



**TALAM TRANSFORM BERHAD**  
[Company Registration No: 19200100012 (1120-H)]  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 95th Annual General Meeting of Talam Transform Berhad ("the Company") will be held at Pusat Konvensyen, Triumph Convention Centre, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Tuesday, 29 September 2020 at 11.30 a.m. for the following purposes:-

**AGENDA**  
**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company for the financial period ended 31 March 2020 and the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM25,000 for each Director for the financial period ended 31 March 2020 (2019: RM50,000 for each Director).
- To approve the payment of additional Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM52,000 from 1 August 2020 to 29 September 2020.
- To approve the payment of Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM312,000 from 30 September 2020 until the next Annual General Meeting of the Company to be held in the year 2021.
- To re-elect the following Directors who are retiring in accordance with Clause 110 of the Constitution of the Company:-
  - Mr Tsen Keng Yam
  - Dato' Kamaruddin Bin Mat Desa
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)  
(Resolution 1)  
(Resolution 2)  
(Resolution 3)  
(Resolution 4)  
(Resolution 5)  
(Resolution 6)

**AS SPECIAL BUSINESS**

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

- ORDINARY RESOLUTION**  
**Proposed Retention of Independent Non-Executive Director**  
"THAT Mr Tsen Keng Yam be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting notwithstanding that he has been in that capacity for a cumulative term of more than twelve (12) years."

(Resolution 7)

- ORDINARY RESOLUTION**  
**Proposed Retention of Independent Non-Executive Director**  
"THAT Dato' Kamaruddin Bin Mat Desa be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting notwithstanding that he has been in that capacity for a cumulative term of more than twelve (12) years."

(Resolution 8)

- ORDINARY RESOLUTION**  
**Proposed Retention of Independent Non-Executive Director**  
"THAT Datuk Dr Ng Bee Ken be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting notwithstanding that he has been in that capacity for a cumulative term of more than nine (9) years."

(Resolution 9)

- ORDINARY RESOLUTION**  
**Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
"THAT subject to Sections 75 and 76 of the Companies Act 2016, Constitution of the Company, approvals of the relevant governmental/regulatory authorities and the passing of the Special Resolution as contained here in respect of the alteration to the Constitution of the Company, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 does not exceed twenty per cent (20%) of the total number of issued shares of the Company for the time being, and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.  
AND THAT such authority shall commence immediately upon the passing of this resolution and to continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 10)

- ORDINARY RESOLUTION**  
**Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate")**

(Resolution 11)

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiary companies shall be mandated to enter into such recurrent transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those related parties as specified in Section 2.4 (1) to (5) of the Circular to Shareholders dated 28 August 2020 subject further to the following:-

- the transactions are in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- disclosure will be made in the Annual Report of the aggregate value of transactions of the Proposed Shareholders' Mandate conducted during the financial year, including amongst others, the following information:-
  - the type of the recurrent transactions made; and
  - the names of the related parties involved in each type of the recurrent transactions made and their relationship with the Company and/or its subsidiary companies.

AND THAT such mandate shall commence upon passing of this resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

- SPECIAL RESOLUTION**  
**Proposed Alteration to the Constitution of the Company**

(Resolution 12)

"THAT Clause 14 of the Constitution of the Company be hereby amended and thereafter, Clause 14 shall be read as follows:-

Subject to the Listing Requirements and notwithstanding the existence of a resolution pursuant to Section 75(1) and Section 76(1) of the Companies Act 2016, the Company shall not issue any shares or convertible Securities if the total number of those shares or convertible Securities when aggregated with the total number of any such shares or convertible Securities issued during the preceding twelve (12) months, exceed twenty per cent (20%) of the total number of issued shares of the Company, except where the shares or convertible Securities are issued with the prior approval of the Company in meeting of Members of the precise terms and conditions of the issue."

