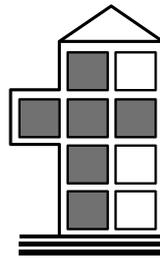


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular before its issuance as it is prescribed as an exempt Circular.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Notice of the 97th Annual General Meeting (“AGM”) of Talam Transform Berhad (“TTB”) to be held at Pusat Konvensyen, Triumph Convention Centre, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Thursday, 22 September 2022 at 11.30 a.m., is set out in the Annual Report of TTB for the financial year ended 31 March 2022.

A Form of Proxy is enclosed in the Annual Report of TTB for the financial year ended 31 March 2022. You are requested to complete and deposit the Form of Proxy at the Company’s Registered Office at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for holding the meeting as set out above. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently find that you are able to do so.

This Circular is dated 29 July 2022

DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:-

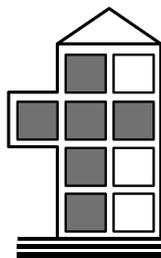
“Act”	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of TTB
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Company Registration No. : 200301033577 (635998-W)]
“Director”	:	The meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of TTB or any other company which is its subsidiary or holding company or a chief executive officer of TTB, its subsidiary or holding company
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time
“Major Shareholder”	:	A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of nominal amounts of those shares, is:- (a) 10% or more of the total number of the voting shares in the Company; or (b) 5% or more of the total number of the voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act This includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company as defined above (or any other company which is its subsidiary or holding company)
“NA”	:	Net assets
“Proposed Shareholders’ Mandate”	:	Proposed renewal of shareholders’ mandate for existing Recurrent RPT to be entered into by TTB Group from the date of the forthcoming AGM until the next AGM
“PPBSB”	:	Pengurusan Projek Bersistem Sdn Bhd [Company Registration No.: 198401016063 (128619-V)]

DEFINITIONS (CONT'D)

“Person(s) Connected”	:	In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:- <ul style="list-style-type: none">(a) a family member of the Director or Major Shareholder;(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary;(c) a partner of the Director or Major Shareholder;(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;(f) a body corporate in which the Director or Major Shareholder, or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate;(g) a body corporate which is a related corporation of the Director or Major Shareholder
“Recurrent RPT”	:	Related Party Transactions involving recurrent transactions of a revenue or trading nature which are necessary for TTB and/or its subsidiaries’ day-to-day operations and are in the ordinary course of business of the Group
“Related Parties”	:	A Director, Major Shareholder or person connected with such Director or Major Shareholder
“Related Party Transaction”	:	A transaction entered into by TTB or its subsidiaries which involves the interest, direct or indirect, of a Related Party
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Shareholders’ Mandate”	:	A shareholders’ general mandate pursuant to Paragraph 10.09 of the Listing Requirements
“Substantial Shareholder”	:	A person who has interest in one or more voting shares in the company and the number or the aggregate number of such shares, is not less than 5% of the total number of all the voting shares in the Company, as defined under Section 136 of the Act
“TTB” or “the Company”	:	Talam Transform Berhad [Company Registration No.: 192001000012 (1120-H)]
“TTB Group”	:	TTB and its subsidiaries
“TTB Share(s)”	:	Ordinary share(s) in TTB
“TSDCAC”	:	Tan Sri Dato’ (Dr) Ir Chan Ah Chye @ Chan Chong Yoon, a Director and Major Shareholder of TTB

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

Registered Office: -

Unit 17.02, Level 17
Menara Maxisegar
Jalan Pandan Indah 4/2
Pandan Indah
55100 Kuala Lumpur

29 July 2022

Directors:-

Mr Tsen Keng Yam (*Chairman/Senior 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 (*Executive Director*)

To:- The Shareholders of TTB

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the AGM held on 29 September 2021, the shareholders of TTB had approved the general mandate for TTB and its subsidiaries to enter into Recurrent RPT. As the Shareholders' Mandate is subject to annual renewal, any authority conferred shall only continue to be in force until the conclusion of the forthcoming 97th AGM unless the approval is sought from shareholders of TTB for the renewal of the Shareholders' Mandate.

