandatory Accreditation Programme on 22 & 23 July 2025**
Ng Tiat Seng	• **Mandatory Accreditation Programme on 22 & 23 July 2025**
Quek Ting Chin	• **Mandatory Accreditation Programme on 22 & 23 July 2025** • **Board Simulation: Balancing Risks & Opportunity in Sustainability Leadership Programme on 9 September 2025**
James Liew Vun Tak	• **Mandatory Accreditation Programme on 12 & 13 November 2025**

The Board is satisfied that the Directors have received appropriate and relevant training during the year to enhance their knowledge and effectiveness in discharging their responsibilities.

Board Committees

To support the Board in discharging its oversight functions effectively, the following four (4) principal Board Committees have been established:-

- Audit Committee;
- Nomination Committee;
- Remuneration Committee; and
- Risk Management Committee.

Corporate Governance Overview Statement (Cont'd)

Each Committee operates under a clear TOR approved by the Board, which are reviewed periodically to ensure they remain relevant and in line with regulatory requirements and best practices. The TORs are accessible on the Company's website at www.tcsgroup.com.my

Audit Committee

The AC assists the Board in fulfilling its statutory and fiduciary responsibilities in relation to financial reporting, internal controls, risk management, compliance, and governance. The AC is responsible, among others, for:

- Reviewing the quarterly and annual financial statements of the Group before submission to the Board.
- Assessing the adequacy and effectiveness of the Group's internal control systems.
- Reviewing the internal and external audit plans, audit findings, and management's responses.
- Overseeing the independence and performance of both the internal and external auditors.

The composition and summary of activities of the AC during the financial year are set out in the AC Report of this Annual Report.

Nomination Committee

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.

The NC comprises four (4) members, the majority of whom are Independent Non-Executive Directors, in compliance with Rule 15.08A of the AMLR. In line with Practice 5.8 of the MCCG, the NC is chaired by Dato' Manikumar A/L Subramanian, an Independent Non-Executive Director. The NC is comprised of the following Directors:-

Name	Directorship	Designation
Dato' Manikumar A/L Subramanian *(appointed on 16 December 2025)*	Independent Non-Executive Director	Chairman
Sharon Chew Mun Hoong	Independent Non-Executive Director	Member
Quek Ting Chin	Independent Non-Executive Director	Member
James Liew Vun Tak *(appointed on 16 December 2025)*	Non-Independent Non-Executive Director	Member
Dato' Seri Ir. Mohamad Othman bin Zainal Azim *(resigned on 30 September 2025)*	Independent Non-Executive Director	Member

The NC meets at least once a year, or more frequently if required. For the FYE 2025, the NC undertook the following activities:

1. Assessed the structure, size, composition and overall effectiveness of the Board as a whole and its Board Committees.
2. Conducted the annual assessment of the performance of the Independent Directors, prior to making its recommendation to the Board.
3. Reviewed the profile of the following candidates and recommended their appointment as directors in the Company to the Board for approval:-

    - Dato' Ng Kwang Hua
    - Quek Ting Chin
    - Dato' Manikumar A/L Subramanian
    - Ng Tiat Seng
    - James Liew Vun Tak

4. Assessed the suitability, experience and competencies of Directors and recommended their appointment to the respective Board Committees, taking into account the requirements of each Committee.
5. Reviewed and recommended to the Board the re-election and retirement by rotation of Directors for approval at the 6th Annual General Meeting.

Corporate Governance Overview Statement (Cont'd)

Remuneration Committee

The RC comprises four (4) members, the majority of whom are Independent Non-Executive Directors, in line with best practices under the MCCG. The RC is chaired by Dato' Manikumar A/L Subramanian, an Independent Non-Executive Director.

Name	Directorship	Designation
Dato' Manikumar A/L Subramanian *(appointed on 16 December 2025)*	Independent Non-Executive Director	Chairman
Sharon Chew Mun Hoong	Independent Non-Executive Director	Member
Quek Ting Chin	Independent Non-Executive Director	Member
James Liew Vun Tak *(appointed on 16 December 2025)*	Non-Independent Non-Executive Director	Member
Dato' Seri Ir. Mohamad Othman bin Zainal Azim *(resigned on 30 September 2025)*	Independent Non-Executive Director	Member

The RC is governed by its TOR and is responsible for overseeing and implementing the Group's remuneration policies and procedures. Its principal objective is to ensure that the remuneration framework for the Board is fair, competitive and aligned with the Group's long-term objectives, shareholders' interests and prevailing market practices.

In discharging its duties, the RC ensures that the level of Directors' fees appropriately reflects the responsibilities, experience and contributions of each Director, and remains comparable with similar roles in other public listed companies. To support this, the RC periodically benchmarks the Company's remuneration framework against industry peers and other public listed companies to ensure continued competitiveness and fairness.

In addition, the RC establishes and maintains a formal and transparent process for determining executive and Directors' remuneration. In doing so, the RC takes into consideration factors such as individual and Group performance, market benchmarks and industry standards, with the objective of promoting accountability, attracting and retaining talent, and upholding sound governance practices within the Group.

For the FYE 2025, the RC reviewed and recommended to the Board the Directors' fees and other benefits payable to the Directors for shareholders' approval at the Company's 6th Annual General Meeting.

Risk Management Committee

The RMC comprises five (5) members and is chaired by Ms Sharon Chew Mun Hoong, an Independent Non-Executive Director.

Name	Directorship	Designation
Sharon Chew Mun Hoong *(appointed on 16 December 2025)*	Independent Non-Executive Director	Chairperson
Dato' Ir. Tee Chai Seng	Managing Director	Member
Ng Tiat Seng *(appointed on 16 December 2025)*	Executive Director	Member
Quek Ting Chin *(appointed on 14 April 2025)*	Independent Non-Executive Director	Member
James Liew Vun Tak *(appointed on 16 December 2025)*	Non-Independent Non-Executive Director	Member
Dato' Seri Ir. Mohamad Othman bin Zainal Azim *(resigned on 30 September 2025)*	Independent Non-Executive Director	Chairman

The RMC is governed by its TOR and is responsible for overseeing the Group's risk management framework, policies and processes. Its principal objective is to assist the Board in ensuring that material risks faced by the Group are identified, assessed, monitored and managed in a manner that supports the achievement of the Group's strategic objectives and protects shareholders' interests.

Corporate Governance Overview Statement (Cont'd)

In discharging its duties, the RMC oversees the adequacy and effectiveness of the Group's risk management framework and internal control systems, including the identification and assessment of key strategic, operational, financial, compliance and sustainability-related risks. The RMC also reviews the appropriateness of risk mitigation measures and monitors the implementation of Management's action plans to address identified risks.

The RMC further oversees and approves the Group's enterprise risk management framework, taking into account the scale, complexity and nature of the Group's operations. This includes setting and reviewing the Group's risk appetite and tolerance levels, ensuring the establishment of appropriate risk management policies and governance structures, and promoting the integration of risk management considerations into business planning and decision-making processes.

For the FYE 2025, the RMC reviewed the Group's risk profile and key risk exposures, evaluated the effectiveness of the risk management and internal control systems, and reported its findings and recommendations to the Board for consideration.

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 2025 are as follows and the details of which can be found in the Corporate Governance Report:-

	Company (RM)		Group (RM)		
Directors	**Salaries[1] and incentives[2]**	**Fees**	**Salaries[1] and incentives[2]**	**Fees**	**Total**
Executive Directors					
Dato' Ir. Tee Chai Seng	-	-	548,324	-	548,324
Wong Choo Leong	-	-	287,833	-	287,833
Dato' Ng Kwang Hua *(appointed on 7 April 2025)*	-	-	48,215	-	48,215
Ng Tiat Seng *(appointed on 14 April 2025)*	-	-	303,582	-	303,582
Non-Executive Directors					
Sharon Chew Mun Hoong	-	-	-	49,000	49,000
Quek Ting Chin *(appointed on 14 April 2025)*	-	-	-	43,833	43,833
Dato' Manikumar A/L Subramanian *(appointed on 14 April 2025)*	-	-	-	35,267	35,267
James Liew Vun Tak *(appointed on 16 July 2025)*	-	-	-	22,065	22,065
Tan Sri Dato' Sri Izzuddin bin Dali *(retired on 12 June 2025)*	-	-	-	32,400	32,400
Dato' Seri Ir. Mohamad Othman bin Zainal Azim *(resigned on 30 September 2025)*	-	-	-	46,000	46,000
Ooi Guan Hoe *(resigned on 14 April 2025)*	-	-	-	17,333	17,333

Notes:
[1] Inclusive of contribution to EPF, EIS and SOCSO
[2] 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	1
RM100,001 to RM150,000	1
RM150,001 to RM200,000	2
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 is entrusted by the Board with providing independent oversight of the Group's financial reporting process, internal control systems, risk management framework and governance practices. The AC ensures that the Group's financial statements are prepared in accordance with applicable accounting standards and regulatory requirements, that both the internal and external audit functions remain effective and independent, and that related party transactions are conducted fairly and transparently.

Collectively, the members of the AC are financially literate and possess the requisite commercial expertise, skills, knowledge and understanding of matters within the purview of the AC, including financial reporting principles and developments. The AC members remain informed of relevant changes to financial reporting standards and issues that may have a significant impact on the Group's financial statements through regular updates from the external auditors and the Executive Directors.

The Board has taken note of Practice 9.2 of the MCCG, which recommends that a former partner of the external audit firm observe a cooling-off period of at least three (3) years before being appointed as a member of the AC. In this regard, the Company has incorporated this requirement into the TOR of the AC. The AC also reviews the independence, suitability and re-appointment of the External Auditors on an annual basis.

Details of the activities carried out by the AC for FYE 2025 are set out in the AC Report in the Annual Report.

(1) Compliance with Applicable Financial Reporting Standards

The Company's audited financial statements are prepared in accordance with the requirements of the applicable approved accounting standards in Malaysia and the provisions of the Act.

The AC assists the Board in overseeing the financial reporting process and ensuring the quality of financial disclosures. This includes reviewing the information to be disclosed to ensure its completeness, accuracy, and adequacy before it is recommended for approval by the Board and subsequently released to Bursa Securities.

The Board is committed to presenting shareholders with a clear, balanced, and meaningful assessment of the Company's financial performance and prospects through the timely issuance of audited financial statements and quarterly financial results in compliance with applicable financial reporting standards.

Corporate Governance Overview Statement (Cont'd)

(2) Assessment of Suitability and Independence of External Auditors

For the FYE 2025, the AC conducted its annual assessment of the External Auditors, focusing on their resources, technical competency, audit approach, objectivity and independence. Following the assessment, the AC was satisfied with the performance, professional independence and audit quality demonstrated by Messrs. Grant Thornton Malaysia PLT throughout the financial year.

In assessing the independence of the External Auditors, the AC noted that none of the members of the Board were former audit partners of the External Auditors. In addition, the Board has no intention of appointing any former audit partner as a member of the Board, thereby mitigating potential familiarity or self-review threats and safeguarding the independence and integrity of the audit process.

The AC also maintains transparent and effective working arrangements with the External Auditors to support the discharge of their professional responsibilities. During the financial year, the External Auditors highlighted matters requiring the AC's attention where appropriate. The AC also met with the External Auditors at least once during the financial year without the presence of Executive Directors or Management, to facilitate open and candid discussions on audit, financial reporting and independence matters.

Risk Management and Internal Control Framework

(1) Sound Framework to Manage Risks

The Board recognises the importance of maintaining a robust risk management and internal control framework as an integral component of good corporate governance and the long-term sustainability of the Group. The Board affirms its overall responsibility for establishing, maintaining and reviewing the effectiveness of the Group's risk management and internal control systems to safeguard shareholders' investments, the Group's assets and the interests of other stakeholders.

