

TALAM TRANSFORM BERHAD

(Company No. 1120-H)

(Incorporated in Malaysia)

Extract of Minutes of the 93rd Annual General Meeting of the Company held at Cubic World Function Hall, 41, Level 3 (1st Floor), Pusat Beli Belah Pandan Kapital, Persiaran MPAJ, Off Jalan Pandan Indah Utama, Pandan Indah, 55100 Kuala Lumpur on Thursday, 26 July 2018 at 11.30 a.m.

PRESENT : Board of Directors
Mr Tsen Keng Yam (*Chairman/Independent Non-Executive Director*)
Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon (*Non-Independent Non-Executive Director*)
Dato' Kamaruddin Bin Mat Desa (*Independent Non-Executive Director*)
Datuk Dr Ng Bee Ken (*Independent Non-Executive Director*)
Ms Chua Kim Lan (*Executive Director*)
Mr Yaw Chun Soon (*Executive Director*)
Mr Chan Tet Eu (*Non-Independent Non-Executive Director*)

Shareholders (including corporate representatives and proxies)

As per attendance list

(Total shareholders (including corporate representatives): 71 representing 5,406,830 ordinary shares)

(Total proxies: 47 representing 1,274,434,605 ordinary shares)

By Invitation

As per invitation list

Mr Ong Teng Yan, Partner, Baker Tilly Monteiro Heng ("BTMH")

Ms Ng Jou Yin, Director, BTMH

IN ATTENDANCE : Mr Soo Kah Pik – Company Secretary

1.0 QUORUM

The Chairman welcomed all shareholders, proxies and invitees present to the Company's 93rd Annual General Meeting ("AGM").

After having confirmed the presence of a quorum with the Company Secretary, the Chairman called the meeting to order.

2.0 NOTICE OF MEETING

The Chairman proposed that the Notice of AGM dated 31 May 2018 ("Notice") which was circulated to all shareholders on the same date, be taken as read. As requested by the Chairman, Mr Leung Shing Fook, a shareholder, seconded the proposal.

The Chairman informed the meeting that all the resolutions set out in the Notice would be voted by way of poll in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all votes would be validated by an appointed scrutineer.

He then briefed on Practice 4.2 of the Malaysian Code on Corporate Governance 2017 regarding the application of a two-tier voting process in seeking annual shareholders' approval to retain an Independent Director with tenure beyond 12 years and also said that Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon has been identified as the largest shareholder of voting shares in the Company under Tier-1. He said that the Company will apply the two-tier voting process for Resolution 7 pertaining to the proposed retention of himself as an Independent Non-Executive Director of the Company.

He further briefed the shareholders and proxies on the process in tabling and approving the resolutions at the meeting. The polling for all the 11 resolutions would be conducted after the last item on the agenda had been dealt with and all resolutions have been proposed and seconded. He informed that the polling process would be conducted by Securities Services (Holdings) Sdn Bhd ("SS") as the poll administrator and the poll results would be verified by the scrutineer from Commercial Quest Sdn Bhd ("CQSB").

3.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2018 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed the shareholders and proxies that the Audited Financial Statements of the Company for the financial year ended 31 January 2018 and the Reports of the Directors and Auditors thereon ("Audited Financial Statements") were tabled for discussion purposes only and that shareholders' approval was not required under the Companies Act 2016.

Before the meeting proceeded further, the Chairman said that the Company's Executive Director, Ms Chua Kim Lan would present a slide presentation on the projects of the Group and the Company. Ms Chua said that the Group will leverage on its existing 782 acres of land bank in Selangor and briefed on its upcoming projects, "build then sell" projects as well as the construction and/or project management services managed by its subsidiary company.

After conclusion of the above presentation, the Chairman also informed that a letter dated 20 July 2018 was received from the Minority Shareholder Watchdog Group ("MSWG"). He requested Mr Yaw Chun Soon, the Executive Director to present the questions raised by MSWG and answers given by the Company in relation to strategic & financial and corporate governance matters as per Appendix 1 attached hereto. Mr Yaw welcomed Mr Lee Chee Meng from MSWG and then proceeded to present the questions and answers in a slide presentation.

The Chairman then invited questions from the floor regarding the Audited Financial Statements.

Several shareholders/proxy holders have raised various questions and comments at the meeting, which were answered by the Company accordingly as per Appendix 2 attached hereto.

