



TSA GROUP BERHAD
(Registration No. 202201010003 (1455700-A))

MINUTES OF FOURTH ANNUAL GENERAL MEETING (4th AGM)

Day and Date : Tuesday, 16 June 2026
Time : 10:00 a.m.
Meeting Venue : Conference Room 1, 2nd Floor, Lot 3998, Jalan 6/2A, Taman Industri Selesa Jaya, 43300 Balakong, Selangor, Malaysia

Present:

PRESENT

DIRECTORS:

- (1) Lim Hun Soon @ David Lim (Chairman) (“David Lim”)
- (2) Chew Kuan Fah (Group Managing Director) (“KFCheW”)
- (3) Chew Yik Wai
- (4) Ng Kim Liang
- (5) Loh Pei Ling
- (6) Chong Chin Look
- (7) Karmjit Kaur A/P Sarban Singh
- (8) Shahira Binti Abdul Aziz

MANAGEMENT:

- (9) Tan Bee Hong (Head of Finance) (“BHTan”)

COMPANY SECRETARIES:

- (10) Goh Chooi Woan (“CWGoh”)
- (11) Amber Chiew En Yee

EXTERNAL AUDITORS: Crowe Malaysia PLT

- (12) Chua Wai Hong
- (13) Steve Lim Tho Hong
- (14) Ayumi Chuah Phei Yee

SPONSOR: UOB Kay Hian (M) Sdn Bhd

- (15) James Kan Yip Wai

SCRUTINEER: Quantegic Services Sdn Bhd (“Quantegic”)

POLL ADMINISTRATOR: Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”)

The list of shareholders, corporate representatives and proxies who attended the Meeting was set out in the Attendance Summary.

1. INTRODUCTION BY THE CHAIRMAN

Mr. David Lim, the Chairman of the Board of Directors (“Board”), presided as the Chairman of the 4th AGM of the Company, and welcomed all shareholders, corporate representatives and proxies present at the 4th AGM.

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2. INTRODUCTION OF BOARD OF DIRECTORS, MANAGEMENT, COMPANY SECRETARY AND ADVISERS

The Chairman proceeded to introduce the Directors, Head of Finance, Company Secretaries, representatives from External Auditors and Sponsors present in the Meeting.

3. CONFIRMATION OF MEETING QUORUM AND PROXIES RECEIVED

Ms. CW Goh, the Company Secretary confirmed that there was a quorum for the AGM.

Based on the report issued by the Share Registrar of the Company, Tricor, a total of 31 shareholders, proxies and corporate representatives, representing 283,238,190 ordinary shares or 91.56% of the total issued share capital of the Company had registered themselves to attend the 4th AGM.

The Company Secretary informed the Meeting as the discussions in the AGM were confidential and intended solely for the knowledge of these parties, any form of visual or audio recording during the Meeting is strictly prohibited unless prior written consent is obtained from the Company.

With the requisite quorum being present in accordance with Clause 56(2) of the Company's Constitution, the Meeting was called to order at 10.00 a.m.

4. NOTICE CONVENING THE MEETING

The Notice of the Meeting had been advertised in the newspapers and published on the Company's corporate website on 29 April 2026. The Company's Annual Report and Corporate Governance Report were also published on the corporate website on the same day. These publications were in accordance with the Company's Constitution and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("AMLR").

The eligible shareholder of the Company would have received the Notification Letter via email or post informing of the Notice of the 4th AGM and Annual Report 2025.

The Notice having been served within the stipulated prescribed period, was with the permission of all present, taken as read and the Meeting proceeded with the Agenda proper.

The Chairman encouraged the shareholders and proxies to raise questions by scanning the QR code shown on the TV screen and submitting their question via the Question and Answer ("Q&A") platform. Alternatively, shareholders and proxies could also raise hand to ask questions during the Q&A session. The Chairman kindly requested that all attendees state their name before speaking for the record. The Q&A session remain open until announced closed by the Chairman.