To support the Board in discharging this responsibility, oversight of the Group's risk management framework is delegated to the RMC. The RMC is responsible for overseeing the identification, assessment, monitoring and management of key risks across the Group, ensuring that such risks are managed within the Group's approved risk appetite and tolerance levels. Regular reviews are undertaken by the RMC to ensure that the risk management framework remains relevant and responsive to changes in the operating environment.

Oversight of the Group's internal control system and internal audit function is delegated to the AC. The internal audit function is outsourced to an independent professional firm, which provides objective assurance on the adequacy and effectiveness of the Group's internal control system, risk management processes and governance practices. The internal auditors' reports, together with Management's responses and action plans, are tabled, reviewed and deliberated at AC meetings.

Through the respective oversight roles of the RMC and the AC, the Board is provided with reasonable assurance on the adequacy, effectiveness and integrity of the Group's risk management and internal control systems.

Further details on the Group's risk management and internal control framework, including its key features, processes and review mechanisms, are set out in the Statement on Risk Management and Internal Control in this Annual Report.

(2) Internal Audit Function

The internal audit function of the Group is outsourced to an independent professional firm, Sterling Business Alignment Consulting Sdn Bhd, to provide objective and independent assurance to the AC and the Board. The Internal Auditors report functionally to the AC and are granted full and unrestricted access to the Group's records, properties and personnel necessary for the effective discharge of their responsibilities.

For the FYE 2025, the Internal Auditors carried out their reviews in accordance with the approved internal audit plan. The scope of work covered, among others, the evaluation of the adequacy and effectiveness of the Group's governance processes, risk management practices and internal control systems, as well as compliance with internal policies, procedures and applicable laws and regulations. The findings, together with Management's responses and corrective action plans, were presented to and deliberated by the AC.

Corporate Governance Overview Statement (Cont'd)

During the financial year, the Internal Auditors also met with the AC to provide updates on key audit findings, progress of remediation actions and follow-up on previously reported issues, to ensure that corrective measures were implemented in a timely manner.

The AC assessed the performance of Sterling Business Alignment Consulting Sdn. Bhd., the Group's Internal Auditors for the FYE 2025, and was satisfied that the internal audit function was carried out effectively during the period under review.

Notwithstanding the satisfactory performance, the change in internal auditors was made following a periodic review of the Group's internal audit arrangements and future requirements. Accordingly, the AC recommended, and the Board approved, the appointment of SocialGreen Governance Sdn. Bhd. as the Group's new Internal Auditors for the financial year ending 31 December 2026.

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.

Corporate Governance Overview Statement (Cont'd)

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 MCCG, 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.

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 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 24 April 2026.

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 2025 ("**FYE 2025**").

Composition

Presently, the Audit Committee ("**AC**") comprises four (4) members, all of whom are Non-Executive Directors and with majority of Independent Non-Executive Directors. The members of AC are as follows: -

Name	Directorship	Designation
Quek Ting Chin *(appointed on 14 April 2025)*	Independent Non-Executive Director	Chairman
Sharon Chew Mun Hoong	Independent Non-Executive Director	Member
Dato' Manikumar A/L Subramanian *(appointed on 16 December 2025)*	Independent Non-Executive Director	Member
James Liew Vun Tak *(appointed on 16 December 2025)*	Non-Independent Non-Executive Director	Member
Dato' Seri Ir. Mohamad Othman bin Zainal Azim *(resigned on 30 September 2025)*	Independent Non-Executive Director	Member

The Chairman of the AC is not the Chairman of the Board of Directors, in line with recognised best practices in corporate governance to preserve the AC's independence and objectivity. The AC is chaired by an Independent Non-Executive Director, namely Mr Quek Ting Chin, who is a member of the Malaysian Institute of Accountants. This composition complies with the requirement of Rule 15.09(1)(c) of the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

In addition, the Company ensures that no alternate director is appointed as a member of the AC. Accordingly, the current composition of the AC, which does not include any alternate director, is in full compliance with Rule 15.09(2) of the AMLR of Bursa Securities, thereby reinforcing the AC's independence and its clear and direct accountability to the Board.

The Company also recognises the importance of safeguarding the independence of its External Auditors and preventing any actual or potential conflicts of interest. At present, none of the AC members are former audit partners of the Group's appointed External Auditors. This principle is further reinforced through a specific provision in the AC's Terms of Reference, which requires a mandatory cooling-off period of at least three (3) years to be observed before a former audit partner of the Group's External Auditors may be considered for appointment to the AC.

Terms of Reference

The Terms of Reference of the AC which set out its authority, duties and responsibilities are available on the Company's website at www.tcsgroup.com.my

Attendance of Meetings

The AC held five (5) meetings during the FYE 2025. The attendance records of the AC members are set out below:

Name	Designation
Quek Ting Chin *(appointed on 14 April 2025)*	4/4
Sharon Chew Mun Hoong	5/5
Dato' Manikumar A/L Subramanian *(appointed on 16 December 2025)*	– [1]
James Liew Vun Tak *(appointed on 16 December 2025)*	– [1]
Dato' Seri Ir. Mohamad Othman bin Zainal Azim *(resigned on 30 September 2025*	4/4

Note:-

1. *The appointments were made after the last AC meeting held during the FYE. Accordingly, these members did not attend any AC meetings during the FYE 2025.*

Audit Committee's Report (Cont'd)

Attendance of Meetings (Cont'd)

The Chief Financial Officer and relevant finance personnel are invited to attend all AC meetings to facilitate direct communications and to provide clarification on matters relating to the financial reports. Other Board members and designated members of Senior Management may also attend the meetings, at the invitation of the AC, when matters within their purviews are discussed. This enables the AC to obtain relevant information from key decision-makers and supports informed and effective deliberations.

Both Internal Auditors and External Auditors are invited to present their respective audit plans and audit findings respectively. Minutes of each AC meeting are duly recorded and tabled for confirmation at the subsequent AC meeting.

Summary Activities of the AC

The activities undertaken by the AC during the FYE 2025 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 2025 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 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 2025 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 resources and competency of the proposed new Internal Auditors and, upon being satisfied, recommended to the Board the appointment of SocialGreen Governance Sdn. Bhd. as the Internal Auditors of the Company for the financial year ending 31 December 2026, for the Board's consideration and approval;

i) Reviewed the effectiveness of the Group's internal control system;

j) 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;

k) 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; and

l) Reviewed the AC 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

During the FYE 2025, 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 adequacy and effectiveness of the Group's system of internal controls, whilst ensuring an appropriate balance between controls and risks in support of the Group's business objectives.

For each internal audit engagement, the Internal Auditors deployed a team comprising three (3) to four (4) personnel. The internal audit engagement is led by Mr Cheng Chean who is a Chartered Member of the Institute of Internal Auditors Malaysia and a Fellow Member of the Association of Chartered Certified Accountant and he has over 20 years of hands-on experience in the fields of External Audit, Internal Audit and Internal Control Review.

In carrying out their work, the Internal Auditors adopted the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework as the basis for providing independent assurance on the effectiveness and efficiency of the Group's internal control system to the AC.

For the FYE 2025, the Internal Auditors conducted internal audit reviews on the following areas of the Company's subsidiaries:-

(a) Safety and Health Function of TCS Construction Sdn Bhd; and
(b) Project Management of TCS Construction Sdn Bhd.

In addition, follow-up status reviews were performed on previously reported audit findings to assess the adequacy and timeliness of corrective actions implemented by Management.

The cost incurred for the internal audit function for FYE 2025 amounted to RM33,000.

Subsequent to the end of FYE 2025, upon assessing the competency, independence and adequacy of resources, the AC recommended, and the Board approved, the appointment of SocialGreen Governance Sdn. Bhd. to replace Sterling Business Alignment Consulting Sdn. Bhd. as the Group's new Internal Auditors for the financial year ending 31 December 2026.

Compliance Statement

This AC Report has been reviewed by the AC and approved by the Board on 24 April 2026.

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 and its subsidiaries ("**the Group**") for the financial year ended 31 December 2025. 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 and guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers: (SORMIC GUIDE 2025) ("**Guidelines**").

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 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 and 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 ("**AC**") during the AC 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 AC. 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 2025, two (2) internal audit reviews had been carried out by the Internal Auditor:

Quarter under Review	Reporting Month	Name of Entity Audited	Audited Areas
1st Quarter (January – March 2025)	May 2025	TCS Construction Sdn Bhd	Project Management
3rd Quarter (July – September 2025)	November 2025	TCS Construction Sdn Bhd	Safety and Health

The total cost incurred for the internal audit function for the financial year ended 31 December 2025 was RM33,000.

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 AC, Nomination Committee, Remuneration Committee and Risk Management Committee;

3. Clearly defined and formalised policies, procedures and guidelines are in place to support the Group in achieving its corporate objectives. These includes, among others, the Anti-Bribery and Anti-Corruption Policy, which provide a basis for ensuring compliance with applicable laws and regulations, as well as maintaining effective internal controls over 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 AC and Board for approval.

7. Ensuring that ESG and other sustainability risks are embedded within the company's overall risk management and internal control framework, rather than addressed as standalone issues.

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

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the ACE Market Listing Requirements, the external auditors have reviewed this Statement for inclusion in the Annual Report for the financial year ended 31 December 2025. The external auditors have reported to the Board that, based on their review procedures performed and evidence obtained, nothing has come to their attention to indicate that this Statement is not prepared, in all material respects, in accordance with the disclosures required under Section 7 of Statement of Risk Management and Internal Control (SORMIC): Guidelines for Directors of Listed Companies (SORMIC Guide 2025), or that the Statement is 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 cognizant 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 2025.

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 24 April 2026.

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 2025 are as follows:

	Group RM	Company RM
Audit		
- Financial audit	155,000	32,000
Non-audit		
- Review of Statement on Risk Management and Internal Control	10,000	10,000
- Tax fee and transfer pricing fee	55,000	8,000
Total	**220,000**	**50,000**

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 18 July 2025, the Company proposed to undertake a private placement of up to 10% of the total number of issued ordinary shares of the Company to independent third-party investor(s) in accordance with the general mandate granted pursuant to Sections 75 and 76 of the Companies Act 2016 at the 6th AGM held on 12 June 2025 ("**Private Placement**").

On 14 August 2025, 60,060,167 new ordinary shares were fully allotted and issued pursuant to the Private Placement. The Private Placement has been completed following listing and quotation of these shares at RM0.1042 each on the ACE Market of Bursa Malaysia Securities Berhad on the same date, successfully raising total proceeds of RM6.26 million.

The proceeds have been fully utilised and the summary of the utilisation are as follows:-

Details of utilisation of proceeds	Intended Timeframe for Utilisation	Proceeds raised (RM'000)	Actual utilisation (RM'000)	Deviation (RM'000)	Balance unutilised (RM'000)
Working capital for the Group's existing construction projects	Within 24 months	6,178	6,094	(84)	-
Estimated expenses	Immediate	80	164	84	-
Total		**6,258**	**6,258**	**-**	**-**

RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF REVENUE OR TRADING 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 renewal of existing 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 Malaysia Securities Berhad at the forthcoming Annual General Meeting to be convened on 29 June 2026. The details are as enclosed in the Circular to Shareholders dated 30 April 2026.

DIRECTORS' **RESPONSIBILITY STATEMENT**

STATEMENT OF DIRECTORS' RESPONSIBILITY IN RELATION TO THE AUDITED FINANCIAL STATEMENTS

The Directors are responsible for ensuring that the annual audited financial statements of the Group and the Company are prepared in accordance with the Companies Act 2016, the applicable Malaysian Financial Reporting Standards and International Financial Reporting Standards, and that these financial statements give a true and fair view of the state of affairs of the Group and the Company as at the financial year end, and of their results and cash flows for the year then ended.

In preparing the audited financial statements, the Directors have:

- Ensured that the Group and the Company have applied appropriate accounting policies consistently;
- Ensured that the financial statements were prepared on a going concern basis with reasonable and prudent judgements and estimates made; and
- Ensured that all disclosures required under the Companies Act 2016 and the ACE Market Listing Requirements were made in full.