The Audited Financial Statements were received and noted by the shareholders of the Company.

**4.0 RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF RM40,000.00 FOR
EACH DIRECTOR FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2018**

The Chairman informed that Resolution 1 was on the approval to pay Directors' fees of RM40,000.00 for each Director in respect of the financial year ended 31 January 2018.

The Chairman then invited questions from the floor regarding the Resolution 1. As there was no question on Resolution 1, the Chairman requested for a proposer and seconder for the resolution.

**5.0 RESOLUTION 2
TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS'
REMUNERATION (EXCLUDING DIRECTORS' FEES) UP TO AN AMOUNT OF
RM420,000 FROM 1 JULY 2018 UNTIL THE NEXT ANNUAL GENERAL
MEETING OF THE COMPANY TO BE HELD IN THE YEAR 2019**

The Chairman informed that the next resolution was on the approval of Non-Executive Directors' remuneration (excluding Directors' fees) payable to the five (5) Non-Executive Directors from 1 July 2018 until the next annual general meeting of the Company to be held in the year 2019 and shall be paid on a monthly basis and/or as and when incurred.

The Chairman then invited questions from the floor regarding the Directors' remuneration. As there was no question on Resolution 2, the Chairman requested for a proposer and seconder for the resolution.

**6.0 RESOLUTION 3
TO RE-ELECT THE DIRECTOR, DATUK DR NG BEE KEN WHO IS RETIRING
IN ACCORDANCE WITH ARTICLE 97 OF THE CONSTITUTION
(MEMORANDUM AND ARTICLES OF ASSOCIATION) OF THE COMPANY**

The Chairman informed that Resolution 3 was on the re-election of Datuk Dr Ng Bee Ken as a Director of the Company who retired in accordance with Article 97 of the Company's Constitution and being eligible for re-election, Datuk Ng had offered himself for re-election.

The Chairman then invited questions from the floor on Resolution 3. As there was no question on Resolution 3, the Chairman requested for a proposer and seconder for the resolution.

**7.0 RESOLUTION 4
TO RE-ELECT THE DIRECTOR, MR YAW CHUN SOON WHO IS RETIRING
IN ACCORDANCE WITH ARTICLE 97 OF THE CONSTITUTION
(MEMORANDUM AND ARTICLES OF ASSOCIATION) OF THE COMPANY**

The Chairman informed that the next resolution was pertaining to the re-election of Mr Yaw Chun Soon as a Director of the Company who retired in accordance with Article 97 of the Company's Constitution and being eligible, Mr Yaw had offered himself for re-election.

The Chairman then invited questions from the floor regarding the Resolution 4. As there was no question on Resolution 4, the Chairman requested for a proposer and seconder for the resolution.

8.0 RESOLUTION 5
TO RE-ELECT THE DIRECTOR, MR CHAN TET EU WHO IS RETIRING IN ACCORDANCE WITH ARTICLE 97 OF THE CONSTITUTION (MEMORANDUM AND ARTICLES OF ASSOCIATION) OF THE COMPANY

The Chairman informed that the next resolution was pertaining to the re-election of Mr Chan Tet Eu as a Director of the Company who retired in accordance with Article 97 of the Company's Constitution and being eligible, Mr Chan had offered himself for re-election.

The Chairman then invited questions from the floor regarding the Resolution 5. As there was no question on Resolution 5, the Chairman requested for a proposer and seconder for the resolution.

9.0 RESOLUTION 6
TO RE-APPOINT MESSRS BAKER TILLY MONTEIRO HENG AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman informed that Resolution 6 was on the re-appointment of Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration.

The Chairman then invited questions from the floor regarding the Resolution 6. As there was no question on Resolution 6, the Chairman requested for a proposer and seconder for the resolution.

The Chairman informed that the next agenda on the Special Business was pertaining to the retention of himself as an Independent Non-Executive Director of the Company and he requested that Tan Sri Chan to chair the meeting for this agenda.