In view of the authority expiring at the conclusion of the forthcoming AGM of TTB, which will be held on Thursday, 22 September 2022, the Company had on 14 July 2022 announced that it shall seek the approval of the shareholders of TTB for the Proposed Shareholders' Mandate at the forthcoming AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

The Notice of the AGM is set out in the Annual Report 2022 of the Company.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

The principal activities of TTB are provision of management services, investment holding and property development while its subsidiaries are involved in property development, investment holding, property investment and management, provision of management services, construction, money lending and agriculture.

The Board wishes to seek the approval from the shareholders of TTB for the Proposed Shareholders' Mandate which would enable the TTB Group, in its ordinary course of business, to enter into transactions with the classes of the Related Parties as set out in Section 2.4 below, provided that such transactions are in the ordinary course of business and undertaken at arms' length, on normal commercial terms of the TTB Group which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

2.1 Listing Requirements

Under Part E, Paragraph 10.09 of the Listing Requirements, a listed issuer may seek a Shareholders' Mandate for the Recurrent RPT subject to the following:-

- (a) The transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public (where applicable);
- (b) The Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed below in relation to a listed issuer with share capital of RM60 million and above:-
 - (i) the consideration, value of the assets, capital outlay or costs of the Recurrent RPT is RM1 million or more; or
 - (ii) the percentage ratio of such Recurrent RPT is 1% or more,whichever is the higher;
- (c) The issuance of circular to shareholders for the Shareholders' Mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) In a meeting to obtain the shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) The listed issuer immediately announces to Bursa Securities when the actual value of a Recurrent RPT entered into by the Company, exceeds the estimated value of the Recurrent RPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Validity Period of the Proposed Shareholders' Mandate

The authority to be conferred pursuant to the Proposed Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolutions proposed at the forthcoming AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting 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
 - (b) 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;
- whichever is the earlier.

The validity period of the Shareholders' Mandate will, if approved by the shareholders at the forthcoming AGM, apply in respect of the Recurrent RPT entered or to be entered into as stipulated in Section 2.4 below. The estimated annual amounts of the transactions are based on the value of the transactions entered into during the validity period of the Shareholders' Mandate. However, the actual value of transactions may vary from the estimated value disclosed in Section 2.4, in light of the changing economic and competitive environment.

2.3 Disclosure in the Annual Report

Disclosure will be made in the Company's annual report for the year 2023 of the actual aggregate value of transactions as set out in Section 2.4 contemplated pursuant to the Proposed Shareholders' Mandate during the financial year, based on the following information:-

- (a) the type of the Recurrent RPT made; and
- (b) the names of the Related Parties involved in each type of the Recurrent RPT made and their relationship with the Company.

2.4 Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate will apply to Recurrent RPT with the following classes of Related Parties whose details are as follow:-

No	TTB Group with the following Related Party	Nature of Transaction	Interested Related Party	Estimated value during the validity of the Proposed Shareholders' Mandate ¹ (RM'000)
(1)	Directors of TTB and Persons Connected to them	Purchase of land or land based properties at the existing and future development projects of the TTB Group in the ordinary course of business of not more than 10% of any one of the percentage ratios in the Listing Requirements	TSDCAC Tsen Keng Yam Dato' Kamaruddin Bin Mat Desa Datuk Dr Ng Bee Ken Chua Kim Lan ("CKL") Yaw Chun Soon ("YCS") Chan Tet Eu ("CTE")	Note ²
(2)	PPBSB	Provision of revolving credit facilities by PPBSB inclusive of interest	TSDCAC ^(a) Puan Sri Datin Thong Nyok Choo ("PSDTNC") ^(a) CTE ^(a) Chan Siu Wei ("CSW") ^(a)	10,000
(3)	TSDCAC and PSDTNC	Reimbursement of costs for advances provided to TTB Group by TSDCAC, PSDTNC and person connected to them	TSDCAC ^(b) PSDTNC ^(b) CTE ^(b) CSW ^(b)	5,000
(4)	Wonderful Insights Sdn Bhd ("WISB")	Provision of project management services by TTB Group to WISB	YCS ^(c) CKL ^(d)	3,000
(5)	WISB	Procurement of construction contracts ³ from WISB	YCS ^(c) CKL ^(d)	Note ⁴