The Directors are also responsible for ensuring that proper accounting records are maintained, disclosing with reasonable accuracy the financial position of the Group and the Company, and for ensuring that the financial statements comply with the Companies Act 2016.

In addition, the Directors have a general responsibility for taking such steps that are reasonably available to them to safeguard the assets of the Group and the Company, and to prevent and detect 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 2025.

PRINCIPAL ACTIVITIES

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

The principal activities of the subsidiaries are disclosed 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

	Group RM	Company RM
Profit/(Loss) for the financial year	2,315,584	(563,404)
Attributable to:		
Owners of the Company	2,217,110	(563,404)
Non-controlling interests	98,474	-
	2,315,584	(563,404)

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)
Wong Choo Leong* (Executive Director, Non-independent)
Sharon Chew Mun Hoong (Independent Non-executive Director)
Dato' Ng Kwang Hua* (Executive Director, Non-independent)
Quek Ting Chin (Independent Non-executive Director)
Dato' Manikumar A/L Subramanian (Independent Non-executive Director)
Ng Tiat Seng* (Executive Director, Non-independent)
James Liew Vun Tak (Non-independent Non-executive Director) (Appointed on 16 July 2025)
Tan Sri Dato' Sri Izzuddin Bin Dali (Independent Non-executive Chairman) (Retired on 12 June 2025)
Dato' Seri Ir. Mohamad Othman Bin Zainal Azim (Independent Non-executive Director) (Resigned on 30 September 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
Chin Gee Hoo (Appointed on 10 September 2025)
Chew Wei Chi (Resigned on 10 September 2025)
Tan Lai Soon (Resigned on 10 September 2025)
Gan Yee Hin (Resigned on 12 February 2026)
Tan Sri Datuk Seri Gan Yu Chai (Resigned on 12 February 2026)

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 1.1.2025	Bought	Sold	At 31.12.2025
Direct interest				
Dato' Ir. Tee Chai Seng	289,573,727	-	(141,500,000)	148,073,727
Dato' Ng Kwang Hua	15,270,180	100,854,186	-	116,124,366
James Liew Vun Tak	-	71,500,000	-	71,500,000
Wong Choo Leong	303,200	-	-	303,200
Indirect interest				
Dato' Ir. Tee Chai Seng*	50,854,186	-	(50,854,186)	-

	Number of Warrants 2024/2029			
	At 1.1.2025	Issued	Sold	At 31.12.2025
Direct interest				
Dato' Ir. Tee Chai Seng	49,641,210	-	(49,641,210)	-
Dato' Ng Kwang Hua	5,014,248	-	-	5,014,248
Indirect interest				
Dato' Ir. Tee Chai Seng*	8,717,860	-	-	8,717,860

* deemed interest by virtue of the share held by spouse

By virtue of the direct interest of Dato' Ir. Tee Chai Seng in the Company, he is 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 under Section 8 of the Companies Act 2016 in Malaysia.

Directors' Report (Cont'd)

DIRECTORS' EMOLUMENTS AND BENEFITS

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

	Incurred by the subsidiary/ Group RM
Directors' fee	245,898
Salaries, wages and other emoluments	1,077,825
Defined contribution plan	75,725
Social security contribution	3,678
	1,403,126

The estimated monetary value of Directors' benefits-in-kind is RM30,725.

During and at the end of the financial year, no arrangement subsisted to which the Company is a party, with the object or objects of enabling the 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 25 and 26 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

On 14 August 2025, the Company issued 60,060,167 new ordinary shares at an issue price of RM0.1042 per ordinary share for a total cash consideration of RM6,258,269 pursuant to its private placement exercise.

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

There were no issuance of debentures during the financial year.

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 in the Company at any time from 21 June 2024 up to the expiry date on 20 June 2029, at 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:-

	Number of Warrants 2024/2029			
	At 1.1.2025	**Issued**	**Exercised**	**At 31.12.2025**
Number of unexercised Warrants	102,960,285	-	-	102,960,285

The details and salient terms of Warrants 2024/2029 are disclosed in Note 12 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 be realised 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 be expected so to realise.

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.

Directors' Report (Cont'd)

OTHER STATUTORY INFORMATION (CONT'D)

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 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 insurance coverage for the Directors and Officers of the Company and its subsidiaries. The amount of insurance premium paid and indemnity coverage for the Directors and Officers of the Group and of the Company during the financial year are amounted to RM66,917 and RM6,000,000 respectively.

SUBSEQUENT EVENTS

The subsequent events are disclosed in Note 32 to the financial statements.

Directors' Report (Cont'd)

AUDITORS

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

The amount of audit and other fees paid or payable to the Auditors and its local affiliate by the Group and the Company for the financial year ended 31 December 2025 amounted to RM220,000 and RM50,000 respectively. Further details are disclosed in Note 22 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 requirements 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 24 April 2026.

.....)
DATO' IR. TEE CHAI SENG)
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) DIRECTORS
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.....)
DATO' NG KWANG HUA)

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 76 to 133 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 2025, 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 24 April 2026.

.....	.....
DATO' IR. TEE CHAI SENG	DATO' NG KWANG HUA

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 76 to 133 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of Statutory Declarations Act 1960.

Subscribed and solemnly declared by)
the abovenamed at Kuala Lumpur in)
the Federal Territory this day of)
24 April 2026)

.....
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 2025 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 76 to 133.

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 2025, 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 8 to the financial statements. We focused on this area because the Group has material amount of trade receivables of RM7,474,422 that are past due but not impaired. 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
Refer to Note 19 to the financial statements, total revenue from construction contracts was RM355,780,042 which represents 100% of the Group's revenue in this financial year.

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 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.

Our response
We performed a range of audit procedures which included obtaining samples of contracts or letter of awards, reviewing 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.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group's financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes 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: 03223/12/2027(J))
CHARTERED ACCOUNTANT

Kuala Lumpur
24 April 2026

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Note	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
ASSETS					
Non-current assets					
Property, plant and equipment	3	29,437,466	31,884,356	-	-
Investment properties	4	3,560,940	2,598,963	-	-
Investment in subsidiaries	5	-	-	82,573,895	26,573,895
Fixed deposits with licensed banks	6	8,873,418	8,081,299	-	-
Cash and bank balances	7	-	823,133	-	-
Total non-current assets		41,871,824	43,387,751	82,573,895	26,573,895
Current assets					
Trade receivables	8	107,394,082	120,228,738	-	-
Contract assets	9	113,690,279	54,246,058	-	-
Other receivables	10	8,676,396	9,723,897	12,295	7,667
Amount due from subsidiaries	5	-	-	9,842,760	56,467,760
Tax recoverable		1,907,807	1,854,521	63,797	54,357
Fixed deposits with licensed banks	6	1,221,053	676,236	-	-
Cash and bank balances	7	9,399,635	12,421,172	194,917	251,078
Total current assets		242,289,252	199,150,622	10,113,769	56,780,862
TOTAL ASSETS		284,161,076	242,538,373	92,687,664	83,354,757
EQUITY AND LIABILITIES					
Equity					
Equity attributable to owners of the Company					
Share capital	11	81,575,759	75,317,490	81,575,759	75,317,490
Warrant reserve	12	11,438,888	11,438,888	11,438,888	11,438,888
Merger deficit	13	(24,065,424)	(24,065,424)	-	-
Retained earnings/ (Accumulated losses)		18,121,697	15,904,587	(4,123,040)	(3,559,636)
		87,070,920	78,595,541	88,891,607	83,196,742
Non-controlling interests		1,830,060	1,731,586	-	-
Total equity		88,900,980	80,327,127	88,891,607	83,196,742

Statements Of Financial Position As at 31 December 2025 (Cont'd)

	Note	Group		Company	
		2025	2024	2025	2024
		RM	RM	RM	RM
Liabilities					
Non-current liabilities					
Lease liabilities	14	1,900,859	6,499,819	-	-
Borrowings	15	5,767,461	4,088,587	-	-
Total non-current liabilities		7,668,320	10,588,406	-	-
Current liabilities					
Trade payables	16	139,661,229	105,912,678	-	-
Contract liabilities	9	2,277,800	-	-	-
Other payables	17	9,159,763	18,780,868	96,057	158,015
Amount due to a Director	18	3,700,000	-	3,700,000	-
Lease liabilities	14	7,420,044	6,787,167	-	-
Borrowings	15	25,372,940	20,142,127	-	-
Total current liabilities		187,591,776	151,622,840	3,796,057	158,015
Total liabilities		195,260,096	162,211,246	3,796,057	158,015
TOTAL EQUITY AND LIABILITIES		284,161,076	242,538,373	92,687,664	83,354,757

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 2025

	Note	Group		Company	
		2025	2024	2025	2024
		RM	RM	RM	RM
Revenue	19	355,780,042	392,873,805	-	-
Cost of sales		(340,548,742)	(379,110,659)	-	-
Gross profit		15,231,300	13,763,146	-	-
Other income		665,596	1,897,773	-	7,298,766
Administrative expenses		(11,792,029)	(11,402,311)	(563,404)	(1,649,943)
Reversal of impairment loss on financial assets		331,750	741,601	-	810,798
Profit/(Loss) from operations		4,436,617	5,000,209	(563,404)	6,459,621
Finance income	20	248,321	352,468	-	9,698
Finance costs	21	(2,354,383)	(3,859,473)	-	-
Profit/(Loss) before tax	22	2,330,555	1,493,204	(563,404)	6,469,319
Tax expense	23	(14,971)	(8,975)	-	(8,974)
Profit/(Loss) for the financial year/ Total comprehensive income/(loss) for the financial year		2,315,584	1,484,229	(563,404)	6,460,345
Profit/(Loss) for the financial year/ Total comprehensive income/(loss) for the financial year attributable to:-					
Owners of the Company		2,217,110	1,433,765	(563,404)	6,460,345
Non-controlling interests		98,474	50,464	-	-
		2,315,584	1,484,229	(563,404)	6,460,345
Earnings per share attributable to owners of the Company (sen):-	24				
Basic		0.36	0.28		
Diluted		0.36	0.28		

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

STATEMENTS OF CHANGES IN EQUITY

For The Financial Year Ended 31 December 2025

	Non-Distributable			Distributable			
	Share capital RM	Warrant reserve RM	Merger deficit RM	Retained earnings RM	Total RM	Non-controlling interests RM	Total equity RM
Group							
At 1 January 2024	66,163,865	-	(24,065,424)	14,935,108	57,033,549	616,836	57,650,385
Transactions with owners:-							
Issuance of shares 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	75,317,490	11,438,888	(24,065,424)	15,904,587	78,595,541	1,731,586	80,327,127
Transaction with owners:-							
Issuance of shares pursuant to:							
- Private placement	6,258,269	-	-	-	6,258,269	-	6,258,269
Total comprehensive income for the financial year	-	-	-	2,217,110	2,217,110	98,474	2,315,584
At 31 December 2025	81,575,759	11,438,888	(24,065,424)	18,121,697	87,070,920	1,830,060	88,900,980

Statements Of Changes In Equity For The Financial Year Ended 31 December 2025 (Cont'd)

	Non-Distributable		Distributable	
	Share capital	Warrant reserve	Accumulated losses	Total equity
	RM	RM	RM	RM
Company				
At 1 January 2024	66,163,865	-	(10,019,981)	56,143,884
Transaction of owners:-				
Issuance of shares 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
Transaction of owners:-				
Issuance of shares pursuant to:				
- Private placement	6,258,269	-	-	6,258,269
Total comprehensive loss for the financial year	-	-	(563,404)	(563,404)
At 31 December 2025	81,575,759	11,438,888	(4,123,040)	88,891,607

