



REVISED NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth (24th) Annual General Meeting of Ta Ann Holdings Berhad ("Ta Ann" or the "Company") will be held at Ta Ann Board Meeting Room, Level 5A, Ta Ann Building, No. 6, Jalan Rawang, 96000 Sibul, Sarawak on Thursday, 12 August 2021 at 2.00 p.m. to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon. **Resolution 1**
- To approve the payment of Directors' fees of RM984,000 for the year ended 31 December 2020 and the payment thereof. **Resolution 2**
- To approve the payment of Directors' benefits of an amount not exceeding RM300,000 for the period from the 24th Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company. **Resolution 3**
- To re-elect the following Directors who retire in accordance with Article 122 of the Constitution of the Company and, being eligible, have offered themselves for re-election: **Resolution 4**
 - Dato Wong Kuo Hea **Resolution 5**
 - Mr. Chia Chu Fatt **Resolution 6**
 - Ms. Ting Lina @ Ding Lina **Resolution 7**
- To re-elect Encik Ali Bin Adai who retires in accordance with Article 127 of the Constitution of the Company and, being eligible, has offered himself for re-election. **Resolution 8**
- To re-appoint Messrs. KPMG PLT as auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**

As special businesses:

To consider and, if thought fit, pass the following ordinary resolutions:

- Continuation in office as Independent Non-Executive Director** **Resolution 10**
"THAT approval be and is hereby given to Datuk Abang Haji Abdul Karim Bin Tun Abang Haji Openg who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company."
- Continuation in office as Independent Non-Executive Director** **Resolution 11**
"THAT subject to the passing of Ordinary Resolution No. 4, approval be and is hereby given to Mr. Chia Chu Fatt who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company."
- Proposed renewal of authority for share buy-back ("Proposed Share Buy-Back")** **Resolution 12**
"THAT subject to the provisions of the Companies Act 2016 (the "Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force or as may be amended, the Company be and is hereby authorized:
(i) to purchase on the market of Bursa Securities and/or hold such number of ordinary shares ("Shares") in the Company as may be determined by the Directors of the Company ("Directors") from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the total aggregate number of Shares purchased or to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued Shares of the Company at the time of purchase and the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the total retained profit reserve of the Company at the time of purchase; and
(ii) to decide in its absolute discretion to either retain and hold the Shares purchased as treasury shares (which may subsequently be distributed as share dividends, resold, transferred or cancelled) or to cancel the Shares so purchased or a combination of both.
AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authority or authorities **AND FURTHER THAT** the authority be hereby given shall commence immediately upon passing of this ordinary resolution and will continue to be in force until:
(a) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back was passed, at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
(b) the expiration of the period within which the next AGM is required by law to be held; or
(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,
whichever occurs first, but not so as to prejudice the completion of the purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities."

- Proposed renewal of shareholder mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Shareholder Mandates")** **Resolution 13**
"THAT approval be and is hereby given to the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 17 May 2021 ("Circular") with the specific related parties mentioned therein provided that such transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and not to the detriment of the minority shareholders and a disclosure of a breakdown of the aggregate value of recurrent transactions conducted pursuant to the Proposed Shareholder Mandate during the financial year shall be made in the annual report, where the aggregate value is equal to or exceeds the applicable threshold prescribed under paragraph 10.09(1) of the Main Market Listing Requirements of Bursa Securities and amongst others, based on the following information:
■ the type of recurrent transactions made; and
■ the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company."

- To transact any other ordinary business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board of Directors,

Wong Hung Ming (f) (MAICSA 7032880)
SSM Practising Certificate No.: 202008003083
Voon Jan Moi (f) (MAICSA 7021367)
SSM Practising Certificate No.: 202008001906
Alexander Tong Jia Jien (MIA 36614)
SSM Practising Certificate No.: 201908003550
Company Secretaries

19 July 2021
Sibu, Sarawak

Notes:-
1. A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint proxy/proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
2. A member shall not be entitled to appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
3. 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, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
4. The instrument appointing proxy/proxies must be deposited at the registered office of the Company at No. 6, Jalan Rawang, 96000 Sibul, Sarawak not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
5. 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 defined under the Securities Industry (Central Depositories) Act 1991 ("SIDCA") which is exempted from compliance with the provisions of subsection 25A(1) of SIDCA.
6. A depositor whose name appears in the Record of Depositors as at 4 August 2021 shall be regarded as member of the Company entitled to attend this AGM or appoint a proxy to attend, speak and vote on his stead.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put to vote by poll.