Notes: -

- ¹ The estimated values set out above are based on management estimates. Due to the nature of the transactions, the actual values of the transactions may vary from the estimated values due to the changes in inter-alia, market conditions and market prices. Disclosure will be made in the 2023 Annual Report of the Company on the breakdown of the actual aggregate value of the transactions made pursuant to the shareholders' mandate during the financial year.
- ² The Directors, Major Shareholders and/or persons connected with them who would be purchasing the properties sold by TTB Group could not be ascertained at this juncture. The estimated value of this category of transactions cannot be ascertained given the various types of properties sold by TTB Group. However, in accordance with paragraph 3.3 of PN12 of the Listing Requirements, any one of the percentage ratios for the transactions shall not exceed 10%.
- ³ Construction contracts include piling works, building construction, mechanical and electrical services and infrastructure works.
- ⁴ May exceed 5% of the percentage ratios of Paragraph 10.02(g) of the Bursa Securities' Main Market Listing Requirements. The estimated value of transactions cannot be determined at this stage.

Nature of relationship of TTB Group with the Interested Related Party as at 30 June 2022

- (a) TSDCAC is a Director and Major Shareholder of TTB. PSDTNC, the spouse of TSDCAC and a Major Shareholder of TTB, is a Director of PPBSB. TSDCAC and PSDTNC are deemed Substantial Shareholders of PPBSB through their deemed interest in PPBSB.

CTE, the son of TSDCAC and PSDTNC is a Director and Major Shareholder of TTB. CSW, the daughter of TSDCAC and PSDTNC is a Major Shareholder of TTB. CTE and CSW are also Directors of PPBSB and have deemed interest in PPBSB.

- (b) TSDCAC is a Director and Major Shareholder of TTB. PSDTNC, the spouse and a Major Shareholder of TTB. CTE and CSW have deemed interest in the direct and indirect interest of TSDCAC and PSDTNC.
- (c) YCS is a Director and Shareholder of TTB. YCS is also a Director and Substantial Shareholder of WISB.
- (d) CKL is a Director and Shareholder of TTB. Her spouse, Chin Chee Meng is a Substantial Shareholder of WISB.

2.5 Existing Shareholders' Mandate

Details of the Recurrent RPT of which the mandate was received during the previous AGM and actual value transacted amount are set out below:-

No	TTB Group with the following Related Party	Nature of Transaction	Estimated value of Transactions as disclosed in the preceding year's Circular to Shareholders dated 30 August 2021 (RM'000)	Actual value incurred from 29 September 2021 to 30 June 2022, being the latest practicable date before the printing of this Circular (RM'000)
(1)	Directors of TTB and Persons Connected to them	Purchase of land or land based properties at the existing and future development projects of the TTB Group in the ordinary course of business of not more than 10% of any one of the percentage ratios in the Listing Requirements	Note ²	Nil

No	TTB Group with the following Related Party	Nature of Transaction	Estimated value of Transactions as disclosed in the preceding year's Circular to Shareholders dated 30 August 2021 (RM'000)	Actual value incurred from 29 September 2021 to 30 June 2022, being the latest practicable date before the printing of this Circular (RM'000)
(2)	PPBSB	Provision of revolving credit facilities by PPBSB inclusive of interest	10,000	192
(3)	TSDCAC and PSDTNC	Reimbursement of costs for advances provided to TTB Group by TSDCAC and PSDTNC	5,000	Nil
(4)	WISB	Provision of project management services by TTB Group to WISB	3,000	Nil
(5)	WISB	Procurement of construction contracts from WISB	Note ⁴	19,539

2.6 Pricing

The terms of the pricing of the above Recurrent RPT are consistent with the TTB Group's usual business pricing practices and policies.