10.0 SPECIAL BUSINESS

10.1 RESOLUTION 7
ORDINARY RESOLUTION - PROPOSED RETENTION OF MR TSEN KENG YAM AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Tan Sri Chan took over the chair and informed the meeting that this resolution was pertaining to the retention of the Chairman, Mr Tsen Keng Yam as an Independent Non-Executive Director ("INED") of the Company and to continue to act as an INED until the conclusion of the next AGM of the Company notwithstanding that he had been in that capacity for a cumulative term of more than 12 years. He said that pursuant to the Malaysian Code on Corporate Governance 2017, the Company will apply the two-tier voting process for this resolution.

Tan Sri Chan then invited questions from the floor regarding the Resolution 7. As there was no question on Resolution 7, Tan Sri Chan requested for a proposer and seconder for the resolution. Tan Sri Chan handed over the chair back to the Chairman to continue with the other business on the agenda

10.2 RESOLUTION 8
ORDINARY RESOLUTION - PROPOSED RETENTION OF DATO' KAMARUDDIN BIN MAT DESA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr Tsen took over the chair and informed that the next resolution was pertaining to the retention of Dato' Kamaruddin Bin Mat Desa as an INED of the Company and to continue to act as an INED until the conclusion of the next AGM of the Company notwithstanding that he had been in that capacity for a cumulative term of more than 9 years.

The Chairman then invited questions from the floor regarding the Resolution 8. As there was no question on Resolution 8, the Chairman requested for a proposer and seconder for the resolution.

10.3 RESOLUTION 9
ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Chairman informed the meeting that Resolution 9 was on the authority given to the Directors to issue and allot shares in the Company provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company pursuant to the provision of Sections 75 and 76 of the Companies Act 2016.

The Chairman then invited questions from the floor regarding the Resolution 9. As there was no question on Resolution 9, the Chairman requested for a proposer and seconder for the resolution.

10.4 RESOLUTION 10
ORDINARY RESOLUTION - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND/OR NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE I")

The Chairman informed that the next 2 resolutions were to consider the Proposed Shareholders' Mandate for the Company and its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with related parties, the details of which were set out in the Circular to Shareholders dated 31 May 2018.

He further informed that there were 2 ordinary resolutions for the Proposed Shareholders' Mandate because 2 classes of related parties would be seeking mandate for the Recurrent Related Party Transactions involving their respective interest ie. WCE Holdings Berhad and person connected with them under Proposed Shareholders' Mandate I and Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon and person connected with him & Directors of the Company and person connected with them under Proposed Shareholders' Mandate II.

The Chairman then proceeded with the next resolution to consider the Proposed Shareholders' Mandate I for the Company and its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with the related parties.

The Proposed Shareholders' Mandate I would enable the Group in its ordinary course of business, to enter into transactions with the related parties, provided that such transactions are in the ordinary course of business and undertaken at arms' length, on normal commercial terms of the Group which are 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.

The Chairman then invited questions from the floor regarding the Resolution 10. As there was no question on Resolution 10, the Chairman requested for a proposer and seconder for the resolution.

10.5 RESOLUTION 11

ORDINARY RESOLUTION - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND/OR NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE II")

The Chairman informed that Resolution 11 was on the Proposed Shareholders' Mandate II for the Company and its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with the related parties.

The Proposed Shareholders' Mandate II would enable the Group, in its ordinary course of business, to enter into transactions with the related parties, provided that such transactions are in the ordinary course of business and undertaken at arms' length, on normal commercial terms of the Group which are 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.

The Chairman then invited questions from the floor regarding the Resolution 11. As there was no question on Resolution 11, the Chairman requested for a proposer and seconder for the resolution.

11.0 POLL PROCESS

Before commencement of poll voting, Ms Diong Gar Kinn from CQSB was invited to explain the polling process to the shareholders and proxies present. The shareholders and proxies were then advised to complete the poll forms which were provided to them during registration and drop the poll forms into the ballot box prepared by SS upon completion of the casting of votes.

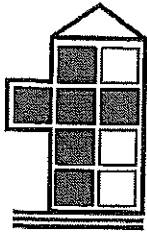
After the polling process has completed, the Chairman declared the poll closed and the meeting adjourned for 30 minutes for the counting of the votes. He then invited the shareholders and proxies to the foyer for refreshments while the votes were being counted and verified by SS and CQSB respectively.

12.0 POLL RESULTS

The Chairman welcomed the shareholders and proxies back to the meeting to announce the results of the poll. He informed the meeting that he had received the poll results in respect of the resolutions which have been tabled and deliberated at the AGM. Based on the polling results attached hereto as Appendix 3, he announced that all the 11 resolutions as set out in the Notice were carried.