Explanatory Notes:

- Audited Financial Statements for financial year ended 31 December 2020**
The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1)(a) of the Companies Act 2016. Hence, this matter will not be put forward for voting.
- Ordinary resolution on Payment of Directors' Benefits**
The proposed Resolution No. 2 is to seek shareholders' approval for the following payment of benefits to its Non-Executive Directors (pursuant to Section 230(1) of the Companies Act 2016) for the period from the 24th AGM until the conclusion of the next AGM of the Company:

TYPE OF BENEFIT/ALLOWANCE	AMOUNT
Meeting Allowance (Board and Committees)	RM2,000 per meeting
Fixed Allowance	RM750 - RM2,625 per month

- Ordinary resolution on continuation in office as Independent Non-Executive Directors**
The proposed Resolution Nos. 8 & 9 are to seek shareholders' approval to retain Datuk Abang Haji Abdul Karim Bin Tun Abang Haji Openg and Mr. Chia Chu Fatt, who have served as Independent Directors of the Company for more than nine (9) years, on the Board as Independent Non-Executive Directors and to hold office for another one year term with effect from the passing of the resolutions proposed at the 24th AGM until the conclusion of the next AGM of the Company in 2022. The Board of Directors ("Board") through the Nomination Committee (with the directors who are being recommended for continuation in office as Independent Non-Executive Directors abstaining from giving any opinion and recommendation) have assessed both of them and thereby recommended that they continue in office as Independent Non-Executive Directors of the Company based on the following justifications:

- their experience, networking, understanding of business and objectivity in approach have contributed to the sound management, good performance and sustainable growth of the Group;
- they remain professionally independent and vocal, actively participated in deliberations and exercised independent judgement at Board/Board Committee meetings without being influenced by operational considerations; and
- they act in the best interests of all shareholders and their continuation in office as Independent Non-Executive Directors will provide a check and balance to operational management.

- Ordinary resolution on Proposed Share Buy-Back**
The proposed Resolution 10, if passed, will empower the Directors of the Company to purchase up to ten per cent (10%) of the total number of issued shares of the Company through Bursa Securities.
Details of the above proposal are as set out in the Statement to Shareholders dated 17 May 2021.

- Ordinary resolution on Proposed Shareholder Mandates**
The proposed Resolution 11, if passed, will authorise the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 17 May 2021.

IMPORTANT NOTICE:

The health and safety of our members and staff who will attend the 24th AGM are the top priority of the Company. Hence, the Company has in place rules and control for the 24th AGM in order to safeguard the health of attendees at AGM. You are requested to read and adhere to the Administrative Guide issued which is sent together with this Notice of AGM. Members are also reminded to monitor the Company's website and announcements from time to time for any changes to the AGM's arrangements.



TA ANN HOLDINGS BERHAD (419232-k)

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96008, Sibul, Sarawak

☎ 60-84-334366

📠 60-84-313328

✉ tagcs@taann.com.my

NOTIFICATION TO SHAREHOLDERS ON THE POSTPONEMENT OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING (“NOTIFICATION”)

Dear Shareholders of Ta Ann Holdings Berhad,

Ta Ann Holdings Berhad (“Ta Ann” or “the Company”) had, on 17 May 2021 issued a Notice to convene the Twenty-Fourth Annual General Meeting (“24th AGM”) of the Company (“Notice of the 24th AGM”) on Friday, 18 June 2021 at 2:00 p.m.

Ta Ann had, subsequently on 8 June 2021 announced on an extension of time for holding of 24th AGM of the Company to a later date in view of the implementation of Movement Control Order (“MCO”) in the State of Sarawak.

Pursuant to the standard operating procedure issued by the Sarawak Disaster Management Committee under Phase 2 of the National Recovery Plan on 14 July 2021, the Board of Directors of Ta Ann (“the Board”) wishes to inform that the 24th AGM of the Company, is now being rescheduled to the date, time and place as set out below:

Day and date (NEW) : Thursday, 12 August 2021
Time : 2:00 p.m.
Venue : Ta Ann Board Meeting Room, Level 5A, Ta Ann Building, No. 6,
Jalan Rawang 96000 Sibul, Sarawak

All agenda items and details as set out in the Notice of the 24th AGM shall remain unchanged except for Note 6 to be read as “A depositor whose name appears in the Record of Depositors as at 4 August 2021 shall be regarded as member of the Company entitled to attend this AGM or appoint a proxy to attend, speak and vote on his stead.”

In this respect, please scan the QR Code for the documents of the Company as stated below:

1. Revised Notice of AGM
2. Revised Form of Proxy



Please be informed that the Forms of Proxy that have been deposited at the Company’s registered office prior to this Notification shall remain valid, unless a new Form of Proxy is deposited at the registered office of the Company which will supersede the previous Form of Proxy deposited (if any).

All Forms of Proxy must be deposited with the Company’s registered office no later than 2:00 p.m. on Tuesday, 10 August 2021.

All details in the Administrative Guide for the 24th AGM dated 18 June 2021 shall remain unchanged save for the registration which shall start at 1.00 p.m. on Thursday, 12 August 2021.

Members are reminded to monitor the Company’s website at www.taann.com.my and announcements made to Bursa Malaysia Securities Berhad from time to time for any changes to the 24th AGM arrangements.

Should you have any queries, please contact our Company Secretary, Ms. Wong Hung Ming at 084-334366.

We would like to thank you for your continued support to the Company.

Yours faithfully,

Datuk Amar Abdul Hamed Bin Haji Sepawi
Executive Chairman
19 July 2021