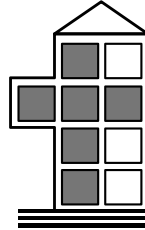


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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 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

Registration No. 192001000012 (1120-H)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:

- (I) PROPOSED NON-BINDING RECOMMENDATION FOR APPOINTMENT OF A QUALIFIED AUDITOR TO REVIEW THE TRANSACTIONS/DEALS (AS MENTIONED IN THE CIRCULAR TO SHAREHOLDERS) AND REPORT THEIR FINDINGS TO THE BOARD OF DIRECTORS (“PROPOSED NON-BINDING RECOMMENDATION FOR APPOINTMENT OF A QUALIFIED AUDITOR”); AND**
- (II) PROPOSED NON-BINDING RECOMMENDATION FOR APPOINTMENT OF ONE OF THE AUDITORS FIRM NAMED, ERNST & YOUNG, DELOITTE, KPMG OR PRICEWATERHOUSECOOPERS, TO UNDERTAKE THE REVIEW MENTIONED IN THE PROPOSED NON-BINDING RECOMMENDATION FOR APPOINTMENT OF A QUALIFIED AUDITOR (“PROPOSED NON-BINDING RECOMMENDATION FOR AUDITORS FIRM TO BE APPOINTED”).**

(COLLECTIVELY, THE “PROPOSALS”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting ("EGM") of Talam Transform Berhad ("TTB") will be held at D'RAKSH Golden Ballroom, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Thursday, 14 May 2026 at 11.00 a.m. or at any adjournment, therefore. The notice of EGM and the Form of Proxy are enclosed herewith in this Circular.

If you are not able to participate and vote at the EGM, you may complete the Form of Proxy and deposit it at the registered office of the Company at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur no later than 48 hours before the time of holding the EGM. The resolutions set out in the notice of EGM are to be voted by poll. The lodging of the Form of Proxy shall not preclude you from attending and participating in person at the EGM should you subsequently wish to do so, but if you do, your proxy or proxies shall be precluded from attending the EGM.

Last date and time for lodging the Form of Proxy for the EGM : Tuesday, 12 May 2026 at 11:00 a.m.
Date and time of the EGM : Thursday, 14 May 2026 at 11:00 a.m.

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
"Board" or "Board of Directors"	:	Board of Directors of TTB
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. : 200301033577 (635998-W)]
"CCM"	:	Companies Commission of Malaysia
"Circular"	:	This circular dated 29 April 2026
"EGM"	:	Extraordinary General Meeting
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time
"Proposals"	:	Collectively, the Proposed Non-Binding Recommendation for Appointment of Qualified Auditor and the Proposed Non-Binding Recommendation for Auditors Firm to be Appointed, both are proposed pursuant to Section 195(2) of the Act
"Proposed Non-Binding Recommendation for Appointment of a Qualified Auditor"/"Recommendation 1"	:	Proposed non-binding recommendation for appointment of a Qualified Auditor to review the transactions/deals (as mentioned in the Circular to Shareholders) and to report their findings to the Board of Directors
"Proposed Non-Binding Recommendation for Auditors Firm to be Appointed"/"Recommendation 2"	:	Proposed non-binding recommendation for appointment of one of the Auditors Firm namely, Ernst & Young, Deloitte, KPMG or PricewaterhouseCoopers, to undertake the review of transactions/deals mentioned in Proposed Appointment of a Qualified Auditor
"TTB" or "the Company"	:	Talam Transform Berhad [Registration No.: 192001000012 (1120-H)]
"TTB Group"	:	TTB and its subsidiaries

All references to "we", "us", "our" and "ourselves" are to TTB or TTB Group. All references to "you" in this Circular are to the shareholders of TTB.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

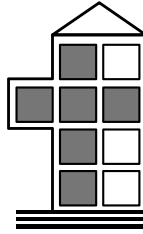
Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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Talam Transform Berhad
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 April 2026