13.0 TERMINATION

There being no further business, the meeting was terminated at 1.50 p.m. with a vote of thanks to the Chair.



Talam Transform Berhad

(Formerly known as Trinity Corporation Berhad) (Company No: 1120-H)
 (INCORPORATED IN MALAYSIA)
 MENARA MAXISEGAR, JALAN PANDAN INDAH 4/2,
 PANDAN INDAH, 55100 KUALA LUMPUR.
 TEL: 03-4291 2298 FAX: 03-4297 7224

00000673

Date: 25th July 2018

Minority Shareholder Watchdog Group
 Tingkat 11, Bangunan KWSP
 3, Changkat Raja Chulan,
 Off Jalan Raja Chulan
 50200 Kuala Lumpur

Attention.: **Mr Devanesan Evanson**
 Chief Executive Officer

Dear Sir,

Re : 93rd Annual General Meeting of Talam Transform Berhad to be held on 26 July 2018

Thank you for your letter dated 20 July 2018.

We are pleased to provide our replies to your questions as stated below:

Strategic and Financial Matters

1. As disclosed on the page 18 of the Annual Report, how much of the construction revenue from the order book of RM127 million for Project Alam 2012 Sdn Bhd, and Wonderful Insights Sdn Bhd will be recognised in FYs 2019 and 2020?

(a) Please explain how the Group will expand its construction order book as this would help to mitigate the slow demand in property development.

Answer:

The Group expects the recognition of the remaining construction revenue to be spread out as follows: FY 2019 RM50 million, FY 2020 RM50 million and the remaining RM21 million in FY 2021.

The Group is anticipating to secure another construction contract, estimated to be around RM 150 million, where works is expected to commence in 2020.

(b) Has the Group been successful in securing more construction works in FY2019?

Answer:

The Group is constantly on the look-out for construction works opportunities but at the same time is selective in accepting only projects that we are managing as the construction works are only to supplement the Group's earnings as we grow the Group's own development projects.

- (c) *What is the expected fee to be paid to L.C.B. Management Sdn Bhd ("LCBM") as it has been appointed by Project Alam 2012 Sdn Bhd and Wonderful Insights Sdn Bhd to provide sales and project management services for their project namely, Alam Perdana Industrial Park and D Seven at Lagoon Perdana with an estimated total gross sales value of RM500 million?*

Answer:

The total sales and project management fees received and to be received from these two projects is RM7.6 million.

2. *As disclosed on page 18 of the Annual Report, the Company has entered a Share Sale Agreement with World Lucky Business Chief Club Limited ("the Purchaser") to dispose the entire 100% equity interest in Malim Enterprise (HK) Limited ("MEL") for a cash consideration of RMB3.2 million.*

- (a) *What is the financial impact of the disposal to the Group's results?*

Answer:

The disposal is expected to give rise to a net gain of RM34.3 million or 0.81 sen per ordinary share. At the same time, the foreign exchange reserve of RM49.4 million will be reclassified to the profit and loss account. Consequently, the net assets of the Group are expected to decrease by RM15.1 million.

- (b) *When is the disposal expected to be completed?*

Answer:

The completion date was extended from 7 April 2018 by 6 months to 6 October 2018.

- (c) *How will the Company utilise the proceeds from the disposal?*

Answer:

The Company will optimise the utilisation of the proceeds to repay borrowings and as working capital in our ongoing "Build then Sell" project.

3. *On the Segmental information disclosed on pages 152 and 153 of the Annual Report, the Property Investment and Management segment recorded a loss of RM0.48 million with revenue of RM6.6 million in FY2018 as compared with a profit of RM17.6 million with revenue of RM7.7 million in FY2017.*

- (a) *Please explain the reason(s) for the higher loss in FY2018*

(a) *Please explain the reason(s) for the higher loss in FY2018*

Answer:

The main reasons for the loss in FY 2018 are due to several one-off adjustments made in the FY 2017 accounts that delivered some exceptional income and in FY 2018, there was a reclassification of expenses as described below: -