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

**BY ORDER OF THE BOARD**

**SOO KAH PIK (MIA 8102)**

SSM Practising Certificate No. 201908004099

Company Secretary

Kuala Lumpur

28 August 2020

**NOTES:**

- The Company has changed its financial year end from 31 January to 31 March and an announcement has been made to Bursa Malaysia Securities Berhad on 18 December 2019 on the change of financial year end. The Companies Commission of Malaysia has granted its approval for an extension of time until 30 September 2020 for the Company to hold its Annual General Meeting in respect of the calendar year 2020. Hence, the 95th AGM will be held to table the 14 months Audited Financial Statements made up from 1 February 2019 to 31 March 2020.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, under its common seal or the hand of an officer or attorney duly authorised.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it 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.
- Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholdings 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 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.
- All Forms of Proxy must be deposited at the Registered Office of the Company situated at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining members who shall be entitled to attend this Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 22 September 2020. Only members whose names appear therein shall be entitled to attend the said meeting or appoint a proxy to attend, speak and vote on their behalf.

- Pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of this Annual General Meeting will be put to vote by poll.

**EXPLANATORY NOTES TO THE ORDINARY AND SPECIAL BUSINESS**

- Audited Financial Statements of the Company for the financial period ended 31 March 2020**

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- Resolution 2: Payment of additional Non-Executive Directors' Remuneration (excluding Directors' Fees) from 1 August 2020 to 29 September 2020**

Pursuant to Section 230(1) of the Companies Act 2016, any fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting.

At the 94th Annual General Meeting of the Company held on 25 July 2019, the shareholders of the Company had approved the payment of the Non-Executive Directors' remuneration for the period commencing from 26 July 2019 (being the date immediately after the 94th Annual General Meeting of the Company) until the next annual general meeting of the Company to be held latest by 31 July 2020.

However, the Company had on 18 December 2019 announced to Bursa Malaysia Securities Berhad regarding the change of the Company's financial year end from 31 January to 31 March and hence, the new financial period of the Company shall cover a period of 14 months from 1 February 2019 to 31 March 2020. The Companies Commission of Malaysia has also granted its approval for an extension of time until 30 September 2020 for the Company to hold its Annual General Meeting in respect of calendar year 2020. Hence, there will be additional Non-Executive Directors' remuneration comprising of additional 2 months of fixed monthly allowance and meeting allowance for 1 additional Board of Directors' meeting payable to the Directors and the quantum shall be as per the table of remuneration stated in Note 3 below.

- Resolution 3: Payment of Non-Executive Directors' Remuneration (excluding Directors' Fees) from 30 September 2020 until the next Annual General Meeting of the Company to be held in the year 2021**

The Company is seeking shareholders' approval for the payment of the Non-Executive Directors' remuneration for the period commencing from 30 September 2020 (being the date immediately after the 95th Annual General Meeting of the Company) until the next annual general meeting of the Company to be held in the year 2021.

The Remuneration Committee had conducted a review of the Directors' remuneration and after taking into consideration the global economic crisis due to the Covid-19 pandemic health crisis coupled with the present difficult property market and financial conditions, had recommended that the following estimated Directors' remuneration (excluding Directors' Fees) payable to the Non-Executive Directors to remain the same as per last year:-

No.	Description	Designation	Current
(i)	Fixed Monthly Allowance	Chairman	RM10,000 per month
		Non-Executive Directors	RM5,000 per month per director
(ii)	Meeting Allowance	Non-Executive Directors	RM500 per meeting per director
	• Board Meeting (5 times per year)		
	• General Meeting		
	• (1 time per year)		

However, the Non-Executive Directors have agreed to take a reduction in their fixed monthly allowance in tandem with the Group's Salary Reduction Implementation exercise by 50% for the Chairman and 20% for the other Non-Executive Directors since 1 May 2020 in order to give financial support to the Company in this difficult times. The Remuneration Committee shall in the meantime, continuously review the financial situation and will reinstate back their fixed monthly allowance to original quantum when able to do so.

The Board has reviewed and accepted the Remuneration Committee's proposal as it is of the view that it is fair and reasonable and was in the Company's best interest. However, the payment of the Directors' remuneration (excluding Directors' Fees) to the Non-Executive Directors will be made by the Company on a monthly basis and/or as and when incurred, given that they have duly discharged their responsibilities and provided their services to the Company and the Group for the said period, if the Proposed Resolution 3 has been passed at the 95th Annual General Meeting.

- Resolution 7, Resolution 8 and Resolution 9: Proposed Retention of Independent Non-Executive Director**  
Resolution 7, Resolution 8 and Resolution 9 are proposed pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017 and if passed, will allow Mr Tsen Keng Yam, Dato' Kamaruddin Bin Mat Desa and Datuk Dr Ng Bee Ken to be retained and continue to act as Independent Non-Executive Directors.