Board of Directors:

Mr Ngiam Kee Tong (*Chairman/Independent Non-Executive Director*)
Puan Sri Datin Thong Nyok Choo (*Non-Independent Non-Executive Director*)
Dato' Abdul Hamid Bin Mustapha (*Independent Non-Executive Director*)
Ms Chua Kim Lan (*Executive Director*)
Mr Chan Tet Eu (*Executive Director*)
Mr Tai Keat Chai (*Independent Non-Executive Director*)
Mr Ling Chee Min (*Independent Non-Executive Director*)
Ms Chan Siu Ching Candice (*Alternate Director to Mr Chan Tet Eu*)

To: The Shareholders of TTB

Dear Sir/Madam,

- (I) PROPOSED NON-BINDING RECOMMENDATION FOR APPOINTMENT OF A QUALIFIED AUDITOR; AND**
- (II) PROPOSED NON-BINDING RECOMMENDATION FOR AUDITORS FIRM TO BE APPOINTED.**

(COLLECTIVELY REFERRED TO AS THE “PROPOSALS”)

1. INTRODUCTION

On 2 December 2025, 17 December 2025, 23 January 2026, 11 February 2026, 2 April 2026 and 3 April 2026, the Company announced in relation to, amongst others, the issue of a Notice of EGM dated 23 January 2026 (“Notice of EGM”) by certain shareholders, namely Mr Ang Lam Poah, Mr Loo Leong Fatt and Ms Loo Foong Luan (collectively referred to as the “Requisitionists”), and the grant of an *interim* injunction dated 11 February 2026 by the High Court to restrain the calling, convening, holding or proceeding of any general meeting for the purpose of tabling, considering or passing the proposed resolutions pending the final disposal of the originating summons (“Injunction Order”).

As a result of negotiations with the Requisitionists, on 8 April 2026, the Company announced that it had recorded a Consent Order before the High Court (“Consent Order”), on the terms mutually agreed between the Company (as Plaintiff) and the Requisitionists (as Defendants), as follows:

- (1) The Board of Directors of the Plaintiff will convene an EGM not later than 30-6-2026 (“Proposed EGM”) by giving a notice of at least 14 days before the Proposed EGM, for the shareholders to consider and if deem fit, to approve a non-binding recommendation to the Board of Directors pursuant to Section 195(2) of the Act by way of ordinary resolution as follows:

Recommendation 1

To appoint a qualified auditor on such terms that the Board of Directors deems fit in the interest of the Company to review the following transactions/deals and report their findings to the Board of Directors for further consideration:

- (i) The debt that is due to IJM Properties Sdn Bhd;
- (ii) The joint venture in Trident Treasure Sdn Bhd;
- (iii) The investment in Oaxis Sdn Bhd;
- (iv) The investment in Million Tiara (M) Sdn Bhd; and
- (v) The balance sale consideration owed by Xtra Touch Sdn Bhd.

Recommendation 2

In the event that Recommendation 1 is approved, the shareholders hereby make further non-binding recommendation that one of the following auditors firms, namely Ernst & Young, Deloitte, KPMG or PricewaterhouseCoopers, be appointed to undertake the review mentioned in Recommendation 1 above.

- (2) Subject to payment of cost, the Plaintiff will provide a copy of the Record of Depositors as at the cut-off date for the purpose to be used for voting on the Proposed EGM;
- (3) The Proposed EGM shall be conducted in accordance with the Act and the Constitution of the Company;
- (4) The scrutineer of the Proposed EGM shall not be the one nominated earlier by the Defendants or the Plaintiff's usual scrutineer. The appointed scrutineer for the Proposed EGM shall come from a renowned firm to reflect independence;
- (5) The result of the vote shall be announced by the Chairman of the Proposed EGM and recorded accordingly;
- (6) The Defendants agree to withdraw the requisition of general meeting pursuant to the Notice of Requisition dated 1-12-2025 and Notice of Extraordinary General Meeting dated 23-1-2026;
- (7) The Defendants agree not to enforce undertaking given by the Plaintiff in the Order dated 11-2-2026, or make any claim of damages or reimbursement from the Plaintiff in connection with or arising from the Notice of Requisition dated 1-12-2025 and Notice of Extraordinary General Meeting dated 23-1-2026;
- (8) Nothing in this order can be construed as admission of liability or default by any parties herein;
- (9) Parties to bear their own cost.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSALS AND TO SEEK YOUR VOTES ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.

