



**TALAM TRANSFORM BERHAD**  
(Registration No: 192001000012 (1120-H))  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Talam Transform Berhad ("**Talam**" or the "**Company**") will be held at Capredoca Grand Ballroom, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Wednesday, 15 January 2025 at 11:30am or at any adjournment thereof for the purpose of considering and, if thought fit, to pass with or without modifications the following resolutions:

### **SPECIAL RESOLUTION 1**

**PROPOSED CONSOLIDATION OF EVERY FIVE (5) EXISTING ORDINARY SHARES IN TALAM ("TALAM SHARE(S)" OR "SHARE(S)") HELD BY THE SHAREHOLDERS OF TALAM ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE"), INTO ONE (1) TALAM SHARE ("CONSOLIDATED SHARE(S)") ("PROPOSED SHARE CONSOLIDATION")**

"**THAT** subject to the approvals of all relevant parties and/or authorities being obtained (if required), approval be and is hereby given to our Company to give effect to the consolidation of every 5 existing Shares held by the entitled shareholders of our Company whose names appear on the Record of Depositors of our Company as at the close of business on an entitlement date to be determined by the Board of Directors of our Company ("**Board**") and announced later by our Company into 1 Consolidated Share;

**THAT** the Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with one another and that the fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of our Company;

**AND THAT** the Board be and is hereby authorised with full power to do all such acts, deeds and things and to execute and deliver on behalf of our Company all such documents and/or agreements as the Board may deem fit, necessary or expedient or appropriate in the best interest of our Company, in order to finalise, implement and/or give effect to the Proposed Share Consolidation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities."

### **SPECIAL RESOLUTION 2**

**PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF TALAM PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("ACT") ("PROPOSED SHARE CAPITAL REDUCTION");**

"**THAT** subject to the approvals from the relevant authorities and parties being obtained, where necessary, approval be and is hereby given for the implementation of the Proposed Share Capital Reduction pursuant to Section 116 of the Companies Act 2016;

**THAT** the issued share capital of our Company be reduced and cancelled to the extent of and up to RM650,000,000 and that such reduction be effected and satisfied by the cancellation of the issued share capital of our Company that has been lost or is unrepresented by available assets;

**AND THAT** the Board be and is hereby authorised with full power to make any modifications, variations and / or amendments in any manner as may be in the best interest of our Company or as may be required by the relevant authority / authorities to give effect to the Proposed Share Capital Reduction, and to take all such steps as they may deem necessary or expedient in the best interests of our Company to implement, finalise and give full effect to the Proposed Share Capital Reduction.”

#### **ORDINARY RESOLUTION 1**

#### **PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN TALAM (EXCLUDING TREASURY SHARES, IF ANY), AT ANY POINT IN TIME, AT AN ISSUE PRICE TO BE DETERMINED AND FIXED AT A LATER DATE (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to all approvals of the relevant authorities and/or persons (if required) being obtained, approval be and is hereby given to the Board to issue and allot up to 188,800,000 new Talam Shares (“**Placement Shares**”), representing not more than 20% of the total number of issued Shares in Talam, by way of private placement to independent investor(s) to be identified later (“**Placees**”), in single or multiple tranches, at an issue price for each tranche to be determined and fixed by the Board at a later date after all the relevant approvals have been obtained;

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of more than 10% to the volume weighted average market price of Talam Shares for the 5 market days immediately preceding the price-fixing date;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the circular to shareholders of our Company dated 23 December 2024 and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, in the best interest of our Company, subject to the compliance with the Main Market Listing Requirement of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approval of the relevant authorities (where required);

**THAT** such Placement Shares shall, upon allotment and issuance, rank equally in all respect with the existing Talam Shares, except that holders of the Placement Shares shall not be entitled to any dividends, rights, allotments or other forms of distributions, that may be declared, made or paid to the shareholders of our Company, for which the relevant entitlement date(s) are prior to the date of allotment and issuance of the Placement Shares and the Placement Shares will be subject to all the provisions of our Company’s Constitution;

**THAT** pursuant to Section 85 of the Companies Act 2016 (“**Act**”) to be read together with Clause 12 of the Constitution of Talam, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of Talam to be offered new Talam Shares ranking equally to the existing issued Talam Shares arising from issuance of Placement Shares to the Placees pursuant to the Proposed Private Placement;

**AND THAT** approval be and is hereby given to the Board to sign, execute and deliver on behalf of our Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Private Placement, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of our Company to finalise, implement and give full effect and to complete the Proposed Private Placement.”

## **ORDINARY RESOLUTION 2**

**PROPOSED DISPOSAL OF 27.72 ACRES OF LAND IN PUTRA PERDANA FORMING PART OF MASTER TITLE PAJAKAN NEGERI 39258, LOT 14009, MUKIM DENGKIL, DAERAH SEPANG, NEGERI SELANGOR ("PROPERTY") BY TALAM LEISURE DEVELOPMENT SDN BHD ("TALAM LEISURE"), A WHOLLY-OWNED SUBSIDIARY OF TALAM TO EVER MARK (M) SDN BHD ("EVER MARK"), A WHOLLY-OWNED SUBSIDIARY OF IJM PROPERTIES SDN BHD ("PROPOSED DISPOSAL")**

"**THAT** subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to Talam Leisure to dispose of the Property for a disposal consideration consisting of RM66.00 million of the total Indebtedness owed by Talam to IJM Properties Sdn Bhd pro tanto against the Completion Payment Sum, the RM18.00 million interest waiver under the Indebtedness and a Variable Entitlement of the 30% of audited profit after tax of the Purchaser's project development less the Agreed Deductions, Excess Infrastructure Costs and Outstanding Cost and Expenses, subject to and upon such terms and conditions as set out in the conditional sale and purchase agreement dated 5 August 2024 entered into between Talam Leisure and Ever Mark for the Proposed Disposal.