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

STATEMENTS OF CASH FLOWS

For The Financial Year Ended 31 December 2025

	Note	Group		Company	
		2025	2024	2025	2024
		RM	RM	RM	RM
OPERATING ACTIVITIES					
Profit/(Loss) before tax		2,330,555	1,493,204	(563,404)	6,469,319
Adjustments for:-					
Depreciation of investment properties		59,113	119,770	-	-
Depreciation of property, plant and equipment		8,451,687	7,726,853	-	-
Gain on disposal of property, plant and equipment		(127,000)	(6,434)	-	-
Gain on disposal of investment properties		-	(798,614)	-	-
Interest expense		2,354,383	3,859,473	-	-
Interest income		(248,321)	(352,468)	-	(9,698)
Reversal of impairment loss on financial assets		(331,750)	(741,601)	-	(810,798)
Reversal of impairment loss on investment in subsidiaries		-	-	-	(7,298,766)
Operating profit/(loss) before working capital changes		12,488,667	11,300,183	(563,404)	(1,649,943)
Changes in working capital:-					
Receivables		13,882,157	(2,600,627)	(4,628)	(6,667)
Contract assets/liabilities		(56,834,671)	10,125,443	-	-
Payables		24,127,446	(8,863,781)	(61,958)	35,440
Cash (used in)/generated from operations		(6,336,401)	9,961,218	(629,990)	(1,621,170)
Interest paid		(513,542)	(560,787)	-	-
Interest received		15,384	95,411	-	-
Tax paid		(217,600)	(414,412)	(9,440)	(26,668)
Tax refunded		149,343	19,895	-	-
Net cash (used in)/from operating activities		(6,902,816)	9,101,325	(639,430)	(1,647,838)

Statements Of Cash Flows For The Financial Year Ended 31 December 2025 (Cont'd)

	Note	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
INVESTING ACTIVITIES					
Interest received		7,265	48,888	-	9,698
Proceeds from disposal of property, plant and equipment		127,000	9,500	-	-
Proceed from disposal of investment properties		-	4,150,000	-	-
Purchase of investment properties		(1,021,090)	-	-	-
Purchase of property, plant and equipment	**A**	(2,280,558)	(590,313)	-	-
Advances to subsidiaries		-	-	(9,375,000)	(19,899,523)
Net cash (used in)/from investing activities		(3,167,383)	3,618,075	(9,375,000)	(19,889,825)
FINANCING ACTIVITIES					
Drawdown of domestic bill of exchange purchased-i		558,344	2,420,888	-	-
Repayment of multi-currency trade financing-i		-	(5,897,020)	-	-
Drawdown of term loans		2,500,000	3,000,000	-	-
Interest paid		(1,840,841)	(3,298,686)	-	-
Interest received		225,672	208,169	-	-
Withdrawal/(Placement) of sinking fund pledged		823,133	(558,949)	-	-
Proceeds from issuance of shares, net of share issuance expenses		6,258,269	20,592,513	6,258,269	20,592,513
Subscription of additional equity interest in subsidiaries by non-controlling interests		-	600,000	-	-
Repayment of lease liabilities		(8,035,322)	(8,874,483)	-	-
Repayment of term loans		(3,548,519)	(3,874,089)	-	-
(Placement)/Withdrawal of fixed deposits pledged		(792,119)	1,824,440	-	-
Advance from/(Repayment to) a Director		3,700,000	(2,000,000)	3,700,000	-
Refinance of lease liabilities		345,000	-	-	-
Net cash from financing activities		193,617	4,142,783	9,958,269	20,592,513

Statements Of Cash Flows For The Financial Year Ended 31 December 2025 (Cont'd)

	Note	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
CASH AND CASH EQUIVALENTS					
Net changes		(9,876,582)	16,862,183	(56,161)	(945,150)
Brought forward		12,343,804	(4,518,379)	251,078	1,196,228
Carried forward	**B**	2,467,222	12,343,804	194,917	251,078

NOTES TO THE STATEMENTS OF CASH FLOWS

A. PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Total additions	6,004,797	7,824,280	-	-
Purchase through lease arrangements	(3,724,239)	(6,888,967)	-	-
Other payable	-	(345,000)	-	-
Cash payment	2,280,558	590,313	-	-

B. CASH AND CASH EQUIVALENTS

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

	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Fixed deposits with licensed banks	10,094,471	8,757,535	-	-
Cash and bank balances	9,399,635	13,244,305	194,917	251,078
Bank overdraft	(8,153,466)	(753,604)	-	-
	11,340,640	21,248,236	194,917	251,078
Less: Fixed deposits pledged	(8,873,418)	(8,081,299)	-	-
Less: Sinking fund pledged	-	(823,133)	-	-
	2,467,222	12,343,804	194,917	251,078

C. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Group

	1 January 2025 RM	Additions RM	Refinance RM	Cash flows RM	31 December 2025 RM
Lease liabilities	13,286,986	3,724,239	345,000	(8,035,322)	9,320,903
Term loans	7,874,421	-	-	(1,048,519)	6,825,902
Domestic bill of exchange purchased-i	15,602,689	-	-	558,344	16,161,033
Amount due to a Director	-	-	-	3,700,000	3,700,000
	36,764,096	3,724,239	345,000	(4,825,497)	36,007,838

	1 January 2024 RM	Additions RM	Cash flows RM	31 December 2024 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)	-
	45,099,833	6,888,967	(15,224,704)	36,764,096

Company

	1 January 2025 RM	Additions RM	Cash flows RM	31 December 2025 RM
Amount due to a Director	-	-	3,700,000	3,700,000

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

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 December 2025

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

The principal activities of the subsidiaries are disclosed 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 24 April 2026.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

2.1 Statement of compliance

The financial statements of the Group and of 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 of 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 2025

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 and amendments to MFRSs which are mandatory for the financial periods beginning on or after 1 January 2025.

The initial application of the standards and amendments to the standards did not have any material impact to the financial statements of the Group and the Company.

2.4.2 Standards issued but not yet effective

The new and amended standards and interpretations 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 new and amended standards and interpretations, if applicable, when they become effective.

Amendments to MFRSs effective for financial period 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: Contracts referencing nature-dependent electricity

Annual Improvements to MFRS Accounting Standards - Volume 11

Amendments to MFRS 1*, MFRS 7, MFRS 9, MFRS 10 and MFRS 107	First-time adoption of Malaysian Financial Reporting Standards, financial instruments: disclosures, financial instruments, consolidated financial statements and statement of cash flows

MFRSs and amendments to MFRSs effective for financial period beginning on or after 1 January 2027:-

MFRS 18	Presentation and disclosure in financial statements
MFRS 19* and amendments to MFRS 19*	Subsidiaries without public accountability: disclosures
Amendments to MFRS 121*	The effect of changes in foreign exchange rates: Translation to a hyperinflationary presentation currency

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)

Amendments to MFRSs effective for a date yet to be confirmed:-

Amendments to MFRS 10 and MFRS 128*	Consolidated financial statements and investments in associates and joint ventures: Sale or contribution of assets between an investor and its associate or joint venture

* Not applicable to Company's operation.

The initial application of the above standards and amendments are not expected to have material financial impact to the financial statements of the Group and the Company upon its first adoption, except for:-

MFRS 18 Presentation and disclosure in financial statements

MFRS 18 introduces three sets of new requirements to improve companies' reporting of financial performance:

- Improved comparability in the statement of profit or loss
- Enhanced transparency of management-defined performance measures
- More useful grouping of information in the financial statements

MFRS 18 replaces MFRS 101 Presentation of financial statements. It carries forward many requirements from MFRS 101 unchanged. MFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027, but companies' can apply it earlier.

The Group and the Company are currently assessing the impact of MFRS 18 and plan to adopt the new standard on the required effective date.

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.

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

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

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 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.

In making this judgement, the Directors took into consideration the current circumstances and replied 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.

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)

Provision for expected credit losses ("ECLs") of trade receivables and contract assets (cont'd)

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 and the Company'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.

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.

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

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)

Deferred tax assets (cont'd)

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.

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.

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
Cost											
At 1 January 2024	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
Additions	-	-	54,000	-	5,623,061	6,800	86,513	6,123	228,300	-	6,004,797
Disposals	-	-	-	-	-	(428,350)	-	-	-	-	(428,350)
At 31 December 2025	770,000	1,683,232	4,393,985	1,871,986	59,514,757	4,334,492	1,820,386	317,539	1,645,783	116,000	76,468,160
Accumulated depreciation											
At 1 January 2024	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
Charge for the financial year	15,400	33,665	415,250	156,874	7,350,831	180,333	127,869	22,165	143,500	5,800	8,451,687
Disposals	-	-	-	-	-	(428,350)	-	-	-	-	(428,350)
At 31 December 2025	107,800	159,908	2,996,367	1,309,201	35,885,948	3,985,138	1,485,648	226,003	862,598	12,083	47,030,694
Net carrying amount											
At 31 December 2025	662,200	1,523,324	1,397,618	562,785	23,628,809	349,354	334,738	91,536	783,185	103,917	29,437,466
At 31 December 2024	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

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

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

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

	Group	
	2025	2024
	RM	RM
Leasehold land and building	662,200	677,600
Construction equipment	17,010,606	17,683,870
Motor vehicles	327,095	129,442
	17,999,901	18,490,912

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 RM5,623,061 (2024: RM7,365,410).

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

	Group	
	2025	2024
	RM	RM
Depreciation of right-of-use assets	5,003,114	3,839,499
Interest expenses on lease liabilities	776,753	863,805
	5,779,867	4,703,304

The leasehold land and building and freehold shoplots are pledged as securities for banking facilities granted to the Group as disclosed in Note 15 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.

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

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, an 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.

(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%

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

4. INVESTMENT PROPERTIES

Group	Leasehold shoplots RM	Capital work-in-progress RM	Total RM
Cost			
At 1 January 2024	6,754,009	-	6,754,009
Disposals	(3,798,373)	-	(3,798,373)
At 31 December 2024	2,955,636	-	2,955,636
Additions	-	1,021,090	1,021,090
At 31 December 2025	2,955,636	1,021,090	3,976,726
Accumulated depreciation			
At 1 January 2024	683,890	-	683,890
Charge for the financial year	119,770	-	119,770
Disposals	(446,987)	-	(446,987)
At 31 December 2024	356,673	-	356,673
Charge for the financial year	59,113	-	59,113
At 31 December 2025	415,786	-	415,786
Net carrying amount			
At 31 December 2025	2,539,850	1,021,090	3,560,940
At 31 December 2024	2,598,963	-	2,598,963

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 leasehold shoplots is RM3,523,000 (2024: RM3,239,000). The fair value of the leasehold shoplots was estimated by the Directors based on the recent transacted prices in the market of property with similar conditions and location.

The fair value of leasehold shoplots is estimated based on sale comparison approach and unobservable inputs and classified in Level 3 of the fair value hierarchy.

Capital work-in-progress comprises a unit of service apartment currently under construction. The fair value of the property is unable to be determined as there are uncertainties in estimating its fair value. The property value has only started its construction during the financial year.

The leasehold shoplots are pledged as securities for banking facilities granted to the Group as disclosed in Note 15 to the financial statements.

4. INVESTMENT PROPERTIES (CONT'D)

	Group	
	2025	2024
	RM	RM
(Income)/Expenses recognised in profit or loss:		
Rental income	(15,000)	(91,500)
Direct operating expenses:		
- Income generating investment properties	3,274	2,740

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:-

	Group	
	2025	2024
	RM	RM
Less than 1 year	15,000	-

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.

(b) **Depreciation**

The principal annual depreciation rate used are as follows:-

Leasehold shoplots	2%

Capital work-in-progress is not depreciated until the asset is ready for their intended use.

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

5. INVESTMENT IN SUBSIDIARIES

5.1 Investment in subsidiaries

	Company	
	2025	2024
	RM	RM
Unquoted shares, at cost	83,152,924	27,152,924
Less: Accumulated impairment losses	(579,029)	(579,029)
	82,573,895	26,573,895

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

	Company	
	2025	2024
	RM	RM
At 1 January	579,029	7,877,795
Reversal	-	(7,298,766)
At 31 December	579,029	579,029

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 lesser than their carrying amount.