- | | | |
|---|--|------------------|
| 1 | Reversal of over-impairment of investment property cost (Pandan Kapital) in FY 2017, as it was revealed in the then latest valuation report that its market value has improved and our book cost was thus understated. | (RM9.7 million) |
| 2 | Reversal of provision for cost to complete a project in FY 2017 because some of the shared infrastructure work was no longer required to be constructed. | (RM12.0 million) |
| 3 | LCBM has embarked on a new business as a construction contractor during FY 2018 and a substantial portion of its general cost and overheads were reclassified to construction segment from the property investment and management. | RM5.6 million |

(b) *What is the outlook of this segment in FY2019 and what are the measures the Board would take to improve this segment result?*

Answer:

The Board does not expect much contribution from this segment in FY 2019 as the Group is embarking on "Build then Sell" development projects and revenue is only expected to be generated towards the 3rd and 4th quarters of FY 2020.

4. *As disclosed on page 128 of the Annual Report, the Group has entered into a settlement arrangement with IJM Group to settle the amount of RM179.41 million within 3 years to 21 May 2020.*

(a) *How will the Group fund the settlement of the debt?*

Answer:

The settlement of the balance on or before 21 May 2020, has been arranged to be from surpluses expected to be generated from various development projects which have been assigned to IJM Group, including the ones at Ukay Perdana, Sierra Selayang and Bukit Beruntung 3. In addition, the Group's share of profit on the Serenia Garden development, which is a joint-venture project with IJM has also been assigned.

- (b) *What will be the Company's expected gearing ratio based on the full settlement of the debt?*

Answer:

The gearing ratio will not be affected as the amount owing to IJM Group is recorded as "Other Payables" and does not form part of "Borrowings".

- (c) *What is the frequency of the payment of the debt and when is the first payment due?*

Answer:

There is no fixed frequency of repayment. By agreement, the Group is only obliged to repay the amount in one lump sum at the end of the agreement period. However, the Group has the option to make repayments of any amount as and when funds become available or via asset contra or project proceeds assigned at any time.

5. *As disclosed on page 117 of the Annual Report, the completed properties held for sale in FY2018 amounted to RM41.6 million, a slight increase as compared to RM41.3 million in FY2017.*

- (a) *What is the value of the recent completed properties held for sale included in the amount of RM41.6 million?*

Answer:

Completed units of RM3 million were delivered by a joint-venture project during FY 2018 and included into inventories. The Group also disposed RM2.7 million worth of inventories during the year at a value of RM4.9 million.

- (b) *What are the challenges the Group is facing in disposing the completed properties held for sale?*

Answer:

Most of the Group's inventory is located in Bukit Beruntung where there is an over-supply of housing units. Consequently, sales are much slower than desired.

However, during this financial year FY 2019 until June, the Group is pleased to report that a further RM 6 million worth of inventories have been sold.

- (c) *Please explain the Group's strategies to clear the slow-moving completed properties held for sale.*

Answer:

The Group has been aggressively sourcing and in talks with potential purchasers for bulk sale and incentivising them with attractive discount.

Corporate Governance Matters

1. *We note that the Company in its Corporate Governance Report has stated that it has adopted Practice 4.3 of MCGG. However, in the explanation on application of the Practice, it was stated that "However, the retention of Independent Directors ("INEDs") after serving a cumulative term of 9 years, shall be subject to annual shareholders' approval in line with the recommendation of the MCGG 2017". This is contrary to Step Up 4.3 which does not provide any extension of tenure beyond the 9-year tenure of INEDs.*

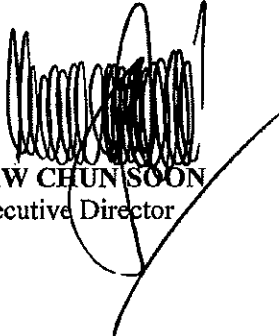
We thank you for highlighting this point but we wish to clarify that reference to the adoption of Practice 4.3 of MCGG in our Corporate Governance Report is not stated in our Annual Report as the Board is of the view that while we take cognizance of Practice 4.3 of MCGG as best practice, the Board has left it to the shareholders to decide on the ability of the long serving independent directors to remain independent and to discharge their duties with integrity and competency given the Independent Directors possess knowledge, expertise and experience of the business of the Group.