**AND THAT** the Directors of our Company be and are authorised to do all acts, deeds and things and to execute, sign and deliver for and on behalf of our Company all such documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Disposal with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of our Company in order to implement, finalise and give full effect to the Proposed Disposal."

## **ORDINARY RESOLUTION 3**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF TALAM (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE ESOS FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF TALAM AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) ("PROPOSED ESOS")**

"**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to establish the ESOS involving up to 15% of the number of issued shares of our Company from time to time for the benefit of eligible directors and employees of Talam Group (excluding dormant subsidiaries, if any) ("**Eligible Persons**"), and the Board be and is hereby authorised to:

- (i) Establish an ESOS committee to implement and administer the ESOS for the benefit of the Eligible Persons, in accordance with the by-laws governing the Proposed ESOS ("**By-Laws**"), a draft of which is set out in Appendix III of the Circular to shareholders dated 23 December 2024 ("**Circular**");
- (ii) Allot and issue from time to time such member of new Talam Shares to the Eligible Persons as may be required to be issued pursuant to the exercise options granted under the Proposed ESOS ("**ESOS Options**"), PROVIDED THAT the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Talam Shares at any point in time during the duration of the ESOS AND THAT the new Talam Shares to be allotted and issued upon the exercise of any ESOS Options will, upon allotment and issuance, rank equally in all respects with the existing Talam Shares, save and except that the new Talam Shares will not be entitled to any dividends, rights, allotments, and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new Talam Shares;

- (iii) The ESOS Option Exercise Price shall be based on a discount (as determined by the ESOS Committee) of not more than 10% of the 5D-VWAMP of Talam Shares, immediately prior to the Offer Date or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time during the duration of the Proposed ESOS;
- (iv) Do all things necessary and make such applications as may be necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new Talam Shares which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- (v) Modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board PROVIDED THAT such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments; and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS and the terms of the By-Laws; and
- (vi) Extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional 5 years ("**Extension**") upon the recommendation by the ESOS committee, PROVIDED ALWAYS that the initial ESOS period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years or such other period as may be prescribed by Bursa Securities, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of our Company.

**THAT** pursuant to Section 85(1) of the Act to be read together with Clause 12 of our Company's Constitution, and accordingly, should this resolution for the establishment of ESOS and issuance of the Ordinary Shares be passed by the shareholders of our Company, this resolution shall have the effect of the shareholders of our Company having agreed to irrevocably waive their pre-emptive rights in respect of the new Ordinary Shares to be allotted and issued by our Company pursuant to the Proposed ESOS, and in this respect approval is hereby given for the pre-emptive rights of the shareholders of our Company to be offered with new shares in our Company in proportion to their shareholding in our Company pursuant to Section 85 of the Act and Clause 12 of our Company's Constitution to be and is hereby waived in respect of the issuance and allotment of the Ordinary Shares pursuant to the Proposed ESOS.

**AND THAT** the draft By-Laws, as set out in Appendix III of the Circular, be and is hereby approved and adopted."

## **ORDINARY RESOLUTIONS 4 TO 9**

### **PROPOSED GRANTING OF ESOS OPTIONS TO THE DIRECTORS OF TALAM**

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following persons, ESOS Options to subscribe for such number of ordinary shares in Talam under the Proposed ESOS:

(i)	Dato’ Abdul Hamid Bin Mustapha	Ordinary Resolution 4
(ii)	Chua Kim Lan	Ordinary Resolution 5
(iii)	Chan Tet Eu	Ordinary Resolution 6
(iv)	Tai Keat Chai	Ordinary Resolution 7
(v)	Ling Chee Min	Ordinary Resolution 8
(vi)	Puan Sri Datin Thong Nyok Choo	Ordinary Resolution 9

Provided always that:

- (a) The abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- (b) Not more than 10% of the total ESOS Options would be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected to them, holds 20% or more of the total number of issued shares of our Company;
- (c) Not more than 50% of the total ESOS Options would be allocated in aggregate to the Directors and/or key senior management of the Talam Group (excluding dormant subsidiaries within the Talam Group); and
- (d) The allocation of ESOS Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

**AND THAT** the Board is also authorised to issue and allot the corresponding number of new Talam Shares arising from the exercise of the ESOS Options that may be granted to them under the Proposed ESOS.”

**BY ORDER OF THE BOARD OF  
TALAM TRANSFORM BERHAD**

**SOO KAH PIK (MIA 8102)  
(SSM PC No. 201908004099)**

Company Secretary

Kuala Lumpur  
23 December 2024

**Notes:**

1. 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.
2. 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.
3. Where a member appoints two (2) proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
4. 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.
5. 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.
6. 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.
7. For the purpose of determining members who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 8 January 2025 at 11:30 a.m. 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.
8. 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 Extraordinary General Meeting will be put to vote by poll.