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

In prior financial year, the entire reversal of impairment loss on non-financial assets is included in other income in the statement of profit or loss and other comprehensive income of the Company due to an increase of their recoverable amount.

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

5.1.1 Additional subscription of shares in an existing subsidiary

2025

On 31 December 2025, the Company subscribed additional 56,000,000 newly allotted and issued Redeemable Convertible Preference Shares ("RCPS") at an issue price of RM1.00 per RCPS by way of capitalisation of the amount due from a subsidiary (TCS Construction Sdn. Bhd.) amounting to RM56,000,000. The existing percentage of shareholdings remain unchanged.

5.2 Details of subsidiaries

Name of Company	**Principal place of business/Country of incorporation**	**Effective equity interest**		**Principal activities**
		2025 %	2024 %	
Direct interest				
TCS Construction Sdn. Bhd.	Malaysia	100	100	#
TCS Amona Consortium Sdn. Bhd.	Malaysia	60	60	^*
TCS SS Precast Construction Sdn. Bhd.	Malaysia	65	65	^*
Indirect interest				
TCS Infra Sdn. Bhd.	Malaysia	62.5	62.5	^

\# 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.

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

5. INVESTMENT IN SUBSIDIARIES (CONT'D)

5.3 Non-controlling interests

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

5.4 Amount due from subsidiaries

	Company	
	2025	2024
	RM	RM
Non-trade in nature	9,893,627	56,518,627
Less: Allowance for ECLs	(50,867)	(50,867)
	9,842,760	56,467,760

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

	Company	
	2025	2024
	RM	RM
At 1 January	50,867	861,665
Reversal	-	(810,798)
At 31 December	50,867	50,867

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. FIXED DEPOSITS WITH LICENSED BANKS

	Group	
	2025	2024
	RM	RM
Non-current	8,873,418	8,081,299
Current	1,221,053	676,236
	10,094,471	8,757,535

6. FIXED DEPOSITS WITH LICENSED BANKS (CONT'D)

Group

The fixed deposits with licensed banks amounting to RM8,873,418 (2024: RM8,081,299) 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 2.05% to 3.50% (2024: 1.45% to 3.50%) per annum.

Company

In prior financial year, the effective interest rates on fixed deposits with licensed banks is 2.75% per annum.

7. CASH AND BANK BALANCES

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Non-current	-	823,133	-	-
Current	9,399,635	12,421,172	194,917	251,078
	9,399,635	13,244,305	194,917	251,078

Group

In prior financial year, the sinking fund amounting to RM823,133 included in cash and bank balances are pledged as securities for banking facilities granted to the Group.

8. TRADE RECEIVABLES

	Group	
	2025	2024
	RM	RM
Trade receivables	49,353,414	58,043,853
Retention sum	62,477,824	66,622,041
	111,831,238	124,665,894
Less: Allowance for ECLs	(4,437,156)	(4,437,156)
	107,394,082	120,228,738

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

8. TRADE RECEIVABLES (CONT'D)

The movement in the allowance for ECLs is as follows:

	Group	
	2025	2024
	RM	RM
At 1 January	4,437,156	5,178,757
Reversal	-	(741,601)
At 31 December	4,437,156	4,437,156

The Group's credit period granted to customers is ranging from 30 days to 90 days (2024: 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 RM787,575 and RM1,595,312 (2024: RM2,344,620 and RM260,513) respectively due from companies (2024: 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 end which are grouped together as they are expected to have similar risk nature.

	Gross carrying amount	Allowance for ECLs	Net balance
	RM	RM	RM
Group			
2025			
Current (not past due)	99,923,358	(3,698)	99,919,660
1- 30 days past due	3,814,840	(3,063)	3,811,777
31- 60 days past due	1,096,163	(2,601)	1,093,562
61-90 days past due	542,995	-	542,995
91-120 days past due	1,006,486	-	1,006,486
Past due more than 120 days	5,447,396	(4,427,794)	1,019,602
	111,831,238	(4,437,156)	107,394,082

8. **TRADE RECEIVABLES (CONT'D)**

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

	Gross carrying amount RM	Allowance for ECLs RM	Net balance RM
Group (cont'd)			
2024			
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	6,273,960	(4,427,794)	1,846,166
	124,665,894	(4,437,156)	120,228,738

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

	Lifetime ECLs RM	Individually impaired RM	Total RM
Group			
At 1 January 2024	799,760	4,378,997	5,178,757
Reversal	(741,601)	-	(741,601)
At 31 December 2024/31 December 2025	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:-

	Group	
	2025 RM	2024 RM
Within 1 year	6,772,804	15,522,136
More than 1 year	51,569,710	46,964,595
	58,342,514	62,486,731

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

9. CONTRACT ASSETS/(LIABILITIES)

	Group	
	2025	2024
	RM	RM
Contract assets	113,692,071	54,579,600
Less: Allowance for impairment losses	(1,792)	(333,542)
	113,690,279	54,246,058
Contract liabilities	(2,277,800)	-
	111,412,479	54,246,058

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

	Lifetime ECLs	Individually impaired	Total
	RM	RM	RM
Group			
At 1 January 2024/31 December 2024	1,792	331,750	333,542
Reversal	-	(331,750)	(331,750)
At 31 December 2025	1,792	-	1,792

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 90 days.

The significant increase in contract assets in 2025 is the result of the increase in on-going construction progress 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 increase in contract liabilities due to increase in billings issued in excess of revenue recognised. The contract liabilities were expected to be recognised as revenue over a period of 90 days.

9. CONTRACT ASSETS/(LIABILITIES) (CONT'D)

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

	Group	
	2025	2024
	RM	RM
Brought forward	-	(859,871)
Arising during the financial year	(2,277,800)	-
Revenue recognised during the financial year	-	859,871
	(2,277,800)	-

10. OTHER RECEIVABLES

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Non-trade receivables	1,601,958	3,643,681	-	-
Deposits	6,511,896	5,424,733	1,000	1,000
Prepayments	562,542	655,483	11,295	6,667
	8,676,396	9,723,897	12,295	7,667

Group

(i) In prior financial year, included in non-trade receivables is an amount of RM308,000 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 premiums paid in respect of the life policies of a Director amounting to RM2,279,327 (2024: RM2,279,327) pledged as securities for banking facilities granted to the Group.

(iii) Included in deposits are refundable rental deposits paid to the Group in which a Director have interests, amounting to RM72,000 (2024: RM72,000).

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

11. SHARE CAPITAL

	Number of ordinary shares 2025 unit	Amount 2025 RM	Number of ordinary shares 2024 unit	Amount 2024 RM
Group and Company				
Issued and fully paid with no par value				
At 1 January	600,601,676	75,317,490	429,000,000	66,163,865
Issuance of shares	60,060,167	6,258,269	171,601,676	9,153,625
At 31 December	660,661,843	81,575,759	600,601,676	75,317,490

On 14 August 2025, the Company issued 60,060,167 new ordinary shares at an issue price of RM0.1042 per ordinary share for a total cash consideration of RM6,258,269 pursuant to its private placement exercise.

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.

12. 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 pool ("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.

12. **WARRANT RESERVE (CONT'D)**

Warrants 2021/2024 (cont'd)

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 of 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 subjected 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 existing 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.

Warrants 2024/2029

On 21 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 on 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.

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

12. WARRANT RESERVE (CONT'D)

Warrants 2024/2029 (cont'd)

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 of 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 21 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 subjected 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 ordinary shares upon exercise of the Warrant B based on the Deed Poll B.

13. 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..

14. LEASE LIABILITIES

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

	Group	
	2025	2024
	RM	RM
Current	7,420,044	6,787,167
Non-current	1,900,859	6,499,819
	9,320,903	13,286,986

14. LEASE LIABILITIES (CONT'D)

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

	Group	
	2025	2024
	RM	RM
Within 1 year	7,849,424	7,502,052
After 1 year but not later than 5 years	1,845,300	6,704,415
More than 5 years	146,594	40,558
	9,841,318	14,247,025

The lease liabilities are secured by the underlying assets. Lease liabilities of RM108,914 and RM8,547,228 (2024: RM261,601 and RM12,358,743) 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:-

	Group	
	2025	2024
	RM	RM
Low-value assets	3,060	3,166
Short-term leases	14,690,337	12,264,674

The total cash outflow for leases amounted to RM23,505,472 (2024: RM22,006,128).

The lease liabilities bear interest rates ranging from 4.17% to 9.11% (2024: 3.30% to 9.11%) per annum.

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 loss and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense a straight-line basis over the lease term.

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

15. BORROWINGS

	Group	
	2025	2024
	RM	RM
Current		
Secured:-		
Bank overdrafts	4,460,881	21,900
Term loans	1,058,441	3,785,834
Domestic bill of exchange purchased-i	16,161,033	15,602,689
	21,680,355	19,410,423
Unsecured:-		
Bank overdraft	3,692,585	731,704
	25,372,940	20,142,127
Non-current		
Secured:-		
Term loans	5,767,461	4,088,587
	31,140,401	24,230,714
Analysed as:		
- Within 1 year	25,372,940	20,142,127
- Between 1 to 5 years	3,115,772	1,365,544
- More than 5 years	2,651,689	2,723,043
	31,140,401	24,230,714

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 6 to the financial statements;
(iv) Pledged of sinking fund of the Group as disclosed in Note 7 to the financial statements;
(v) Pledged of fixed deposit of a Director of the Company and a person connected to a Director;
(vi) Jointly and several guarantees by Directors of the Company, a person connected to a Director and corporate guarantee by the Company; and
(vii) Absolute assignment of life policy of a Director.

15. BORROWINGS (CONT'D)

The unsecured borrowing is guaranteed by the Company.

The interest of term loans is charged at rates ranging from 3.86% to 7.69% (2024: 3.80% to 12.00%) per annum.

The interest of bank overdrafts is charged at rates ranging from 6.57% to 8.10% (2024: 6.57% to 8.10%) per annum.

In prior financial year, the interest of multi-currency trade financing-i is charged at rate of 7.60% per annum.

The interest of domestic bill of exchange purchased-i is charged at rate of 7.60% (2024: 7.60%) per annum.

The repayment term of term loans is by monthly basis.

16. TRADE PAYABLES

	Group	
	2025	2024
	RM	RM
Trade payables	100,829,852	67,789,227
Retention sum	38,831,377	38,123,451
	139,661,229	105,912,678

The average credit term granted to the Group by suppliers are ranging from cash term to 90 days (2024: cash term to 90 days).

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

	Group	
	2025	2024
	RM	RM
Within 1 year	21,143,294	21,439,545
More than 1 year	17,688,083	16,683,906
	38,831,377	38,123,451

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

17. OTHER PAYABLES

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Non-trade payables	2,561,369	1,043,092	74,057	133,015
Accruals of expenses	6,598,394	17,737,776	22,000	25,000
	9,159,763	18,780,868	96,057	158,015

18. AMOUNT DUE TO A DIRECTOR

The amount due to a Director is non-trade in nature, unsecured, non-interest bearing and is repayable on demand.

19. REVENUE

Disaggregated revenue information

	Group	
	2025	2024
	RM	RM
Types of revenue		
- Construction	355,780,042	392,873,805
Timing and recognition		
- Over time	355,780,042	392,873,805

Performance obligations

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

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

The payment terms for progress billings issued are disclosed in Notes 8 and 9 to the financial statements.

19. REVENUE (CONT'D)

Performance obligations (cont'd)

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

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 RM1,165,095,201 (2024: RM1,674,340,101). The Group expects to recognise this revenue within the next 30 months (2024: 42 months).