At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on those offered by/to other unrelated third parties for the same or substantially similar type of transaction to ensure that the Recurrent RPT is not detrimental to the TTB Group.

2.7 Review Procedures for the Recurrent RPT

There are procedures established by the Group to ensure that Recurrent RPT are undertaken on an arm's length basis and on the Group's normal commercial terms, consistent with the Group's usual business practices and policies, which are generally not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of TTB.

Tenders are called upon for the award of construction contracts in connection with property development projects. The tenderers are selected based on the Group's past experiences and/or their historical track records. Tenders are evaluated and reviewed by professional consultants and are selected based on competitive pricing as well as the technical and financial capabilities of the tenderers. The Management will review and evaluate the findings of the professional consultants and propose to the Tender Committee, which comprises of Executive Directors of the Board and senior management staff, for review and approval of a final tender for the project.

In addition, the TTB Group has implemented the following procedures to supplement the above procedures:-

- (i) A list of Related Parties was circulated to the Directors and Management of the Company and its subsidiaries to notify that all Recurrent RPT are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders;
- (ii) All Recurrent RPT are reviewed by the Audit Committee of the Company;
- (iii) A register is being maintained by the Company to record all Recurrent RPT which are entered into pursuant to the Proposed Shareholders' Mandate;
- (iv) The annual internal audit plan has incorporated a review of all Recurrent RPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;
- (v) The Board and the Audit Committee have reviewed the internal audit reports to ascertain that the guidelines and procedures established to monitor Recurrent RPT have been complied with and the review is done at every quarter together with the review of quarterly results; and
- (vi) The Board and the Audit Committee shall review the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee as the case may be, he will abstain from any decision making by the Board or the Audit Committee in respect of that transaction.

2.8 Audit Committee Statement

The Audit Committee of the Company has seen and reviewed the procedures mentioned in Section 2.7 above and is of the view that the said procedures are sufficient to ensure that the Recurrent RPT are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

The Audit Committee of the Company is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent RPT in a timely and orderly manner. The Audit Committee's review of the procedures will be conducted on a quarterly basis together with the review of quarterly results, or such frequency as the Audit Committee considers appropriate having regard to the value and the frequency of the related party transactions.

2.9 Guidelines on Thresholds of Authority

There are no specific thresholds for approval of Recurrent RPT within the TTB Group. All Recurrent RPT are reviewed and authorised by personnel of at least senior managerial level, provided always that such personnel has no interest in the transaction and the said transaction has been approved pursuant to the shareholders' mandate obtained in the general meeting for the Recurrent RPT.

3. AMOUNT DUE AND OWING TO THE TTB GROUP BY RELATED PARTIES

The breakdown of the total outstanding amount under the Recurrent RPT which exceeded the original credit term as at the end of the financial year ended 31 March 2022 was extended to 31 December 2022 (“Extended Credit Term”) is as follows:-

Name of Related Party	Principal Sum (RM)	Interest (RM)	Amount due which exceeded the original credit term (RM)			
			≤ 1 year	> 1 years to 3 years	> 3 years to 5 years	> 5 years
Wonderful Insights Sdn Bhd	10,913,861.01	101,947.91	6,729,452.30	-	-	-

There is late payment charges imposed on the Principal Sum which exceeded the original credit term with interest at a rate of 10% per annum with security provided. The Principal Sum will be fully recovered on or before 31 December 2022 based on the Extended Credit Term granted.

The Board of TTB is of the view that the Principal Sum will be fully settled by 31 December 2022.

