



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 96th Annual General Meeting ("96th AGM") of **TALAM TRANSFORM BERHAD** ("the Company") will be held fully virtual via online meeting platform of Securities Services e-Portal at <https://sssb.net.my/> provided by SS E Solutions Sdn Bhd in Malaysia on Wednesday, 29 September 2021 at 11.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2021 and the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To approve the payment of Directors' fees of RM25,000 for each Director for the financial year ended 31 March 2021. **(Resolution 1)**
3. To approve the payment of Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM312,000 from 30 September 2021 until the next Annual General Meeting of the Company to be held in the year 2022. **(Resolution 2)**
4. To re-elect the following Directors who is retiring in accordance with Clause 110 of the Constitution of the Company:-
(i) Datuk Dr Ng Bee Ken **(Resolution 3)**
(ii) Mr Yaw Chun Soon **(Resolution 4)**
(iii) Mr Chan Tet Eu **(Resolution 5)**
5. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

6. **ORDINARY RESOLUTION**
Proposed Retention of Independent Non-Executive Director **(Resolution 7)**
"THAT Mr Tsen Keng Yam be and is hereby retained 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."
7. **ORDINARY RESOLUTION**
Proposed Retention of Independent Non-Executive Director **(Resolution 8)**
"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."
8. **ORDINARY RESOLUTION**
Proposed Retention of Independent Non-Executive Director **(Resolution 9)**
"THAT Datuk Dr Ng Bee Ken be and is hereby retained 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."
9. **ORDINARY RESOLUTION** **(Resolution 10)**
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 and approvals of the relevant governmental/regulatory authorities where such approval is necessary and the passing of the Special Resolution as contained herein in respect of the alteration of 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 percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter, does not exceed ten percent (10%), 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."

10. **ORDINARY RESOLUTION** **(Resolution 11)**
Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate I")
"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 (3) of the Circular to Shareholders dated 30 August 2021 subject further to the following:-
(i) 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 I conducted during the financial year, including amongst others, the following information:-
(a) the type of the recurrent transactions made; and
(b) 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:-
(i) 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
(ii) 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
(iii) 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 I."

11. **ORDINARY RESOLUTION** **(Resolution 12)**
Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate II")
"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 (4) to (5) of the Circular to Shareholders dated 30 August 2021 subject further to the following:-
(i) 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 II conducted during the financial year, including amongst others, the following information:-
(a) the type of the recurrent transactions made; and
(b) 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:-
(i) 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
(ii) 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
(iii) 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 II."

12. **SPECIAL RESOLUTION** **(Resolution 13)**
Proposed Alteration of the Constitution of the Company
"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 ten per cent (10%) or any higher limit allowed by the Bursa Malaysia Securities Berhad from time to time, 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."

13. 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

30 August 2021

NOTES:-

1. The 96th AGM of the Company will be held fully virtual via online meeting platform of Securities Services e-Portal ("SS E-Portal") at <https://sssb.net.my/> provided by SS E Solutions Sdn Bhd ("SSESB") in Malaysia. Members/proxies are advised to follow the procedures provided in the Administrative Guide for this AGM in order to register, participate and vote remotely by using the remote participation and voting ("RPV") facilities provided by SSESB.
2. 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.

3. 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 said securities account.
4. Where a member appoints two (2) proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
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 may appoint in respect of each omnibus account it holds.
6. All Forms of Proxy may be deposited in the following manner:-
(i) by electronic means through the SS e-Portal at <https://sssb.net.my/>, by fax to +603-20949940 or by email to sssbcs@sssb.com.my, or
(ii) by hardcopy form via hand or post to SSESB's office at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
The Form of Proxy must be received by SSESB no later than Monday, 27 September 2021 at 11.30 a.m. A member who has appointed proxy/proxies to participate in this AGM must request his/her/his proxy/proxies to register himself/herself for the RPV facilities at the SS e-Portal.
7. If you choose to deposit the Form of Proxy by hand or post, 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.
8. For the purpose of determining members who shall be entitled to attend this Annual General Meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 22 September 2021. Only members whose names appear therein shall be entitled to attend the said meeting or appoint a proxy to attend and vote on their behalf.
9. 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