5. VOTING PROCEDURES

It was noted that all resolutions set out in the Notice of the General Meeting is mandatory to be voted by poll pursuant to Paragraph 8.31A of the AMLR.

The Chairman thereafter demanded for a poll to be taken on all the resolutions set forth in the Notice of the 4th AGM pursuant to Clause 61 of the Company's Constitution.

The results of the poll voting will be announced after the scrutineer has verified the poll results upon the closure of the voting session. The Chairman further informed that the Company has appointed Tricor as Poll Administrator, to conduct the poll voting electronically and Quantegic as the Scrutineer to verify the poll results.

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Shareholders, corporate representatives and proxies were informed that the voting on the resolutions would be conducted upon completion of deliberation for all resolutions to be transacted at the AGM.

6. OVERVIEW OF THE BUSINESS AND FINANCIAL PERFORMANCE FOR THE FINANCIAL YEAR ENDED 2025

At the invitation of the Chairman, the Head of Finance, Ms. BHTan presented to the Meeting the overview of the Group's business and financial performance for the financial year ended 2025 (as per Annexure A) covering the following topics: -

- (a) About TSA Group Berhad
- (b) Financial Highlights
 - Key Financial Highlights FY 2025 at a Glance
 - Revenue & Gross Profit Trend FY 2021 – 2025 and Key Commentary
 - Borrowings and Gearing
- (c) Operational Updates as at May 2026
 - Semenyih Manufacturing Premises
 - TSA Quarry
- (d) Outlook & Prospects FY 2026

AS ORDINARY BUSINESS

7. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS (“AFS 2025”)

It was noted that the AFS 2025 had been circulated to all the shareholders for the prescribed period.

The Chairman informed the Meeting that the AFS 2025 was meant for discussion only and did not require formal approval by the shareholders.

Before proceeding to Ordinary Resolution 1, the Chairman enquired whether there were any questions. The Board expressed its willingness to address any accounting-related questions raised.

The questions and the corresponding responses were provided as set out in Annexure B.

As there were no further questions on AFS 2025, it was recorded that the AFS 2025 had been duly tabled and received by the shareholders.

**8. ORDINARY RESOLUTION 1
DIRECTORS' FEES AND BENEFITS FOR AN AMOUNT UP TO RM330,000.00 AND RM25,000.00 RESPECTIVELY PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM THE CONCLUSION OF THE 4TH AGM UNTIL THE NEXT AGM**

The Chairman, being an interested party in Ordinary Resolution 1, had invited Mr. KFChew, the Group Managing Director of the Company, to put forth the resolution to the Meeting.

Mr. KFChew informed that Ordinary Resolution 1 was to approve the payment of Directors' Fees and Benefits of up to Ringgit Malaysia Three Hundred Thirty Thousand (RM330,000.00) and Ringgit Malaysia Twenty-Five Thousand (RM25,000.00) respectively payable to the Non-Executive Directors for the period from the conclusion of the 4th AGM until the next AGM of the Company, in such proportions and manner as the Directors may determine.

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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. The resolution was intended to facilitate the payment of Directors' Fees and Benefits for the period from the conclusion of the 4th AGM until the next AGM.

Before proceeding to next resolution, Mr. KFChew enquired whether there were any questions from the Q&A platform and the floor.

As no questions were received, he handed the chair back to the Chairman to continue with the Meeting proceeding.

**9. ORDINARY RESOLUTION 2
RE-ELECTION OF DIRECTOR – MR. CHONG CHIN LOOK**

The Chairman informed that Ordinary Resolution 2 was on the re-election of Mr. Chong Chin Look who retired by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, has offered himself for re-election.

Before proceeding to next resolution, the Chairman enquired whether there were any questions from the Q&A platform and the floor.

As no questions were received, he proceeded to the next item on the Agenda.

**10. ORDINARY RESOLUTION 3
RE-ELECTION OF DIRECTOR – MS. KARMJIT KAUR A/P SARBAN SINGH**

The Chairman informed that Ordinary Resolution 3 was on the re-election of Ms. Karmjit Kaur A/P Sarban Singh who retired by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, has offered herself for re-election.