2. DETAILS OF THE PROPOSALS

The Proposals, if approved, both shall constitute a mere non-binding recommendation to the Board to exercise their power to appoint one of the auditors firms, namely Ernst & Young, Deloitte, KPMG or PricewaterhouseCoopers, on such terms that the Board of Directors deem fit in the best interest of the Company, to undertake the review of the following transactions/deals. The findings are to be reported to the Board for further consideration:

- (i) The debt that is due to IJM Properties Sdn Bhd;
- (ii) The joint venture in Trident Treasure Sdn Bhd;

- (iii) The investment in Oaxis Sdn Bhd;
- (iv) The investment in Million Tiara (M) Sdn Bhd; and
- (v) The balance sale consideration owed by Xtra Touch Sdn Bhd.

For members' information and to facilitate informed decision-making, a summary of the transactions is as follows:

(i) The debt that is due to IJM Properties Sdn Bhd (“IJMP”)

- Around 2008, the Company was classified under PN 17 and implemented a Regularisation Plan (“RP”), approved by Securities Commission and the members at the EGM on 15-9-2008. The RP was to lift the Company’s PN 17 status from Bursa Malaysia Bhd (“Bursa”) and to regularise all the defaulted loans and complete abandoned housing units. As part of the RP, the Group entered into a strategic alliance with IJM Construction Sdn Bhd as principal contractor and IJMP as a joint-venture partner, aiming to complete and deliver the abandoned housing units and rebuild the public’s confidence on timely delivery of quality homes.
- Due to the non-renewal of the Group’s advertising permits, the Group faced constraints in implementing its own development projects and selling its properties. IJMP has through setting up several 50%-50% joint venture companies, acquired certain lands from the Group. This arrangement provided immediate cash flow via the payment of land costs to the Group, enabling the Group to repay its loans and creditors.
- The amounts owing to IJMP, arose primarily from the refinancing of bank loans, advances, working capital injections and project-related expenses incurred in connection with the above-mentioned Strategic Alliance since 2008. The total liabilities of the Group in 2008 were around RM2.76 billion. As of 22-5-2014, the debt owing to IJMP was RM161,583,291.95. With financial prudence in mind, the Company prioritized its cashflow generated for the repayment of borrowings with higher interest owing to other creditors, and secured extensions from IJMP for the repayment.
- After significantly reducing the Group’s overall liabilities, the Company began settlement of its indebtedness to IJMP. On 25-3-2022, RM27,000,000 was settled via transferring the budgeted profits of the incomplete Serena Green project to IJMP. During the first quarter of 2025, RM7,440,000 was also repaid from the proceeds of a land sale. The disposal of Putra Perdana land by Talam Leisure Development Sdn Bhd (the Company’s wholly-owned subsidiary) to Ever Mark (M) Sdn Bhd (IJMP’s subsidiary) pursuant to a Sale and Purchase Agreement dated 5-8-2024 (which was duly announced to Bursa Malaysia on 5-8-2024 and 16-8-2024) and was approved by members on 15-1-2025. A further amount of RM84,000,000 is expected to be settled upon completion.
- The outstanding balance owing to IJMP as at 31-3-2026 is RM279,372,109.75.
- The Company has maintained proper corporate governance practices and is subject to annual audit exercises conducted by independent external auditors, Messrs Baker Tilly Monteiro Heng. The Company’s financial affairs have also been reviewed by its Audit Committee, which comprises solely of Independent Non-Executive Directors. No adverse findings or irregularities were raised by either the auditors or the Audit Committee in relation to this transaction. Besides, IJMP’s account is also subjected to annual audit exercises conducted by independent external auditors, Messrs. PricewaterhouseCoopers.