1. Audited Financial Statements of the Company for the financial year ended 31 March 2021
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.
2. Resolution 2: Payment of Directors' Remuneration (excluding Directors' Fees) from 30 September 2021 until the next Annual General Meeting of the Company to be held in the year 2022.
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.
Therefore, the Company is seeking shareholders' approval for the payment of the Non-Executive Directors' remuneration for the period commencing from 30 September 2021 (being the date immediately after the 96th AGM Annual General Meeting of the Company) until the next annual general meeting of the Company to be held in the year 2022.
The Remuneration Committee had conducted a review of the Directors' remuneration and after taking in view of the ongoing 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	Amount
(i)	Fixed Monthly Allowance	Chairman	RM10,000 per month
		Non-Executive Directors	RM5,000 per month per director
(ii)	Meeting Allowance • Board Meeting (5 times per year) • General Meeting (1 time per year)	Non-Executive Directors	RM500 per meeting per director

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 these 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 2 has been passed at the 96th Annual General Meeting.

3. 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.
(a) **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:-
(i) 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;
(ii) His experience in the various industries enables him to provide the Board with a diverse set of experience, expertise, skills and competence;
(iii) He has been with the Company for more than seventeen (17) 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;
(iv) He has contributed sufficient time and effort and attended all the Board and Board Committees' meetings for the financial year ended 31 March 2021 to obtain independent information required for a balanced decision making; and
(v) 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.
(b) **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:-
(i) 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;
(ii) He has been with the Company for more than thirteen (13) 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;
(iii) He has contributed sufficient time and effort and attended 3 out of the 5 Board and Board Committees' meetings for the financial year ended 31 March 2021 to obtain independent information required for a balanced decision making; and
(iv) 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.
(c) **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:-
(i) 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;
(ii) His experience in the various industries enables him to provide the Board with a diverse set of experience, expertise, skills and competence;
(iii) He has been with the Company for more than eleven (11) 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;
(iv) He has contributed sufficient time and effort and attended all the Board and Board Committees' meetings for the financial year ended 31 March 2021 to obtain independent information required for a balanced decision making; and
(v) 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.

4. 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 95th Annual General Meeting of the Company held on 29 September 2020, 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 20% of the total number of issued shares of the Company for the time being as allowed or authorised by Bursa Malaysia Securities Berhad pursuant to its letter dated 16 April 2020 ("General Mandate"). The General Mandate granted by the shareholders at the 95th Annual General Meeting of the Company has not been utilised and hence, no proceed was raised therefrom.
The Ordinary Resolution 10, if passed, will give the Directors of the Company authority 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 20% of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 and thereafter, the 10% limit under Paragraph 6.03 of the MMLR of Bursa Malaysia Securities Berhad will be reinstated ("new General Mandate").
The new General Mandate will give 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 project(s), working capital and/or acquisitions and to avoid delay and cost in convening general meetings to approve such issue of shares.

5. Resolution 11 and 12: 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 30 August 2021 which is enclosed together with the Company's Annual Report 2021.
6. Resolution 13: 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 ("Relief") granted 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. Therefore, the Company has amended Clause 14 of the Constitution of the Company to seek higher general mandate limit for issuance of new shares up to 20% limit as allowed or authorised by Bursa Malaysia Securities Berhad.
However, the Relief will be expiring by 31 December 2021 and therefore, this proposed alteration to the existing Constitution of the Company is to amend Clause 14 of the Constitution to revert back to the original general mandate limit of 10% after the expiry of the Relief and further authorise any higher limit as allowed by Bursa Malaysia Securities Berhad from time to time.
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 continues to give 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.