This was clearly mentioned in our Corporate Governance Report under Practice 4.2 of MCGG that the Board will seek annual shareholders' approval to retain the relevant Directors as an Independent Director after serving a cumulative term of more than 9 years and 12 years respectively and will apply the two tier voting process in seeking annual shareholders' approval to retain the relevant Directors as an Independent Director after serving a cumulative term of more than 12 years.

We trust that the above responses clarify your queries.

Thank you.

Yours faithfully,
For and behalf of
TALAM TRANSFORM BERHAD


YAW CHUN SOON
Executive Director

Questions and Answers tabled at the 93rd Annual General MeetingShareholder: Mr Khor Chin Giap

Q1 In page 59 of the Annual Report 2018, the Group's revenue for FYE 31 January 2018 dropped from RM112 million to RM56 million but administration expenses increased from RM13 million to RM17 million. Please explain why?

A1 Mr Soo explained that the administration expenses are not related to revenue and does not vary with its level, for example if we sold a piece of land for the sizeable sum, revenue would be high but would have minimal effect on administrative costs. These expenses are primarily made up of salaries, depreciation, repairs and maintenance costs, utilities expenses, legal, audit and professional fees, etc..

Ms Chua added that we have a land bank of 700 acres and even though there are no developments yet, we still need to pay quit rent and assessment to the local authorities and these also formed part of the administration expenses.

Shareholder: Ms Chong Siew Yoon

Q2 What is the current public transport available from Bukit Beruntung to Kuala Lumpur since the Company will be having some proposed new developments in Bukit Beruntung?

A2 Ms Chua said that as far as she is aware of, there is a KTM train station nearby the area. In addition, there are also factory buses which offer transportation to the public at a fixed monthly rate. She added that the population in Bukit Beruntung has increased now to around 500,000 people and furthermore, the property market there has also picked up.

Q3 On the proposed retirement village, does the China investor already have the expertise to manage such retirement homes in China or they are just merely an investor?

A3 Ms Chua replied that they should only be an investor for the retirement village but it is still too early to comment since it is still in negotiation stage. For the proposal to do warehousing in Bukit Beruntung, it was due to the increase in online businesses these recent years.

Shareholder: Mr Lee Chee Meng (MSWG)

Q4 Why did we state in the Corporate Governance Report 2018 that we have adopted Practice 4.3 of the Malaysian Code on Corporate Governance ("MCCG") which does not allow further extension to retain independent director beyond 9 years but yet we applied the two-tier voting process?

A4 In our reply letter to MSWG, the Company's Corporate Governance Report 2018 under Practice 4.2 of MCGG had mentioned that the Board will seek annual shareholders' approval to retain the relevant Directors as an Independent Director after serving a cumulative term of more than 9 years and 12 years respectively and will apply the two tier voting process in seeking annual shareholders' approval to retain the relevant Directors as an Independent Director after serving a cumulative term of more than 12 years. However, the Board take cognizance of Practice 4.3 of MCCG which limits the tenure of independent director to 9 years as best practice and which we have adopted by limiting the tenure of our independent director to 9 years but we leave it to the shareholders to decide whether or not they want to retain the independent director beyond 9 years.

- Q5 In page 128 of the Annual Report, the sale of land for FYE 2017 was RM103.565 million but the cost of land for FYE 2017 was higher at RM114.592 million. Please explain why?
- A5 Mr Soo replied that the revenue from sale of land was lower than the cost of land because during that year, the Group sold a piece of land for around RM70 million under a deferred payment basis. In accordance with the requirements of FRS 139, in view of the deferred payment arrangements, the revenue had to be discounted and the discount will then be amortised back into the P&L Account as finance income over the tenure of the payment. This is purely an accounting adjustment.

Company Name : **TALAM TRANSFORM BERHAD**
(1120-H)

Type Of Meeting : **93RD ANNUAL GENERAL MEETING**

Venue Of Meeting : **CUBIC WORLD FUNCTION HALL, 41, LEVEL 3 (1ST FLOOR), PUSAT BELLAH PANDAN KAPITAL, PERSIARAN MPAJ, OFF JALAN PANDAN INDAH UTAMA, PANDAN INDAH, 55100 KUALA LUMPUR**

Date & Time of Meeting : **26 JULY 2018 AT 11:30 A.M.**

Notes Summary Report

Resolution (s)

Resolution 1

To approve the payment of Directors' fees of RM40,000 for each Director for the financial year ended 31 January 2018.