- Mr Tsen Keng Yam**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Tsen Keng Yam who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years and recommended him to continue to act as an Independent Non-Executive Director of the Company, through a two-tier voting process, based on the following justifications:-

- He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore is able to bring independent and objective judgment to the Board;
- His experience in the various industries enables him to provide the Board with a diverse set of experience, expertise, skills and competence;
- He has been with the Company for more than sixteen (16) years and therefore understands the Company's business operations which enables him to participate actively and contribute during deliberations or discussions at the Board and Board Committees' meetings;
- He has contributed sufficient time and effort and attended all the Board and Board Committees' meetings for the financial period ended 31 March 2020 to obtain independent information required for a balanced decision making; and
- He has exercised due care during his tenure as an Independent Non-Executive Director of the Company and carried out his duties in the interest of the Company and its shareholders.

- Dato' Kamaruddin Bin Mat Desa**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Kamaruddin Bin Mat Desa who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years and recommended him to continue to act as an Independent Non-Executive Director of the Company, through a two-tier voting process, based on the following justifications:-

- He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore is able to bring independent and objective judgment to the Board;
- He has been with the Company for more than twelve (12) years and therefore understands the Company's business operations which enables him to participate actively and contribute during deliberations or discussions at the Board and Board Committees' meetings;
- He has contributed sufficient time and effort and attended all the Board and Board Committees' meetings for the financial period ended 31 March 2020 to obtain independent information required for a balanced decision making; and
- He has exercised due care during his tenure as an Independent Non-Executive Director of the Company and carried out his duties in the interest of the Company and its shareholders.

- Datuk Dr Ng Bee Ken**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Datuk Dr Ng Bee Ken who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore is able to bring independent and objective judgment to the Board;
- His experience in the various industries enables him to provide the Board with a diverse set of experience, expertise, skills and competence;
- He has been with the Company for more than ten (10) years and therefore understands the Company's business operations which enables him to participate actively and contribute during deliberations or discussions at the Board and Board Committees' meetings;
- He has contributed sufficient time and effort and attended 3 out of 6 Board Meetings and several Board Committees' meetings for the financial period ended 31 March 2020 to obtain independent information required for a balanced decision making; and
- He has exercised due care during his tenure as an Independent Non-Executive Director of the Company and carried out his duties in the interest of the Company and its shareholders.

- Resolution 10: Authority to issue shares**

The proposed Ordinary Resolution 10 is intended to renew the authority granted to the Directors of the Company at the 94th Annual General Meeting of the Company held on 25 July 2019, to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being ("General Mandate"). The General Mandate granted by the shareholders at the 94th Annual General Meeting of the Company has not been utilised and hence, no proceed was raised therefrom.

The new General Mandate will be seeking a higher limit for the issuance of new shares up to 20% limit as allowed or authorised by Bursa Malaysia Securities Berhad pursuant to its letter dated 16 April 2020. This gives the Company additional fund raising flexibility and will enable the Directors to take swift action for the allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions and to avoid delay and cost in convening general meetings to approve such issue of shares.

- Resolution 11: Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature**

The detailed information on the proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature, is set out in the Circular to Shareholders dated 28 August 2020 which is enclosed together with the Company's Annual Report 2020.

- Resolution 12: Special Resolution - Proposed Alteration to the Constitution of the Company**

According to Bursa Malaysia Securities Berhad's letter dated 16 April 2020, one of the additional temporary reliefs to listed issuers is the increase of the general mandate limit for new issue of securities from 10% to 20% which will be valid up to 31 December 2021. However, the Company's Constitution has restricted the mandate to 10% of the total number of shares that it could issue and therefore, this relief will be not available to the Company unless the Constitution is altered by amending Clause 14.

Therefore, the proposed alteration to the existing Constitution of the Company is to amend Clause 14 of the Constitution to seek higher general mandate limit for issuance of new shares up to 20% limit as allowed or authorised by Bursa Malaysia Securities Berhad.

The Board is of the opinion that the proposed alteration, if approved, will be in the best interest of the Company as well as its shareholders as it gives the Company additional fund raising flexibility to raise funds and/or issue new shares as part or full payment consideration for any viable and feasible acquisition quickly and in a more cost effective manner.