



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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 97th Annual General Meeting of **TALAM TRANSFORM BERHAD** ("the Company") will be held at Pusat Konvensyen, Triumph Convention Centre, Lot 1.01, Level 1, Menara Maxisgar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Thursday, 22 September 2022 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 2022 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM25,000.00 for each Director for the financial year ended 31 March 2022.
3. To approve the payment of Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM312,000.00 from 23 September 2022 until the next Annual General Meeting of the Company to be held in the year 2023.
4. To re-elect the following Directors who are retiring in accordance with Clause 110 of the Constitution of the Company:-
  - (i) Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon
  - (ii) Ms Chua Kim Lan
5. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

- (Please refer to Explanatory Note 1)  
**(Resolution 1)**  
**(Resolution 2)**  
**(Resolution 3)**  
**(Resolution 4)**  
**(Resolution 5)**

**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**

"THAT Mr Tsen Keng Yam 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."

**(Resolution 6)**

**7. ORDINARY RESOLUTION**

**Proposed Retention of Independent Non-Executive Director**

"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."

**(Resolution 7)**

**8. ORDINARY RESOLUTION**

**Proposed Retention of Independent Non-Executive Director**

"THAT Datuk Dr Ng Bee Ken 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."

**(Resolution 8)**

**9. ORDINARY RESOLUTION**

**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, the Constitution of the Company and approvals of the relevant governmental/regulatory authorities where such approval is necessary, 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 2022 as empowered by Bursa Malaysia Securities Berhad pursuant to its letter dated 23 December 2021 to extend the implementation period for the utilisation of the 20% general mandate 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.

**(Resolution 9)**

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**

**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 29 July 2022 subject further to the following:-

**(Resolution 10)**

- (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
- (ii) 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**

**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 29 July 2022 subject further to the following:-

**(Resolution 11)**

- (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
- (ii) 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. To transact any other ordinary business which due notice shall have been given.**

**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 Maxisgar, 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 Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 14 September 2022. 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 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 2022  
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 23 September 2022 until the next Annual General Meeting of the Company to be held in the year 2023  
The Company is seeking shareholders' approval for the payment of the Non-Executive Directors' remuneration for the period commencing from 23 September 2022 being the date immediately after the 97th Annual General Meeting of the Company until the next annual general meeting of the Company to be held in the year 2023.

The Remuneration Committee had conducted a review of the Directors' remuneration and after taking into consideration of the continuing global economic crisis due to the COVID-19 pandemic health crisis coupled with the present difficult proxy market and financial conditions, had recommended that the following estimated Directors' remuneration (excluding Directors' Fees) payable to the Non-Executive Director 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 (6 times per year) • General Meeting (1 time per year)	Non-Executive Directors	RM500 per meeting per director

The Non-Executive Directors have agreed to continue taking 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 during the said period.

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 97th Annual General Meeting.

**3. Resolution 6, Resolution 7 and Resolution 8: Proposed Retention of Independent Non-Executive Director**

Resolution 6, Resolution 7 and Resolution 8 are proposed pursuant to the Malaysian Code on Corporate Governance 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 eighteen (18) 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 2022 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 fourteen (14) 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 all Board and Board Committees' meetings for the financial year ended 31 March 2022 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 twelve (12) 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 twelve (12) 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 2022 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 9: Authority to issue shares**

The proposed Ordinary Resolution 9 is intended to renew the authority granted to the Directors of the Company at the 96th Annual General Meeting of the Company held on 29 September 2021, 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 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 10% of the total number of issued shares of the Company ("General Mandate"). The General Mandate granted by the shareholders at the 96th Annual General Meeting of the Company has not been utilised and hence, no proceed was raised therefrom.

As part of Bursa Malaysia Securities Berhad's continuous support and assistance to listed issuers in these trying and challenging times and the COVID-19 pandemic, Bursa Malaysia Securities Berhad had via its letter dated 23 December 2021 resolved to extend the implementation period of the increased 20% general mandate to allow the listed issuer to seek a higher general mandate of not more than 20% of the total number of issued shares for new issue of securities by way of private placement until 31 December 2022 and thereafter, ten percent (10%) of the total number of issued shares of the Company for the time being shall apply ("New General Mandate"), provided that such listed issuer has not utilised the 20% general mandate approved by the shareholders at the 96th Annual General Meeting in 2021 to issue new securities on or before 31 December 2021 or has not sought shareholders' approval for the 20% general mandate at the 96th Annual General Meeting in 2021.

The Board of Directors having considered the current and prospective financial position and future financial needs of the Company and its subsidiaries is of the opinion that the increase in the new General Mandate limit for new issue of shares of up to twenty percent (20%) is in the best interest of the Company and its shareholders and would like to procure approval for the new General Mandate from its shareholders at the forthcoming 97th Annual General Meeting of the Company. The new General Mandate will provide the Company with additional fundraising flexibility and also 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 10 and 11: 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 29 July 2022 which is enclosed together with the Company's Annual Report 2022.

**IMPORTANT NOTICE**

In view of the COVID-19 pandemic, the Company has in place precautionary measure for the Annual General Meeting ("AGM") in order to safeguard the health of attendees at the AGM. You are requested to read and adhere to the Administrative Guide which can be downloaded from the Company's website.

We also wish to remind you to monitor the Company's website and announcements from time to time for any changes to the 97th AGM arrangement.

**BY ORDER OF THE BOARD**  
**SOO KAH PIK (MIA 8102)**

SSM Practising Certificate No. 201908004099  
Company Secretary  
Kuala Lumpur  
29 July 2022