20. FINANCE INCOME

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Bank interest received	15,384	95,411	-	-
Fixed deposit interest	232,937	257,057	-	9,698
	248,321	352,468	-	9,698

21. FINANCE COSTS

	Group	
	2025	2024
	RM	RM
Bank overdrafts interest	513,542	560,787
Lease liabilities interest	776,753	863,805
Term loans interest	457,619	423,599
Multi-currency trade financing-i	-	276,583
Domestic bill of exchange purchased-i	606,469	1,734,699
	2,354,383	3,859,473

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

22. PROFIT/(LOSS) BEFORE TAX

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

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Auditors' remuneration related to:-				
Grant Thornton Malaysia PLT ("GTM"):				
- Statutory audit	155,000	148,000	32,000	30,000
- Assurance related services	10,000	185,000	10,000	185,000
Local affiliate of GTM:				
- Other services	55,000	26,000	8,000	3,000
Rental income	(9,400)	(248,106)	-	-

23. TAX EXPENSE

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Tax expense				
- Under provision in prior financial year	14,971	8,975	-	8,974

23. TAX EXPENSE (CONT'D)

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:-

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Profit/(Loss) before tax	2,330,555	1,493,204	(563,404)	6,469,319
Tax at Malaysian statutory tax rate of 24%	559,333	358,369	(135,217)	1,552,637
Tax effects in respects of:-				
Expenses not deductible for tax purposes	558,347	737,139	135,217	393,659
Income not subject to tax	-	(195,268)	-	(1,946,296)
Movement of deferred tax assets not recognised	(1,117,680)	(900,240)	-	-
Under provision of tax expense in prior financial year	14,971	8,975	-	8,974
	14,971	8,975	-	8,974

The components and movement of deferred tax liabilities/(assets) are as follow:-

	Property, plant and equipment	Unutilised business losses	Total
	RM	RM	RM
Group			
As at 1 January 2024/31 December 2024	-	-	-
Recognised in profit or loss	46,000	(46,000)	-
As at 31 December 2025	46,000	(46,000)	-

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

23. TAX EXPENSE (CONT'D)

Unrecognised deferred tax assets

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

	Group	
	2025	2024
	RM	RM
Property, plant and equipment	97,000	425,000
Allowance for ECLs	4,439,000	4,771,000
Unutilised capital allowances	-	2,219,000
Unabsorbed business losses	27,329,000	29,107,000
	31,865,000	36,522,000

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:-

	Group	
	2025	2024
	RM	RM
Year of assessment 2033	27,329,000	29,107,000

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

24. EARNINGS PER SHARE

Basic earnings per ordinary share

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

	Group	
	2025	2024
Profit for the financial year attributable to ordinary equity holders of the Company (RM)	2,217,110	1,433,765
Weighted average number of ordinary shares at 31 December (units)	623,473,904	512,811,980
Basic earnings per share (sen)	0.36	0.28

Diluted earnings per share

The diluted earnings 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 per share.

25. EMPLOYEE BENEFITS EXPENSE

	Group	
	2025 RM	2024 RM
Staffs' remuneration		
Salaries, wages and other emoluments	10,472,238	9,586,678
Defined contribution plans	1,107,686	1,035,367
Social security contribution and EIS	341,509	261,473
	11,921,433	10,883,518
Directors' remuneration		
Directors' fee	245,898	243,500
Salaries, wages and other emoluments	1,077,825	1,082,000
Defined contribution plans	75,725	84,960
Social security contribution and EIS	3,678	1,997
	1,403,126	1,412,457
	13,324,559	12,295,975

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

25. EMPLOYEE BENEFITS EXPENSE (CONT'D)

The estimated monetary value of Directors' benefits-in-kind is RM30,725 (2024: RM18,246).

26. RELATED PARTY DISCLOSURES

(a) Significant related party transactions

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

	Group	
	2025	2024
	RM	RM
Rental expenses paid to companies in which a Director has interest	223,700	234,000
Progress billing issued to companies in which a Director has interest	14,199,855	2,605,133
Fit-out work charged to a company in which a Director has interest	97,650	168,500

(b) Related party balances

Outstanding balances arising from related party transactions as at the reporting date are disclosed in Notes 5, 8, 10 and 18 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 Note 25 to the financial statements.

26. 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:-

	Group	
	2025	2024
	RM	RM
Salaries and other benefits	745,217	698,298
Defined contribution plans	72,207	66,595
Social security benefits	7,169	6,528
	824,593	771,421

The estimated monetary value of key management personnel's benefits-in-kind is RM13,067 (2024: RM18,267).

27. 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:-

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Financial assets				
Trade receivables	107,394,082	120,228,738	-	-
Other receivables	8,113,854	9,068,414	1,000	1,000
Amount due from subsidiaries	-	-	9,842,760	56,467,760
Fixed deposits with licensed banks	10,094,471	8,757,535	-	-
Cash and bank balances	9,399,635	13,244,305	194,917	251,078
	135,002,042	151,298,992	10,038,677	56,719,838
Financial liabilities				
Trade payables	139,661,229	105,912,678	-	-
Other payables	9,159,763	18,780,868	96,057	158,015
Amount due to a Director	3,700,000	-	3,700,000	-
Borrowings	31,140,401	24,230,714	-	-
	183,661,393	148,924,260	3,796,057	158,015

27. 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.

27. 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:-

Receivables

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

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.

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

27. 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)

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			
	2025		2024	
	RM	%	RM	%
Top 2 (2024: 2 customers)	53,559,113	50	80,285,250	67

Corporate guarantees

Company

The Company provides unsecured financial guarantee to the payables of a subsidiary amounting to RM4,144,033 (2024: RM3,620,349).

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The maximum exposure to credit risk amounting to RM68,829,129 (2024: RM55,851,234) 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 guarantees do 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.

27. 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):-

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 RM69,228,000 and RM40,086,500 (2024: RM72,038,278 and RM49,776,500) respectively.

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.

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.

Notes to the Financial Statements
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27. 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 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	Total contractual cash flows	On demand/ Less than 1 year	1 to 5 years	More than 5 years
	RM	RM	RM	RM	RM
2025					
Group					
Non-derivative financial liabilities					
Lease liabilities	9,320,903	9,841,318	7,849,424	1,845,300	146,594
Trade payables	139,661,229	139,661,229	139,661,229	-	-
Other payables	9,159,763	9,159,763	9,159,763	-	-
Amount due to a Director	3,700,000	3,700,000	3,700,000	-	-
Borrowings	31,140,401	33,299,657	25,637,975	4,396,150	3,265,532
	192,982,296	195,661,967	186,008,391	6,241,450	3,412,126
Performance bonds*	-	69,228,000	69,228,000	-	-
Company					
Non-derivative financial liabilities					
Unsecured:-					
Other payables	96,057	96,057	96,057	-	-
Corporate guarantee*	-	72,973,162	72,973,162	-	-
Performance bonds*	-	40,086,500	40,086,500	-	-

27. 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	Total contractual cash flows	On demand/ Less than 1 year	1 to 5 years	More than 5 years
	RM	RM	RM	RM	RM
2024					
Group					
Non-derivative financial liabilities					
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
	162,211,246	164,870,691	152,462,011	8,727,399	3,681,281
Performance bonds*	-	72,038,278	72,038,278	-	-
Company					
Non-derivative financial liabilities					
Unsecured:-					
Other payables	158,015	158,015	158,015	-	-
Corporate guarantee*	-	59,471,583	59,471,583	-	-
Performance bonds*	-	49,776,500	49,776,500	-	-

* 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 2025

27. 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 and the Company manage 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:-

	Group	
	2025	2024
	RM	RM
Fixed rate instruments		
Financial asset		
Fixed deposits with licensed banks	10,094,471	8,757,535
Financial liabilities		
Finance lease liabilities	(9,320,903)	(13,286,986)
Borrowings	(16,161,033)	(18,602,689)
Net financial liabilities	(15,387,465)	(23,132,140)

27. 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	
	2025	2024
	RM	RM
Floating rate instrument		
Financial liability		
Borrowings	(14,979,368)	(5,628,025)

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 (2024: +/-25) basis point ("bp") in interest rates at the end of the reporting period would have (decrease)/increase profit 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	
	2025	2024
	RM	RM
Effect on profit/equity for the year		
+25bp	(37,448)	(14,070)
-25bp	37,448	14,070

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

27. 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.

28. SEGMENTAL INFORMATION

Information about operating segments have 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	%
2025		
Customer A	113,567,333	32
Customer B	88,567,853	25
Customer C	38,822,365	11
Customer D	38,577,327	11
	279,534,878	79

	RM	%
2024		
Customer A	202,052,806	51
Customer B	68,643,275	17
Customer C	44,001,990	11
	314,698,071	79

29. MATERIAL LITIGATIONS

(i) **Civil Suit No. BA-22C-27-07/2021 between its wholly-owned subsidiary, TCS Construction Sdn. Bhd. ("TCSCSB") and Dato' Tee Chai Seng (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 ("the Project") for an original contract sum of RM101,000,000.

A dispute arose between the parties, and the plaintiffs (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.

On 7 October 2025, MPM filed an Application for Leave ("Leave Application") to file its Defence and Counterclaim.

On 17 December 2025, the Court has allowed MPM's Leave Application to file its Defence and Counterclaim and consequently, rejected TCSCSB's application to enter a judgement in default against MPM. However, MPM was ordered to pay cost of RM5,000 to TCSCSB.

On 31 December 2025, MPM filed its Counterclaim alongside its Defence, seeking counterclaims from TCSCSB as purported Liquidated and Ascertained Damages ("LAD"), arising from MPM's refusal to issue a Certificate of Practical Completion ("CPC") as well as MPM's issuance of a Certificate of Non-Completion ("CNC") under the Contract. The amount and detail of counterclaims by MPM are as follow:-

In the sum of up to and exceeding:

a) RM213,000,000 (LAD from 1 December 2019 until 3 October 2025); or

b) RM19,200,000 (LAD from 1 December 2019 until 9 June 2020); or

c) RM5,400,000 (LAD from 1 December 2019 until 21 January 2020).

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

29. **MATERIAL LITIGATIONS (CONT'D)**

(i) **Civil Suit No. BA-22C-27-07/2021 between its wholly-owned subsidiary, TCS Construction Sdn. Bhd. ("TCSCSB") and Dato' Tee Chai Seng (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) (cont'd)**

On 17 September 2025, KTCCMSB, Tang Yeam Soon and Y.S. Tang Holdings Sdn. Bhd. filed an application to determine questions or issues of law as preliminary issues pursuant to Order 14A and/or Order 33 Rule 2 or Rule 5 of the Rules of Court 2012. During the case management on 7 January 2026, the respective solicitors informed the Court that they did not have their clients' instructions to withdraw the application. The Court indicated that it will make the necessary directions at the appropriate juncture. The application has been fixed for case management on 3 July 2026.

TCSCSB issued subpoenas to Chan Sang Teck, Tan Swee Guan, Loo Hui Kien and Yap Sing to produce documentary evidence for the ongoing trial. Subsequently, on 21 November 2025, Tan Swee Guan, Loo Hui Kien and Yap Sing each filed separate applications to set aside their respective subpoenas, followed by Chan Sang Teck's application on 24 November 2025. The High Court allowed the above applications to set aside the subpoenas addressed to them on 4 February 2026.

On 26 January 2026, MPM issued a draft of the Statement of Agreed Facts between TCSCSB and MPM for TCSCSB's review, while TCSCSB took the view that there was an already-binding Statement of Agreed Facts which had been filed in 2023 ("Enclosure 183"), and that there was not necessity to file any further such statement.

On 12 February 2026, MPM filed an application to set aside Enclosure 183, while the application was refused by the High Court on 9 April 2026, and the Court further awarded cost of RM5,000 to TCSCSB.

The continued trial dates have been fixed to 3 July 2026, 21 September 2026 to 24 September 2026, and 28 September 2026 to 30 September 2026.