(ii) The joint venture in Trident Treasure Sdn Bhd (“Trident Treasure”)

- Trident Treasure was initially a joint venture company between Winax Development Sdn Bhd (the Company’s wholly-owned subsidiary, previously known as Talam Premium Development Sdn Bhd) and Midvest Properties Sdn Bhd on a 40:60 equity basis.
- This joint venture was approved by both Winax Development Sdn Bhd’s and the Company’s then board in year 2011 (which had a different composition from the current board). The transaction was duly disclosed in the Company’s 2012 Annual Report and did not constitute a related party transaction.

- As a result of the joint venture, a Sale and Purchase Agreement dated 23-6-2011 was entered into for the disposal of Puncak Jalil land by the Company to Trident Treasure for the consideration of RM39,456,648.00. The disposal of Puncak Jalil land was approved by the Company's then Board (with different composition as the current board) and shareholders.
- An amount of RM19,456,648.00 has been paid by Trident Treasure by January 2012. However, the development project faced delays due to approval issues, hilly terrain, and high construction costs, leading to multiple revisions of development plans. Pursuant to these developments, the remaining consideration of RM20,000,000 which was supposed to be settled through allocation of units, was converted into a cash obligation with interest.
- In or around year 2015, Midvest Properties Sdn Bhd disposed of its 60% shareholding to Istilah Makmur Sdn Bhd. The disposal of the 60% equity was not related to the Company or its subsidiary.
- Extensions of time were granted to Trident Treasure for repayment with interest. Trident Treasure has also on 26-11-2025 entered into a Sale and Purchase Agreement ("SPA") to sell the Puncak Jalil land to Chin Hin Property (KL) Sdn Bhd for a consideration of RM91,000,000 and the conditions precedent for the SPA has already been fulfilled on 15-4-2026.
- The Board is of the view that the above transaction was proper and has been subject to annual audit exercises by independent external auditors, Messrs Baker Tilly Monteiro Heng. No adverse findings or irregularities were raised by either the auditors or the Audit Committee in relation to this transaction.

(iii) The investment in Oaxis Sdn Bhd ("Oaxis")

- Oaxis was initially owned by TA Properties Sdn Bhd (25%), Chee Soo Teng (12.5%), Yong Chew Lian (12.5%) and Liau Yoke Leang (50%) before 24-3-2015.
- On 24-3-2015, approval was granted by Zillion Development Sdn Bhd's board and its sole shareholder (the Company) for Zillion Development Sdn Bhd to acquire 25% shareholding in Oaxis from TA Properties Sdn Bhd.
- The acquisition was disclosed in the Annual Report for FYE 31-1-2016. There were no related-party relationships between TA Properties Sdn Bhd, Zillion Development Sdn Bhd, and the Company.
- Around March to April 2015, the remaining shares not owned by Zillion Development Sdn Bhd were purchased by Prominent Xtreme Sdn Bhd. The acquisition of 75% shareholding by Prominent Xtreme Sdn Bhd was from the other 3 individual shareholders, who are unrelated to the Company or Zillion Development Sdn Bhd.
- The Board is of the view that the above transaction was proper and has been subject to annual audit exercises by independent external auditors, Messrs Baker Tilly Monteiro Heng. No adverse findings or irregularities were raised by either the auditors or the Audit Committee in relation to this transaction.