Before proceeding to next resolution, the Chairman enquired whether there were any questions from the Q&A platform and the floor.

As no questions were received, he proceeded to the next item on the Agenda.

**11. ORDINARY RESOLUTION 4
RE-ELECTION OF DIRECTOR – CIK SHAHIRA BINTI ABDUL AZIZ**

The Chairman informed that Ordinary Resolution 4 was on the re-election of Cik Shahira Binti Abdul Aziz who retired by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, has offered herself for re-election.

Before proceeding to next resolution, the Chairman enquired whether there were any questions from the Q&A platform and the floor.

As no questions were received, he proceeded to the next item on the Agenda.

**12. ORDINARY RESOLUTION 5
RE-ELECTION OF DIRECTOR – MS. LOH PEI LING**

The Chairman informed that Ordinary Resolution 5 was on the re-election of Ms. Loh Pei Ling who retired by rotation in accordance with Clause 78 of the Company's Constitution and being eligible, has offered herself for re-election.

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Before proceeding to next resolution, the Chairman enquired whether there were any questions from the Q&A platform and the floor.

As no questions were received, he proceeded to the next item on the Agenda.

**13. ORDINARY RESOLUTION 6
RE-APPOINTMENT OF EXTERNAL AUDITORS AND FIXING THEIR REMUNERATION**

The Chairman informed that Ordinary Resolution 6 was on the re-appointment of Messrs. Crowe Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. The Auditors have indicated their willingness to accept re-appointment.

Before proceeding to next resolution, the Chairman enquired whether there were any questions from the Q&A platform and the floor.

As no questions were received, he proceeded to the next item on the Agenda.

AS SPECIAL BUSINESS

**14. ORDINARY RESOLUTION 7
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

The Chairman informed that Ordinary Resolution 7 under Special Business was to seek shareholders' approval for the Directors to allot and issue shares up to a maximum of 10% of the total number of issued shares of the Company when the need arises.

The waiver of pre-emptive rights would allow the Company to issue new shares of the Company, to any person without having to offer new shares to all existing shareholders of the Company prior to the issuance of new shares in the Company under the general mandate.

The mandate, if passed, would provide flexibility to the Company and empower the Directors to allot and issue new shares for the purpose of funding the Company's future investment projects or the working capital or such applications as the Directors may deem fit and in the best interest of the Company and its shareholders.

Before proceeding to next resolution, the Chairman enquired whether there were any questions from the Q&A platform and the floor.

As no questions were received, he proceeded to the next item.

15. VOTING SESSION

The Chairman informed the Meeting that the Company had not received any notice of other business to be transacted at the Meeting. As all the resolutions have been tabled, the Meeting proceeded to the poll voting session for all the resolutions.

The Chairman directed for the registration of the shareholders and proxies be closed. Prior to the commencement of the e-voting, a video presentation by the appointed Poll Administrator, on the polling procedures was played.

The Chairman placed on record that several shareholders have appointed him to be their proxy, and he would vote in accordance with the instructions given.

The Chairman informed the Meeting that the validation of votes cast by the Scrutineer would take approximately 25 minutes. The Meeting was then adjourned and would resume once the results were ready for the declaration of the voting outcome.

16. ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to order at 10.47 a.m. for the declaration of the poll results. The poll results were displayed on the screen.

The results of the poll voting were as follows:

Ordinary Resolution 1

Description	To approve the payment of Directors' fees and benefits for an amount up to RM330,000.00 and RM25,000.00 respectively payable to the Non-Executive Directors of the Company for the period from the conclusion of the 4th AGM until the next Annual General Meeting of the Company.	
Voted	For	Against
No. of Shareholders	101	0
No. of Shares	283,513,390	0
% of Voted Shares	100%	0%

It was RESOLVED:-

THAT the payment of Directors' fees and benefits for an amount up to RM330,000.00 and RM25,000.00 respectively payable to the Non-Executive Directors of the Company for the period from the conclusion of the 4th AGM until the next AGM of the Company, in such proportions and manner as the Directors may determine be approved.