(ii) **Civil Suit No. B-02(C)(A)-130-01/2024 (Appeal 130) [Arising from Civil Suit No. BA-24C-65-10/2022 between TCSCSB (as plaintiff) and KTCCMSB (as defendant) ("TCSCSB Section 30 OS")]**

This appeal originated from an Adjudication Proceedings pursuant to the Construction Industry Payment and Adjudication Act 2012 ("CIPAA 2012") initiated by TCSCSB against the Main Contractor, MPM. On 29 March 2021, TCSCSB has commenced statutory adjudication pursuant to the against MPM, for amongst others, the outstanding sum for work done of RM7,422,770.

29. **MATERIAL LITIGATIONS (CONT'D)**

(ii) **Civil Suit No. B-02(C)(A)-130-01/2024 (Appeal 130) [Arising from Civil Suit No. BA-24C-65-10/2022 between TCSCSB (as plaintiff) and KTCCMSB (as defendant) ("TCSCSB Section 30 OS")] (cont'd)**

On 15 September 2022, the Adjudicator had 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").

Pursuant to 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 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;

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) Costs of this application and/or incidental to this application to be borne by KYCCMSB; and

e) Such further and/or other relief as the Honourable Court deems fit.

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.

29. **MATERIAL LITIGATIONS (CONT'D)**

(ii) **Civil Suit No. B-02(C)(A)-130-01/2024 (Appeal 130) [Arising from Civil Suit No. BA-24C-65-10/2022 between TCSCSB (as plaintiff) and KTCCMSB (as defendant) ("TCSCSB Section 30 OS")] (cont'd)**

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 Court of Appeal has originally fixed for delivery of its decision on 9 February 2026 but the decision had been vacated by the Court of Appeal, and a new date of 13 May 2026 has been fixed.

(iii) **Civil Suit No. B-02(C)(A)-131-01/2024 (Appeal 131) [Arising from Civil Suit No. BA-24C-7-01/2023 between KTCCMSB (as plaintiff) and TCSCSB (as defendant) ("KTCCMSB Section 30 OS")]**

This appeal originated from an Adjudication Proceedings pursuant to the Construction Industry Payment and Adjudication Act 2012 ("CIPAA 2012") initiated by TCSCSB against the Main Contractor, MPM. On 29 March 2021, TCSCSB has commenced statutory adjudication pursuant to the 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.

Pursuant to 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.

29. **MATERIAL LITIGATIONS (CONT'D)**

(iii) **Civil Suit No. B-02(C)(A)-131-01/2024 (Appeal 131) [Arising from 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:

a) 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;

b) A declaration that the TCSCSB's notice to KTCCMSB dated 21 September 2022 issued pursuant to Section 30 of the CIPAA 2012 is defective;

c) Costs to be borne by TCSCSB; and

d) 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.

Pursuant to the High Court Order dated 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.

On 12 November 2025, the hearing was held in the Court of Appeal, together with Civil Suit No. B-02(C)(A)-130-01/2024. The decision of the Court of Appeal for this matter is originally scheduled on 9 February 2026 but the decision had been vacated by the Court of Appeal, and a new date of 13 May 2026 has been fixed.

Notes to the Financial Statements
For The Financial Year Ended 31 December 2025

29. **MATERIAL LITIGATIONS (CONT'D)**

(iv) **Civil Suit No. BA-37G-75-05/2024 between TCSCSB (as plaintiff), KTCCMSB (as defendant) and RHB Bank 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;

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; and

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 12 February 2026 and 16 February 2026, for the parties to update the Court on the outcome of the Civil Suit No. B-02(C)(A)-130-01/2024 and Civil Suit No. B-02(C)(A)-131-01/2024, and for further directions to be given by the Court.

However, as the decision for Civil Suit No. B-02(C)(A)-130-01/2024 and Civil Suit No. B-02(C)(A)-131-01/2024 had been postponed to 13 May 2026, a new case management date on 18 May 2026 had been fixed for both parties to update the Court on the outcome.

Based on legal advice, the Directors are of the considered view that TCSCSB has sufficient grounds of success in defending the counterclaims and in pursuing its own claims, whilst the ultimate outcome remains subject to judicial determination. No provision 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 2025

30. CAPITAL COMMITMENT

Capital expenditure not provided for in the financial statements are as follow:-

	Group	
	2025	2024
	RM	RM
Authorised and contracted for:-		
Investment property	1,145,910	-

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.

32. SUBSEQUENT EVENTS

(a) Acquisition of a property

On 21 January 2026, a wholly-owned subsidiary of the Company, TCS Construction Sdn. Bhd. entered into a sale and purchase agreement for the acquisition of a property for a total consideration of RM2,167,000.

(b) Movement in equity of a subsidiary

On 11 March 2026, the Company entered into a Share Sale Agreement for the acquisition of 262,500 ordinary shares in TCS SS Precast Construction Sdn. Bhd. ("TCSS"), representing 35% equity interest in TCSS for a cash consideration of RM242,065. Consequently, the Company's shareholding in TCSS has increased from 65% to 100%.

DISCLOSURE OF FINANCIAL DATA **FOR SHARIAH SCREENING**

Pursuant to Rule 9.25A of the ACE Market Listing Requirements, below are the financial data that are relevant for purpose of Shariah screening by the Shariah Advisory Council of the Securities Commission Malaysia. These include financial data on Shariah non-permissible income arising from the Group's business activities and interest-based financial position.

(A) Group Total Income and Total Assets

		Group	
Total Income	**Remarks**	**2025 (RM)**	**2024 (RM)**
Revenue		355,780,042	392,873,805
Other income		665,596	1,897,773
Finance income		248,321	352,468
Total		**356,693,959**	**395,124,046**
Total Assets		**284,161,076**	**242,538,373**

(B) Business Activities

		Group	
Shariah Non-Compliant Activities	**Remarks**	**2025 (RM)**	**2024 (RM)**
Interest income	Conventional	105,171	215,892
Total		**105,171**	**215,892**

(C) Component of Financial Position

(i) Cash Component

		Group	
Islamic Account/Instruments	**Remarks**	**2025 (RM)**	**2024 (RM)**
Cash at bank (exclude cash in hand)		8,907,963	12,157,927
Deposits with licensed bank		4,921,572	3,428,134
Total		**13,829,535**	**15,586,061**
Conventional Account/Instruments			
Cash at bank (exclude cash in hand)		391,423	960,828
Deposits with licensed bank		5,172,899	5,329,401
Total		**5,564,322**	**6,290,229**

Disclosure of Financial Data for Shariah Screening (Cont'd)

(C) Component of Financial Position (Cont'd)

(ii) Debt Component

Islamic Financing	Remarks	Group 2025 (RM)	Group 2024 (RM)
Current			
Bank borrowings		17,274,270	16,666,124
Islamic Hire purchase payables		122,226	242,160
Non-Current			
Bank borrowings		469,612	757,159
Islamic Hire purchase payables		10,448	132,674
Total		**17,876,556**	**17,798,117**

Conventional Borrowing	Remarks	Group 2025 (RM)	Group 2024 (RM)
Current			
Bank borrowings		8,098,670	3,476,003
Hire purchase payables		7,297,818	6,545,007
Non-Current			
Bank borrowings		5,297,849	3,331,428
Hire purchase payables		1,890,411	6,367,145
Total		**22,584,748**	**19,719,583**

LIST OF PROPERTIES

As at 31 December 2025

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 2025
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	13	1,715 sqft	21 July 2016	662
2	H-11-02, Block H, Setia Eco Hill Walk, 43500 Semenyih, Selangor	1 unit shop office at Level 2	Freehold	5	2,088 sqft	31 December 2016	914
3	H-11-03, Block H, Setia Eco Hill Walk, 43500 Semenyih, Selangor	1 unit shop office at Level 3	Freehold	5	2,088 sqft	31 December 2016	609
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	7	5,274 sqft	15 March 2018	2,540
5	Unit 2-3A, Residensi Menerung 111, Jalan One Menerung Residence, 59100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Condominium	Freehold	Under construction	1,087 sqft	7 November 2025	1,021

ANALYSIS OF SHAREHOLDINGS
AS AT 31 MARCH 2026

Total Issued Share : 660,661,843 Ordinary Shares
Types of Shares : Ordinary Share
Voting Rights : One vote per Ordinary Share

DISTRIBUTION OF SHAREHOLDINGS AS AT 31 MARCH 2026

Size of Shareholdings	No. of Shareholders	No. of Shares	Percentage of Shareholdings (%)
Less than 100	4	91	0.0000
100 to 1,000	293	170,120	0.0257
1,001 to 10,000	1,121	6,674,472	1.0103
10,001 to 100,000	1,105	40,448,640	6.1225
100,001 to less than 5% of issued shares	291	277,367,227	41.9832
5% and above of issued shares	4	336,001,293	50.8583
Total	**2,818**	**660,661,843**	**100.0000**

DIRECTORS' SHAREHOLDINGS
As per the Register of Directors' Shareholdings

	Names	Direct Interest No. of Shares	Direct Interest Percentage (%)	Indirect Interest No. of Shares	Indirect Interest Percentage (%)
1.	Dato' Ir. Tee Chai Seng	148,073,727	22.4129	-	-
2.	Dato' Ng Kwang Hua	116,124,366	17.5770	-	-
3.	James Liew Vun Tak	71,500,000	10.8225	-	-
4.	Wong Choo Leong	303,200	0.0459	-	-
5.	Dato' Manikumar A/L Subramanian	-	-	-	-
6.	Sharon Chew Mun Hoong	-	-	-	-
7.	Ng Tiat Seng	-	-	-	-
8.	Quek Ting Chin	-	-	-	-

SUBSTANTIAL SHAREHOLDER
As per the Register of Substantial Shareholders

	Names	Direct Interest No. of Shares	Direct Interest Percentage (%)	Indirect Interest No. of Shares	Indirect Interest Percentage (%)
1.	Dato' Ir. Tee Chai Seng	148,073,727	22.4129	-	-
2.	Dato' Ng Kwang Hua	116,124,366	17.5770	-	-
3.	James Liew Vun Tak	71,500,000	10.8225	-	-
4.	Dato' Ong King Seng	74,470,867	11.2722	-	-

Analysis of Shareholdings
As At 31 March 2026
(Cont'd)

THIRTY LARGEST SECURITIES ACCOUNT HOLDERS
(ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 31 MARCH 2026)

	Names	No. of Shares	Percentage of Shareholdings (%)
1.	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR TEE CHAI SENG (PB)	148,073,727	22.4129
2.	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK PRIVATE WEALTH MANAGEMENT FOR NG KWANG HUA (PW-M01302) (426913)	116,124,366	17.5770
3.	JAMES LIEW VUN TAK	71,500,000	10.8225
4.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG KING SENG	25,000,000	3.7841
5.	LANDASAN POTENSI SDN BHD	22,739,400	3.4419
6.	AFFIN HWANG NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG KING SENG	18,094,500	2.7388
7.	METRO EYEWEAR HOLDINGS SDN.BHD.	17,134,900	2.5936
8.	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG KING SENG	16,376,367	2.4788
9	LOH KOK WAI	16,199,700	2.4520
10.	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG KING SENG	15,000,000	2.2705
11.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR THONG YEW CHYE (ML00222)	10,000,000	1.5136
12.	THONG YEW CHYE	7,806,000	1.1815
13.	CHUA TIA HOCK	6,324,000	0.9572
14.	NG YONG LIN	4,558,200	0.6899
15.	LOH KIM CHEE	3,723,040	0.5635
16.	NG SEE KAM	3,350,000	0.5071
17.	ANG SWEE KUANG	3,349,360	0.5070
18.	TAY TONG BAH	3,200,000	0.4844
19.	HO, WEI-HUA	2,867,600	0.4340
20.	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR TEO AH SENG (PB)	2,601,600	0.3938
21.	OOI SIEW LOOI	2,499,900	0.3784
22.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG CHOONG LEO	2,396,100	0.3627
23.	LOR SIOW JOO	1,900,000	0.2876
24.	ADRIEL CHIANG MUN KIN	1,717,900	0.2600
25.	YAP YIN HON	1,712,100	0.2591
26.	YOO WEI HOW	1,702,000	0.2576
27.	GEK YONG	1,700,000	0.2573
28.	NEOH SOO KEAT	1,700,000	0.2573
29.	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG PAIK CHIN (E-SDK)	1,572,800	0.2381
30.	SOO CHEE HEAN	1,404,000	0.2125
TOTAL		**532,327,560**	**80.5749**