(iv) The investment in Million Tiara (M) Sdn Bhd ("Million Tiara")

- Pursuant to a Share Sale Agreement dated 2-4-2024, Winax Development Sdn Bhd (the Company's wholly-owned subsidiary) acquired 60% of the shares in Million Tiara from Rohani binti Abdul Hamid. At that time, the other 40% of the shares in Million Tiara was owned by Prestigious Performance Sdn Bhd.
- The acquisition was approved by its then board (with different composition as the Company's current board) and disclosed in the Company's Annual Report 2025. At the time of acquisition, none of the shareholders or directors of Prestigious Performance Sdn Bhd is a substantial shareholder or director of the Company and Winax Development Sdn Bhd.

- The Board is of the view that the above transaction was proper and has been subject to annual audit exercises by independent external auditors, Messrs Baker Tilly Monteiro Heng. No adverse findings or irregularities were raised by either the auditors or the Audit Committee in relation to this transaction.
- (v) The balance sale consideration owed by Xtra Touch Sdn Bhd (“Xtra Touch”)
- Pursuant to a Sale and Purchase Agreement dated 29-4-2016, Supplemental Sale and Purchase Agreement dated 28-7-2016 and Second Supplemental Sale and Purchase Agreement dated 3-2-2020, Talam Leisure Development Sdn Bhd (Company’s wholly-owned subsidiary) agreed to dispose Taman Putra Perdana land to Xtra Touch Sdn Bhd for a consideration of RM70,000,000. According to the independent valuation report conducted by Kumpulan Europlus Bhd, the land was valued at RM 22,100,000 at the time of sale. The disposal of land by Talam Leisure Development Sdn Bhd was approved by its then board and also the Company’s then board (with different composition as the current board) and the transactions were announced to Bursa. Due to the vast difference between the valuation price and the actual purchase price, the purchase price was agreed to be settled partly by cash and partly by units sharing.
 - In accordance with the agreements, the cash payment of RM42,000,000 has been fully paid, with the balance of RM28,000,000 to be paid in the form of units sharing. At the request of Talam Leisure Development Sdn Bhd, Xtra Touch had on goodwill basis, made partial cash payments of RM2,500,000 towards the RM28,000,000, leaving an outstanding balance of RM25,500,000 to be satisfied in the form of units sharing in phase 2 and phase 3 of the development.
 - However, Xtra Touch has faced difficulties in obtaining the approval from the authorities for its planning and building plans for its project, due to an unpaid land premium issue involving the Company’s subsidiary in the same vicinity. Condition has been imposed by the authorities that Xtra Touch can only submit its building plans for approval after the individual titles for the completed units have been issued. Accordingly, extension of time was given to Xtra Touch to deliver the units by 28-7-2027 for phase 2 and 28-7-2029 for phase 3. As at to date, the issuance of the individual titles is still in progress, and the Company expects further delay for the submission of Xtra Touch’s building plan to the authorities for approval.
 - The disposal does not constitute a related party transaction, as the directors or shareholder of Xtra Touch are not related to the Company or Talam Leisure Development Sdn Bhd at the material time. Mr Loy Boon Chen was formerly Executive Director of the Company from 1-10-2007 and has retired on 24-7-2014.
 - The Board is of the view that the above transaction was proper and has been subject to annual audit exercises by independent external auditors, Messrs Baker Tilly Monteiro Heng. No adverse findings or irregularities were raised by either the auditors or the Audit Committee in relation to this transaction.

The Proposals, even if approved, shall not be binding on the Board, and (i) whether or not the Proposals will be implemented and (ii) if so, the manner of implementation shall remain subject to the Board’s discretion.

3. RATIONALE FOR THE PROPOSALS

The Board has maintained at all times that the power to appoint any auditor belongs to the Board and that it had correctly exercised its discretion in declining the Requisitionists' request in the Notice of Requisition dated 1 December 2025 and in objecting to the Notice of EGM dated 23 January 2026. The Board had after negotiations with Requisitionists and after due deliberation of their proposals, decided to enter into the Consent Order following the Requisitionists’ suggestions to revise the proposed EGM agenda to a non-binding recommendation, in order to avoid unnecessary further court dispute and unfounded conjecture or allegations.