4. RATIONALE FOR THE PROPOSED SHAREHOLDERS’ MANDATE

The Recurrent RPT envisaged under the Proposed Shareholders’ Mandate are in the ordinary course of business of the TTB Group and are undertaken at arms’ length, on normal commercial terms of the TTB Group which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Proposed Shareholders’ Mandate and the subsequent renewal of the Shareholders’ Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders’ approval as and when potential recurrent transactions with Related Parties arise, thereby reducing the time and expenses in convening such meetings without compromising the corporate objectives and adversely affecting business opportunities available to the TTB Group.

In addition, the TTB Group has long-standing business relationships with the Related Parties. The Related Parties have a proven track record of performance and have supported the TTB Group for a long time.

The TTB Group is principally involved in property development. The sale of properties by the TTB Group to the Related Parties is in the ordinary course of business which will generate revenue and cash flow to the TTB Group. On the other hand, purchase of properties by the Related Parties reflects their confidence in and commitment to the TTB Group’s own property development projects.

5. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS’ MANDATE

The Proposed Shareholders’ Mandate is not expected to have any effect on the issued share capital of TTB and its substantial shareholders’ shareholdings, NA and earnings per share of the TTB Group.

6. APPROVALS REQUIRED

The Proposed Shareholders’ Mandate is subject to the approval of the shareholders of TTB at the forthcoming AGM.

7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The Directors, Major Shareholders and/or persons connected with them who are interested in the Recurrent RPT are disclosed in Section 2.4 above. Their direct and indirect shareholdings in the Company based on the Register of Substantial Shareholders and the Register of Directors' shareholdings as at 30 June 2022 are as follows:-

Related Party	Nature of interest	Number of ordinary shares held as at 30 June 2022			
		Direct	% ⁷	Indirect	% ⁷
TSDCAC	Director ^{*2} and Major Shareholder	1,007,710,694	23.47	258,760,772 ^{*1}	6.03
Tsen Keng Yam Dato'	Director ^{*2}	-	-	-	-
Kamaruddin Bin Mat Desa	Director ^{*2}	-	-	-	-
Datuk Dr Ng Bee Ken	Director ^{*2}	-	-	-	-
CKL	Director ^{*2}	90,039	0.002	28,125 ^{*3}	0.001
YCS	Director ^{*2}	445,000	0.01	-	-
CTE	Director ^{*2} and Major Shareholder	-	-	1,266,471,466 ^{*4}	29.50
PSDTNC	Major Shareholder and Person Connected to TSDCAC, CTE and CSW	600,145	0.01	1,265,871,321 ^{*5}	29.49
CSW	Major Shareholder and Person Connected to TSDCAC, CTE and PSDTNC	3,259,950	0.07	1,263,211,516 ^{*6}	29.43
PPBSB	Person Connected to TSDCAC, CTE, PSDTNC and CSW	21,000,404	0.49	-	-

Notes:-

^{*1} Held through his spouse, PSDTNC, his daughter, CSW and deemed interested by virtue of his interest in PPBSB, SCHSB and Jejak Progresif Sdn Bhd ("JPSB") pursuant to Section 59(1)(c) and Section 8 of the Act respectively

For information purposes, the shareholding and percentage of SCHSB and JPSB as at 30 June 2022 are 3,900,273 TTB Shares (0.09%) and 230,000,000 TTB Shares (5.36%) respectively

^{*2} Director of TTB

^{*3} Held through her spouse, Chin Chee Meng pursuant to Section 59(1)(c) of the Act

^{*4} Deemed interested through his father, TSDCAC, his mother, PSDTNC, his sister, CSW and by virtue of his interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act

^{*5} Deemed interested through her spouse, TSDCAC, her daughter, CSW and by virtue of her interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act

^{*6} Deemed interested through her father, TSDCAC, her mother, PSDTNC and by virtue of her interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act

^{*7} Percentage of shareholding based on the total number of voting shares of TTB as at 30 June 2022 is 4,292,643,762

Other than disclosed in Section 2.4 above, none of the other Directors and/or Major Shareholders of the Company have any interest, direct or indirect, in the Proposed Shareholders' Mandate. In addition, insofar as the Directors are aware of, none of the persons connected to the Directors and/or Major Shareholders of the Company have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

All the interested Directors have abstained and will continue to abstain from all deliberations and voting on the Proposed Shareholders' Mandate involving their respective interest at the relevant meetings of the Board.