ANALYSIS OF WARRANTS B
AS AT 31 MARCH 2026

Total Issued Warrants : 102,960,285 Warrants B
Total Exercised Warrants : -
Total Outstanding : 102,960,285 Warrants B

DISTRIBUTION OF WARRANTS B AS AT 31 MARCH 2026

Size of Warrant Holdings	No. of Warrant Holders	No. of Warrants	Percentage of Warrants Holdings (%)
Less than 100	33	1,507	0.0015
100 to 1,000	42	22,174	0.0215
1,001 to 10,000	193	804,448	0.7813
10,001 to 100,000	135	5,505,224	5.3469
100,001 to less than 5% of issued warrants	81	45,179,824	43.8809
5% and above of issued warrants	3	51,447,108	49.9679
Total	**487**	**102,960,285**	**100.0000**

DIRECTORS' INTEREST IN WARRANTS B

	Names	Direct Interest No. of Warrants	Direct Interest Percentage (%)	Indirect Interest No. of Warrants	Indirect Interest Percentage (%)
1.	Dato' Ir. Tee Chai Seng	-	-	8,717,860[(a)]	8.4672
2.	Dato' Ng Kwang Hua	5,014,248	4.8701	-	-
3.	Wong Choo Leong	-	-	-	-
4.	Ng Tiat Seng	-	-	-	-
5.	Dato' Manikumar A/L Subramanian	-	-	-	-
6.	Sharon Chew Mun Hoong	-	-	-	-
7.	Quek Ting Chin	-	-	-	-
8.	James Liew Vun Tak	-	-	-	-

[(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 31 March 2026
(Cont'd)

THIRTY LARGEST WARRANT B HOLDERS
(ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 31 MARCH 2026)

	Name	No. of Warrants	Percentage of Warrants Holdings (%)
1.	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG KING SENG	37,715,000	36.6306
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.	THONG YEW CHYE	4,269,800	4.1470
5.	LANDASAN POTENSI SDN BHD	3,883,840	3.7722
6.	TAY TONG BAH	3,000,000	2.9137
7.	SEAH SEN ONN @ DAVID SEAH	2,080,000	2.0202
8.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR THONG YEW CHYE (ML00222)	1,860,000	1.8065
9.	METRO EYEWEAR HOLDINGS SDN.BHD.	1,500,000	1.4569
10.	TONG LEE CHIN	1,435,740	1.3945
11.	LIM WEI YUE	1,332,400	1.2941
12.	AU KUAN HO	1,050,000	1.0198
13.	TEO GEOK HUI	1,000,200	0.9714
14.	KENANGA NOMINEES (TEMPATAN) SDN BHD RAKUTEN TRADE SDN BHD FOR FUNG KOK SANG	945,000	0.9178
15.	CHIN KIAM HSUNG	900,000	0.8741
16.	KENANGA NOMINEES (TEMPATAN) SDN BHD CHIN KIAM HSUNG	842,500	0.8183
17.	ADRIEL CHIANG MUN KIN	740,200	0.7189
18.	SOW KENG SOON	702,000	0.6818
19.	LAW LEH TING	663,200	0.6441
20.	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR TEO AH SENG (PB)	610,960	0.5934
21.	HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WONG FAI TAT	599,900	0.5827
22.	ANG SWEE KUANG	574,176	0.5577
23.	LEOW TIAN SONG	570,100	0.5537
24.	SYED HASNUL HAFIZ BIN SYED MAHAMUD	550,000	0.5342
25.	LIM FOOK GIAP	520,000	0.5050
26.	YEW JUNE	509,500	0.4949
27.	WAN MOHD NOR IZUDEEN BIN WAN AHMAD	506,600	0.4920
28.	GEK YONG	500,000	0.4856
29.	LIM SIONG KOK	500,000	0.4856
30.	MOHD HISYAM BIN ABDUL MALEK	500,000	0.4856
TOTAL		**83,593,224**	**81.1898**

NOTICE OF 7TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting ("**7th AGM**") of TCS Group Holdings Berhad ("**the Company**") will be held at Level 4, No. 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor Darul Ehsan, Malaysia, on Monday, 29 June 2026 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 2025 together with the Directors' and Auditors' Reports thereon.	*(Please refer to Explanatory Note 1)*
2.	To re-elect Dato' Ir. Tee Chai Seng 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 Sharon Chew Mun Hoong who is retiring pursuant to Clause 105(1) of the Company's Constitution and who being eligible, has offered herself for re-election.	**Ordinary Resolution 2** *(Please refer to Explanatory Note 2)*
4.	To re-elect James Liew Vun Tak who is retiring pursuant to Clause 113 of the Company's Constitution and who being eligible, has offered himself for re-election.	**Ordinary Resolution 3** *(Please refer to Explanatory Note 3)*
5.	To approve the payment of Directors' fees and other benefits payable of up to RM250,000.00 to the Non-Executive Directors for the period commencing from 7th AGM up to the conclusion of the 8th AGM of the Company.	**Ordinary Resolution 4**
6.	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 5**

AS SPECIAL BUSINESS:

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

7.	**Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016** "**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 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."	**Ordinary Resolution 6** *(Please refer to Explanatory Note 4)*

Notice Of 7th Annual General Meeting (Cont'd)

8. **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Ordinary Resolution 7
(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 2026 for the purposes of Rule 10.09 of the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad, 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 Annual General Meeting 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 Annual General Meeting 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."

9. 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 2026

Notice Of 7th Annual General Meeting (Cont'd)

Notes

1. A member of the Company entitled to participate and vote at the 7th 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, may 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, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 7th AGM or any adjourned meeting. The lodging of the Proxy Form shall not preclude you from participating, speaking and voting at the 7th AGM should you subsequently wish to do so.

6. For the purpose of determining a member who shall be entitled to participate in the 7th AGM, only members whose name appears on the Record of Depositors as at 19 June 2026 shall be entitled to participate in the said 7th AGM 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 7th AGM, 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 7th AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to this 7th AGM, 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 2025

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

2. Ordinary Resolution 1 & 2: Re-election of Directors 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. Dato' Ir. Tee Chai Seng and Sharon Chew Mun Hoong are standing for re-election as Directors of the Company pursuant to Clause 105(1) of the Company's Constitution at the 7th AGM of the Company and being eligible have offered themselves for re-election.

Notice Of 7th 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 Dato' Ir. Tee Chai Seng, the Managing Director and Sharon Chew Mun Hoong, the Independent Non-Executive Director of the Company, and considered the following:

(a) the Directors' performance and contribution;
(b) the Directors' level of contribution to the Board deliberations through their skills, experience and strength in qualities; and
(c) their 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 Dato' Ir. Tee Chai Seng and Sharon Chew Mun Hoong as Directors of the Company.

The profile of Dato' Ir. Tee Chai Seng and Sharon Chew Mun Hoong who are standing for re-election are set out in the Directors' profile of this Annual Report 2025.

3. Ordinary Resolution 3: Re-election of Director 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 Annual General Meeting of the Company, and shall then be eligible for re-election.

That the Director, James Liew Vun Tak who was appointed pursuant to Clause 113 of the Company's Constitution, is standing for re-election as Director of the Company and being eligible, has offered himself for re-election.

For the purpose of determining the eligibility of the Director to stand for re-election at the 7th AGM, the Nomination Committee has evaluated and assessed him pursuant to the Fit and Proper Policy and has recommended the said Director for re-election pursuant to Clause 113 of the Company's Constitution.

4. Ordinary Resolution 6: Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016

The Proposed Ordinary Resolution 6, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The mandate, if passed, serves as a measure to enable the Company to meet its immediate working capital requirements in the short term without reliance on conventional debt as well as to facilitate fund-raising for investment project(s) and 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 Annual General Meeting.

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 7th 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 7: Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

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

Further details are set out in the Circular to Shareholders dated 30 April 2026.

Notice Of 7th Annual General Meeting (Cont'd)

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 7th 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 proposed mandate, as set out under Ordinary Resolution 6 in the Notice of the 7th AGM and detailed in Explanatory Note 4, is a renewal of the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 to empower the Directors to issue and allot shares of up to ten percent (10%) of the issued share capital of the Company for the time being and for such purposes as the Directors consider to be in the best interest of the Company.

The general mandate granted at the 6th AGM was fully utilised for a private placement to independent third-party investor(s), whereby a total of 60,060,167 new ordinary shares were issued, raising total gross proceeds of RM6,258,269.40. The details of the issuance and the utilisation of proceeds are set out below:-

Purpose	:	Private Placement
Listing date	:	18.08.2025
No. of shares issued	:	60,060,167
Issued price per share (RM)	:	0.1042
Proceed raised (RM)	:	6,258,269.40

Details of utilisation of proceeds	Intended Timeframe for Utilisation	Proceeds raised (RM'000)	Actual utilisation (RM'000)	Deviation (RM'000)	Balance unutilised (RM'000)
Working capital for the Group's existing construction projects	Within 24 months	6,178	6,094	(84)	-
Estimated expenses	Immediate	80	164	84	-
Total		**6,258**	**6,258**	**-**	**-**

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:

1ST PROXY

Full Name:	Contact No.:	Proportion of Shareholdings Represented	
Email Address:	NRIC No./Passport No.:	No. of Shares	%

And/or

2ND 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 7th Annual General Meeting ("**AGM**") of the Company to be held at Level 4, No. 1 & 3, Bangunan TCS, Jalan SP 1/1, Bandar Saujana Putra, 42610 Jenjarom, Selangor Darul Ehsan, Malaysia, on Monday, 29 June 2026 at 10.00 a.m. or at any adjournment thereof.

**strike out whichever not applicable*

Please indicate with an "**X**" in the space below how you wish your votes to be cast. If no specific direction as to voting 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 Dato' Ir. Tee Chai Seng who is retiring pursuant to Clause 105(1) of the Company's Constitution.		
Ordinary Resolution 2	To re-elect Sharon Chew Mun Hoong who is retiring pursuant to Clause 105(1) of the Company's Constitution.		
Ordinary Resolution 3	To re-elect James Liew Vun Tak who is retiring pursuant to Clause 113 of the Company's Constitution.		
Ordinary Resolution 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 7th AGM up to the conclusion of the 8th AGM of the Company.		
Ordinary Resolution 5	To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 6	Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016.		
Ordinary Resolution 7	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

Dated this _____ day of _____ 2026

.....
Signature of Member / Common Seal

NOTES
1. A member of the Company entitled to participate and vote at the 7th 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.

Fold this flap for sealing

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, may 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, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 7th AGM or any adjourned meeting. The lodging of the Proxy Form shall not preclude you from participating, speaking and voting at the 7th AGM should you subsequently wish to do so.
6. For the purpose of determining a member who shall be entitled to participate in the 7th AGM, only members whose name appears on the Record of Depositors as at 19 June 2026 shall be entitled to participate in the said 7th AGM 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.

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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
Wilayah Persekutuan, Malaysia

1st fold here

Personal data privacy:-
By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at this 7th AGM*, 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* 7th AGM *and the preparation and compilation of the attendance lists, minutes and other documents relating to this* 7th AGM*, 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*

TCS Group Holdings Berhad
(Registration No. 201901004613 (1313940-W))

No. 1 & 3, Bangunan TCS,
Jalan SP 1/1, Bandar Saujana Putra,
42610 Jenjarom, Selangor.

Tel: +603 5103 8888