	Total Securities	Total Percentage
For	1,243,316,783	99.92
Against	1,026,200	0.08
Total	1,244,342,983	100.00

Resolution 2

To approve the payment of Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM420,000 from 1 July 2018 until the next Annual General Meeting of the Company to be held in the year 2019.

For	1,243,518,583	99.93
Against	826,500	0.07
Total	1,244,345,083	100.00

Resolution 3

To re-elect the Director, Datuk Dr Ng Bee Ken, who is retiring in accordance with Article 97 of the Constitution (Memorandum and Articles of Association).

For	1,244,773,883	100.00
Against	16,200	0.00
Total	1,244,790,083	100.00

Resolution 4

To re-elect the Director, Mr Yaw Chun Soon, who is retiring in accordance with Article 97 of the Constitution (Memorandum and Articles of Association).

For	1,244,343,883	100.00
Against	1,200	0.00
Total	1,244,345,083	100.00

Resolution 5

To re-elect the Director, Mr Chan Tet Eu, who is retiring in accordance with Article 97 of the Constitution (Memorandum and Articles of Association).

For	1,244,778,883	100.00
Against	11,200	0.00
Total	1,244,790,083	100.00

Resolution 6

To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration.

For	1,244,788,883	100.00
Against	1,200	0.00
Total	1,244,790,083	100.00

Company Name : **TALAM TRANSFORM BERHAD**
(1120-H)

Type Of Meeting : **93RD ANNUAL GENERAL MEETING**

Venue Of Meeting : **CUBIC WORLD FUNCTION HALL, 41, LEVEL 3 (1ST FLOOR), PUSAT BELI BELAH PANDAN KAPITAL, PERSIARAN MPAJ, OFF JALAN PANDAN INDAH UTAMA, PANDAN INDAH, 55100 KUALA LUMPUR**

Date & Time of Meeting : **26 JULY 2018 AT 11:30 A.M.**

Votes Summary Report

Resolution (s)

Tier 1 - Large Holders

Resolution 7

Special Business - Ordinary Resolution - Proposed retention of Mr Tsen Keng Yam as Independent Non-Executive Director.

	Total Securities	Total Percentage
For	635,871,048	100.00
Against	0	0.00
Total	635,871,048	100.00

Tier 2 - Other Holders

Resolution 7

Special Business - Ordinary Resolution - Proposed retention of Mr Tsen Keng Yam as Independent Non-Executive Director.

For	608,882,535	99.99
Against	36,500	0.01
Total	608,919,035	100.00

Resolution 8

Special Business - Ordinary Resolution - Proposed retention of Dato' Kamaruddin Bin Mat Desa as Independent Non-Executive Director.

For	1,244,773,583	100.00
Against	16,500	0.00
Total	1,244,790,083	100.00

Resolution 9

Special Business - Ordinary Resolution - Authority to issue shares pursuant to Section 75 and 76 of the Companies Act 2016.

For	1,244,773,883	100.00
Against	16,200	0.00
Total	1,244,790,083	100.00

Resolution 10

Special Business - Ordinary Resolution - Proposed renewal of shareholders' mandate for existing RRPT and / or new shareholders' mandate for additional RRPT of a revenue or trading nature ("Proposed Shareholders' Mandate I").

For	751,503,366	100.00
Against	1,200	0.00
Total	751,504,566	100.00

Company Name : TALAM TRANSFORM BERHAD
(1120-H)

Type Of Meeting : 93RD ANNUAL GENERAL MEETING

Venue Of Meeting : CUBIC WORLD FUNCTION HALL, 41, LEVEL 3 (1ST FLOOR), PUSAT BELI BELAH PANDAN KAPITAL, PERSIARAN MPAJ, OFF JALAN
PANDAN INDAH UTAMA, PANDAN INDAH, 55100 KUALA LUMPUR

Date & Time of Meeting : 26 JULY 2018 AT 11:30 A.M.

Votes Summary Report

Resolution (s)

Resolution 11

Special Business - Ordinary Resolution - Proposed renewal of shareholders' mandate for existing RRPT and / or new shareholders' mandate for additional RRPT of a revenue or trading nature ("Proposed Shareholders' Mandate II").

	Total Securities	Total Percentage
For	608,351,256	100.00
Against	1,200	0.00
Total	608,352,456	100.00