Ordinary Resolution 2

Description	To re-elect Mr. Chong Chin Look, the Director who retires pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered himself for re-election.	
Voted	For	Against
No. of Shareholders	101	0
No. of Shares	283,513,390	0
% of Voted Shares	100%	0%

It was RESOLVED:-

THAT Mr. Chong Chin Look who retires pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered himself for re-election, be re-elected as Director of the Company.

Ordinary Resolution 3

Description	To re-elect Ms. Karmjit Kaur A/P Sarban Singh, the Director who retires pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered herself for re-election.	
Voted	For	Against
No. of Shareholders	101	0
No. of Shares	283,513,390	0
% of Voted Shares	100%	0%

It was RESOLVED:-

THAT Ms. Karmjit Kaur A/P Sarban Singh who retires pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered herself for re-election, be re-elected as Director of the Company.

Ordinary Resolution 4

Description	To re-elect Cik Shahira Binti Abdul Aziz, the Director who retires pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered herself for re-election.	
Voted	For	Against
No. of Shareholders	101	0
No. of Shares	283,513,390	0
% of Voted Shares	100%	0%

It was RESOLVED:-

THAT Cik Shahira Binti Abdul Aziz who retires pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered herself for re-election, be re-elected as Director of the Company.

Ordinary Resolution 5

Description	To re-elect Ms. Loh Pei Ling, the Director who retires pursuant to Clause 78 of the Company's Constitution and being eligible, has offered herself for re-election.	
Voted	For	Against
No. of Shareholders	101	0
No. of Shares	283,513,390	0
% of Voted Shares	100%	0%

It was RESOLVED:-

THAT Ms. Loh Pei Ling who retires pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered herself for re-election, be re-elected as Director of the Company.

Ordinary Resolution 6

Description	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.	
Voted	For	Against
No. of Shareholders	101	0
No. of Shares	283,513,390	0
% of Voted Shares	100%	0%

It was RESOLVED:-

THAT Messrs Crowe Malaysia PLT be re-appoint as the Auditors of the Company for the ensuing year at a fee to be determined by the Directors.

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Description	Authority to issue shares pursuant to the Companies Act 2016	
Voted	For	Against
No. of Shareholders	100	0
No. of Shares	283,511,890	0
% of Voted Shares	100%	0%

It was RESOLVED:-

“THAT subject always to the Companies Act 2016 (“Act”), the Company’s Constitution, 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 Act, 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 percent (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 Act read together with Clause 12 of the Company’s Constitution, in respect of the New Shares to be issued under the Proposed General Mandate, which shall rank equally with the existing issued shares of 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 ordinary resolution passed by the shareholders at a general meeting, whichever is the earlier.”

Based on the poll results in respect of all the resolutions tabled, the Chairman declared that all the 7 resolutions as set forth in the Notice of the 4th AGM were duly carried.

17. CONCLUSION

The Chairman expressed his appreciation to all participants of the 4th AGM. There being no other business to be transacted, the Chairman declared the 4th AGM closed at 10.50 a.m.

The Company Secretary, on behalf of the Board, Management and all present, expressed sincere appreciation for the Chairman’s leadership in chairing the AGM.

CONFIRMED BY:

-Signed-

Chairman
Lim Hun Soon @ David Lim

Date: 02 July 2026

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Annexure B

Question & Answer

No	Question	Response from the Company
1	Can the Company consider a bonus issue or higher dividend payout to spur investor interest in the counter?	The Company is mindful of the importance of delivering value to shareholders. While there are no immediate plans for a bonus issue, the possibility of a higher dividend payout will be considered based on the Group's profitability, available funds, and future investment requirements. We remain committed to balancing shareholder returns with the long-term sustainability of the business.