The interested Directors, interested Major Shareholders (as stated in the aforesaid table) will abstain from voting in respect of their direct and indirect shareholdings in the Company on the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM. The interested Directors and Major Shareholders have undertaken that they shall ensure that the persons connected with them will abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolutions in respect of the Proposed Shareholders' Mandate at the forthcoming AGM.

8. DIRECTORS' RECOMMENDATION

Your Board (with the exception of TSDCAC, CTE, CKL and YCS, who have abstained from making any opinions in respect of the ordinary resolutions in which they have interest in relation to the Proposed Shareholders' Mandate) is of the opinion that the Proposed Shareholders' Mandate are reasonable and in the best interest of the Company. Accordingly, your Board (with the exception of TSDCAC, CTE, CKL and YCS) recommends that you vote in favour of the ordinary resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

All the Directors have abstained from making an opinion and any recommendation on the entry into the Recurrent RPT for item (f) of Section 2.4 above of the Proposed Shareholders' Mandate permitting the TTB Group to enter into the Recurrent RPT from the date of the forthcoming 97th AGM until the next AGM.

9. AGM

An AGM (the notice of which is set out in the Annual Report of TTB for the financial year ended 31 March 2022) will be held at Pusat Konvensyen, Triumph Convention Centre, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Thursday, 22 September 2022 at 11.30 a.m., for the purpose of considering and, if thought fit, passing with or without modification, the ordinary resolutions on the Proposed Shareholders' Mandate pursuant to the agenda of Special Business as detailed in the Annual Report of TTB for the financial year ended 31 March 2022.

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the Form of Proxy enclosed in the Annual Report of TTB in accordance with the instructions therein as soon as possible so as to arrive at the Company's Registered Office at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur, not less than forty-eight (48) hours before the time fixed for the holding of the AGM or any adjournment thereof. The completion and the return of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently find that you are able to do so.

10. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I for additional information.

Yours faithfully
For and on behalf of the Board of
TALAM TRANSFORM BERHAD

TSEN KENG YAM
Chairman/Senior Independent Non-Executive Director

APPENDIX I – FURTHER INFORMATION

1. Responsibility Statement

This Circular has been seen and approved by the Board and its members have collectively and individually accepted full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. Material Contracts

Save as disclosed below, neither the Company nor any of the subsidiaries have entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of business of the Company or any of the subsidiaries) during the 2 years immediately preceding the date of this Circular:-

- (i) On 17 November 2021, the Company and its indirect wholly-owned subsidiary, Malim Enterprise (HK) Limited (Company No. 377635) (“MEL”), a company incorporated in Hong Kong have both entered into 2 separate agreements with Jilin Provincial Expressway Group Company Limited (“JPEGCL”) as follows:-
 - (a) Assignment Agreement between TTB and JPEGCL to dispose the assignment of creditor’s rights of RMB3,820,610.00 in Jilin Province Maxcourt Hotel Limited (“JPMHL”) by the Company to JPEGCL for a cash consideration of RMB3,820,610.00 (which is equivalent to approximately RM2,451,685.00) [“Disposal 1”].
 - (b) Share Sale Agreement cum Assignment Agreement between MEL and JPEGCL to dispose shareholding representing the entire 85% equity interest held by MEL in JPMHL and assignment amount of creditor’s rights of RMB68,917,022.00 in JPMHL by MEL to JPEGCL for a total cash consideration of RMB68,917,023.00 which comprises the equity interest of RMB1.00 and assignment amount of creditor’s rights of RMB68,917,022.00 (which is equivalent to approximately RM44,224,054.00) [“Disposal 2”].

The Disposal 1 and Disposal 2 were completed on 11 January 2022.

