



NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting ("4th AGM") of TSA Group Berhad (the "Company") will be held at Conference Room 1, 2nd Floor, Lot 3998, Jalan 6/2A, Taman Industri Selesa Jaya, 43300 Balakong, Selangor, Malaysia on Tuesday, 16 June 2026 at 10.00 a.m., to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
- 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 ("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	130,000.00	4,000.00
Non-Executive Directors	200,000.00	21,000.00
Total:	330,000.00	25,000.00

- To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution and being eligible, have offered themselves for re-election:
 - Mr. Chong Chin Look [Ordinary Resolution 2]
 - Ms. Karmjit Kaur A/P Sarban Singh [Ordinary Resolution 3]
 - Cik Shahira Binti Abdul Aziz [Ordinary Resolution 4]
- 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. [Ordinary Resolution 5]
- 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 6]

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** [Ordinary Resolution 7]

"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."
- 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)
CHIEW EN YEE (SSM PC NO. 202308000846) (MAICSA 7080964)
Company Secretaries

Dated: 29 April 2026
Selangor

Explanatory Notes:

- Audited Financial Statements**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the 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 of the Company 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 the conclusion of this 4th AGM 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 to 5 - Re-election of Directors**
Mr. Chong Chin Look, Ms. Karmjit Kaur A/P Sarban Singh and Cik Shahira Binti Abdul Aziz, who retire by rotation pursuant to Clause 76(3) of the Company's Constitution, and Ms. Loh Pei Ling, who retires pursuant to Clause 78 of the Company's Constitution, are seeking re-election at the 4th AGM ("Retiring Directors") and being eligible, have offered themselves for re-election.
The details of the Retiring Directors are as set out in their respective Directors' Profile and can be found in the Annual Report 2025.
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:
 - Satisfactory performance meeting the Board's expectations.
 - Compliance with fit and proper criteria.
 - Demonstrated knowledge and caliber.
 - Provision of quality input to the Board.
 - Director's level of independence demonstrated by the Independent Director and ability to act in the best interest of the Company in decision-making.

The NC and Board also reviewed 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.
Based on the aforesaid review, the performance of each of the Retiring Directors was found to be satisfactory. The Board endorsed the NC's recommendation to seek shareholders' approval on the re-election of the Retiring Directors.
- Ordinary Resolution 6 - Re-appointment of Auditors**
The Audit Committee ("AC") 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 AC'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 7 - Authority to Directors to issue and allot shares pursuant to the Act**
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 ordinary resolution passed by the shareholders at a 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.
The Company did not issue any new shares pursuant to Sections 75 and 76 of the Act under the general mandate which was approved at the 3rd AGM held on 18 June 2025 and will lapse at the conclusion of the 4th AGM to be held on 16 June 2026.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 June 2026 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 4th AGM, or to appoint proxy(ies) to attend, participate and vote on his/her 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 appointment shall be invalid unless he specifies the proportion of his shareholding 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 initialed.
- 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 of authority must be deposited or submitted in the following manner not later than Sunday, 14 June 2026 at 10:00 a.m.

In hard copy form –
By hand or post to the office of the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or alternatively to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia.

By electronic form –
You may also submit your proxy appointment electronically via Tricor Investor & Issuing House Services Sdn Bhd Online website at <https://srmy.vistra.com>. Please refer to the Administrative Details for the procedures on submission proxy form electronically.
- Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Securities, all resolutions set out in the Notice of AGM will be put to vote by poll.

Personal data privacy:

- By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.