



NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("2nd AGM") of TSA Group Berhad (the "Company") will be held virtually to transact the following businesses:-

Day and Date : Tuesday, 11 June 2024
 Time : 10.00 a.m.
 Broadcast venue : Manuka 2 & 3, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia
 Remote Participation and Voting ("RPV") facilities : Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") via its TIH Online website at <https://tiah.online> or <https://tiah.com.my>
 Domain Registration No. with MYNIC : D1A 282781

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits of up to RM400,000.00 and RM90,000.00 respectively payable to the Non-Executive Directors for the period from 1 January 2024 until the next Annual General Meeting ("AGM") of the Company, in such proportions and manner as the Directors may determine as follows: **[Ordinary Resolution 1]**

Type of Director	Fees (RM)	Benefits (RM)
Chairman of the Board	150,000.00	30,000.00
Non-Executive Directors	250,000.00	60,000.00
Total:	400,000.00	90,000.00

- To re-elect the following Directors who retire pursuant to Clause 76(3) of the Company's Constitution and being eligible, have offered themselves for re-election:- **[Ordinary Resolution 2]**
 - Mr. Chew Kuan Fah
 - Mr. Chew Yik Wai**[Ordinary Resolution 3]**
- To re-appoint Messrs Crowe Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **[Ordinary Resolution 4]**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolution:

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS** **[Ordinary Resolution 5]**

"THAT subject always to the Companies Act 2016, the Constitution of the Company, the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), any directives or modifications or reliefs issued by Bursa Securities from time to time in relation to the general mandate for issue of securities and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the capital of the Company ("New Shares") at any time and at such price, to such persons and for such purposes and upon such terms and conditions as Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being ("Proposed General Mandate").

THAT the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 12 of the Company's Constitution to be offered the New Shares under the Proposed General Mandate, which rank equally with the existing issued shares in the Company.

AND THAT the Directors are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is the earlier."

- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

GOH CHOOI WOAN (SSM PC No. 201908000145) (MAICSA 7056110)
 Company Secretary

Dated: 30 April 2024
 Selangor

Explanatory Notes:

- Audited Financial Statements**
 This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("Act") does not require shareholders' approval. As such, this Agenda item is not put forward for voting.
- Ordinary Resolution 1 - Directors' fees and benefits payable to Non-Executive Directors**
 Section 230(1) of the Act provides that the Directors' fees and benefits payable to the Directors and its subsidiaries shall be approved at a general meeting. The amount of the Directors' fees and benefits are calculated based on the current Board size and a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director, additional unscheduled meetings for Board and Board Committees. This resolution is to facilitate the payment of Directors' fees and benefits for the period from 1 January 2024 until the next AGM. In the event that the proposed amount is insufficient, shareholders' approval will be sought at the next AGM to meet the shortfall.
- Ordinary Resolutions 2 and 3 - Re-election of Directors**
 Mr. Chew Kuan Fah and Mr. Chew Yik Wai, both Directors of the Company are seeking re-election at the 2nd AGM ("Retiring Directors") pursuant to Clause 76(3) of the Company's Constitution and being eligible, have offered themselves for re-election. The details of the Retiring Directors and their interests in the securities of the Company are as set out in the Annual Report 2023. The Nominating Committee ("NC") has considered the performance and contribution of the abovesaid Retiring Directors from the Board Effectiveness Evaluation conducted, following factors were taken into consideration:-
 - Declaration of any conflict of interests
 - Satisfactory performance meeting the Board's expectations.
 - Compliance with fit and proper criteria.
 - Demonstrated knowledge and caliber.
 - Provision of quality input to the Board
 The NC and Board also review the tenure of the Directors and the Board composition to ensure the Board has an appropriate mix of skills and experience for the requirements of the business.
- Ordinary Resolution 4 - Re-appointment of Auditors**
 The Audit and Risk Management Committee and the Board have considered the re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company, are satisfied with the performance, competency, audit approach and independence of the Auditors. The Board endorsed the Audit and Risk Management Committee's recommendation to seek shareholders' approval to re-appoint Messrs Crowe Malaysia PLT as external auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.
- Ordinary Resolution 5 - Authority to Directors to issue and allot shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights**
 This resolution, if passed, will give authority to the Directors to issue and allot shares up to 10% of the total number of issued shares of the Company at any time ("General Mandate") in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and will exclude the shareholders' pre-emptive rights over all new shares to be issued under the General Mandate. The Board of Directors of the Company is of the view that the General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. It will also enable the Directors to take swift action in case of a need to issue and allot new shares in the Company's fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment projects or for working capital or such applications as the Directors may deem fit in the best interest of the Company and its shareholders.

Notes:

- The 2nd AGM of the Company will be held virtually through live streaming from the Broadcast Venue and online remote voting using RPV facilities provided by Tricor via its TIH Online website at <https://tiah.online> or <https://tiah.com.my> (Domain Registration No. with MYNIC: D1A 282781). Please refer to the Administrative Guide for the 2nd AGM which is available at the Company's website at <https://tsa.com.my> for the procedures to register, participate and vote remotely at the 2nd AGM through the RPV facilities.
- Shareholders are to attend, speak (including posing questions to the Board via real-time submission of typed texts) and vote (collectively, "participate") remotely at the 2nd AGM using the RPV.
- The Broadcast Venue of the 2nd AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be at the main venue of the meeting. No shareholder(s)/proxy(ies) from the public will be physically present at the meeting venue on the day of the 2nd AGM.
- Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of AGM will be put to vote by poll.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 5 June 2024 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 2nd AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.
- A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote on his/her stead. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The instrument appointing a proxy and the power of attorney or other authority (if any) shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.
- The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 2nd AGM or at any adjournment thereof: -
 - By Hardcopy Form -
 The Form of Proxy shall be deposited at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel: +603-2783 9299), or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By Electronic Means via TIH Online -
 The Form of Proxy shall be submitted to the electronic address at the Share Registrar's TIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for the procedures and requirements.
 - By Electronic Means via Email -
 The Form of Proxy shall be electronically submitted via email at the Share Registrar's email address at is.enquiry@my.tricorglobal.com.

Personal data privacy:

- By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 2nd AGM and/or any adjournment thereof, a member of the Company:
- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxy(ies) and representative(s) appointed for the 2nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2nd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
 - warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and
 - 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.