With the above completion, JPMHL cease to be an indirect 85% subsidiary of TTB.

- (ii) On 31 March 2022, EB has entered into a joint venture agreement with Janajaya Murni Sdn Bhd (“JMSB”) whereby EB will provide 2 parcels of vacant freehold land measuring gross development land area of 27.94 acres (“Land 1”) and 49.43 acres (“Land 2”) respectively which are both located in Mukim Serendah, Daerah Ulu Selangor, Negeri Selangor Darul Ehsan (Land 1 and Land 2 are collectively referred to as “Lands”) and JMSB will develop the Lands into 188 units of 2 Storey Terrace Houses (20’x70’) and 223 units of 2 Storey Terrace Houses (22’x75’) in respect of Land 1 and 471 units of 2 Storey Terrace Houses (20’x70’) and 239 units of 2 Storey Terrace Houses (22’x65’) in respect of Land 2 and to pay EB joint venture entitlements of approximately RM22,510,000.00 and RM39,600,000.00 respectively.

3. Material Litigation

Save as disclosed below, neither the Company nor any of its subsidiaries are engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which has a material effect on the business or financial position of the Group, and the Board has no knowledge of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the business or financial position of TTB Group:-

- (i) A Writ Summons and the Statement of Claim was filed in the Kuala Lumpur High Court under Civil Suit No. 22NCC-327-10/2015 (“Civil Suit”) on 16 October 2015 by Universal Healthcare (R&D) Sdn Bhd (“UHSB”) against TTB and 3 other Defendants who were Directors of Pandan Indah Medical Management Sdn Bhd (In Liquidation) (“PIMM”), a former subsidiary of TTB.

APPENDIX I – FURTHER INFORMATION (CONT'D)

UHSB claimed against TTB for the Declarations that TTB is a director of PIMM and that the business of PIMM was carried out by its Directors and/or TTB and that the Directors of PIMM and/or TTB are personally liable to UHSB. Consequently, UHSB is seeking an order that the Directors of PIMM and/or TTB to pay jointly and/or severally the alleged debt arising from the judgment sum of RM23,824,939.51 assessed by UHSB against PIMM together with interest at the rate of 8% per annum from the date of Writ Summons until full settlement amounting to a total alleged claim of RM49,233,505.15 (as at 12 October 2015) and/or in the alternative, damages to be assessed.

TTB has filed its defence and also counterclaimed against UHSB and the 3 Directors of UHSB for general damages, exemplary damages and aggravated damages for the tort of abuse of process and/or malicious prosecution.

The full trial of the Civil Suit commenced on 19 January 2017 and was completed on 25 June 2018. Both parties have put in their written submission and the Court had also heard oral submissions.

The High Court had on 6 March 2020 delivered its decision and dismissed UHSB's Civil Suit and also TTB's Counter Claim with no order as to costs.

Pursuant to Court of Appeal Civil Appeal No. W-02(NCC)(W)-570-04/2020 ((1) Appellant : Universal Healthcare (R&D) Sdn Bhd (2) Respondents: Talam Transform Berhad and 3 Others), UHSB via their lawyer had on 14 May 2020 served on TTB a Notice of Appeal dated 1 April 2020 to appeal to the Court of Appeal against part of the decision of the High Court dismissing UHSB's High Court Civil Suit without cost. The date for the hearing of the Appeal has been fixed on 30 January 2023.

Based on our legal counsel's advice, this Civil Appeal by UHSB is unlikely to succeed.

4. Documents Available for Inspection

Copies of the following documents are available for inspection at the Registered Office of TTB during normal business hours on any working day from the date of this Circular up to and including the date of the AGM: -

- (i) The Constitution of TTB;
- (ii) The Audited Financial Statements of TTB for the past two (2) financial year ended 31 March 2021 and 31 March 2022;
- (iii) The material contracts referred to in Paragraph 2 above; and
- (iv) The relevant cause papers in respect of the material litigation referred to in Paragraph 3 above.

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