



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth (26th) Annual General Meeting ("26th AGM") of Ta Ann Holdings Berhad ("Ta Ann" or the "Company") will be held at Igan Room, Level 1, Tanahmas Hotel, Lot 277, Block 5, Jalan Kampong Nyabor, 96000 Sibul, Sarawak on Monday, 29 May 2023 at 11.00 a.m. to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon. **Please refer to explanatory note (a)**
- To approve the payment of Directors' fees of RM1,005,000 for the year ended 31 December 2022. **Resolution 1**
- To approve the payment of Directors' benefits of an amount not exceeding RM300,000 for the period from the 26th AGM until the conclusion of the next annual general meeting ("AGM") of the Company. **Resolution 2**
- 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 3**
 - Dato Wong Kuo Hea **Resolution 4**
 - Ting Lina @ Ding Lina **Resolution 5**
 - Ali Bin Adai **Resolution 6**
- 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 6**

As special businesses:

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

- Proposed renewal of authority for share buy-back ("Proposed Share Buy-Back")** **Resolution 7**

"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 authorised:

- 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
- 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, deed, 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:

- 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;
- the expiration of the period within which the next AGM is required by law to be held; or
- 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 Mandate")** **Resolution 8**

"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 28 April 2023 ("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.

AND THAT such approval will only continue to be in force until:

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

whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholder Mandate."

- 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

28 April 2023

Sibu, Sarawak

Notes:-

- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- 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 hereof.
- 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 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- A depositor whose name appears in the Record of Depositors as at 22 May 2023 shall be regarded as member of the Company entitled to attend this 26th AGM or appoint a proxy to attend, speak and vote on his stead.
- 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:

a) Audited Financial Statements for financial year ended 31 December 2022

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.

b) 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 Directors (pursuant to Section 230(1) of the Companies Act 2016) for the period from the 26th 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

c) Ordinary resolution on Re-election of Director

Article 122 of the Constitution of the Company states that at every Annual General Meeting, one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office, PROVIDED ALWAYS that all Directors, including the Managing Director(s) shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the general meeting at which he retires. Pursuant to Article 122, Dato Wong Kuo Hea, Ting Lina @ Ding Lina and Ali Bin Adai ("the Retiring Directors") being eligible, have offered themselves for re-election at the 26th AGM.

The Board through the Nomination Committee ("NC") had undertaken an annual assessment and evaluation on the Retiring Directors. Based on the satisfactory assessment outcome, together with the fit and proper declaration made in accordance with the Company's Fit and Proper Policy as well as confirmation of the retiring Director of his independence, the NC has accordingly recommended to the Board for re-election of the Retiring Directors. The Board has endorsed the NC's recommendation and supported the re-election of the Retiring Directors and recommended the re-election of the Retiring Directors for approval by the shareholders at the 26th AGM.

d) Ordinary resolution on Proposed Share Buy-Back

The proposed Resolution 7, 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 28 April 2023.

e) Ordinary resolution on Proposed Shareholder Mandates

The proposed Resolution 8, 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 28 April 2023.