In particular, the Requisitionists have agreed that Recommendation 1 relating to the appointment of a qualified auditor to review the transactions, if approved, shall be a non-binding recommendation to the Board, and that the findings shall be reported to the Board. Further, instead of the auditor firm previously proposed by the Requisitionists, Recommendation 2, if approved, will constitute a non-binding recommendation to the Board to consider appointing one of the auditors, namely Ernst & Young, Deloitte, KPMG or PricewaterhouseCoopers to undertake the review mentioned in Recommendation 1 above.

4. EFFECTS OF THE PROPOSALS

The Proposals, if approved and implemented, will not have any effect on the net assets, issued share capital and substantial shareholders' shareholdings of TTB but will have an impact on the earnings and cash-flow of TTB Group arising from the substantial costs to be incurred from the engagement of such an auditor for this review.

5. APPROVAL REQUIRED

The Proposals are subject to the approval of the shareholders of TTB at the forthcoming EGM to be convened.

6. DIRECTORS' STATEMENT AND RECOMMENDATION

While the Board is of the view that it would be appropriate to provide shareholders with the opportunity to vote in general meeting to determine whether or not to appoint a qualified auditor to review the transactions/deals raised by the Requisitionists, in view that:

- (i) the Board has no reason at this juncture to believe that there is in fact any misconduct in relation to the transactions/deals raised by the Requisitionists; and
- (ii) the implementation of the resolutions pertaining to the Proposals would incur avoidable costs and expenses and management time and effort,

after having considered the rationale and all other aspects of the Proposals, the Board maintains the opinion that the Proposals are not in the best interests of the Company.

Accordingly, the Board recommends that you vote AGAINST the ordinary resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

7. EGM

The EGM, the notice of which is set out in this Circular, will be held on Thursday, 14 May 2026 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolutions to give effect to the Proposals. The resolutions pertaining to the Proposals are set out in the notice of EGM which is enclosed in this Circular.

If you are unable to attend and vote in person at the EGM, you are requested to complete and return the Form of Proxy enclosed in the Circular 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 EGM 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 EGM should you subsequently find that you are able to do so.

8. DIRECTORS' 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.

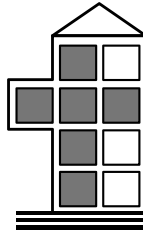
Yours faithfully

For and on behalf of the Board of

TALAM TRANSFORM BERHAD

NGIAM KEE TONG

Chairman/ Independent Non-Executive Director



Talam Transform Berhad
Registration No. 192001000012 (1120-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Talam Transform Berhad (“TTB” or the “Company”) will be held at D’RAKSH Golden Ballroom, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur (“Meeting Venue”) on Thursday, 14 May 2026 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

AGENDA

THAT approval be and is hereby given for the following ordinary resolutions:

1. **Proposed non-binding recommendation for appointment of a Qualified Auditor to review the transactions/deals (as mentioned in the Circular to Shareholders) and report their findings to the Board of Directors (“Proposed Non-binding Recommendation for Appointment of a Qualified Auditor”)**

Ordinary Resolution 1
(Please refer to
Explanatory Note)

To appoint a qualified auditor on such terms that the Board of Directors deems fit in the interest of the Company to review the following transactions/deals and report their findings to the Board of Directors for further consideration:

- (i) The debt that is due to IJM Properties Sdn Bhd;
- (ii) The joint venture in Trident Treasure Sdn Bhd;
- (iii) The investment in Oasis Sdn Bhd;
- (iv) The investment in Million Tiara (M) Sdn Bhd; and
- (v) The balance sale consideration owed by Xtra Touch Sdn Bhd.

2. **Proposed non-binding recommendation for appointment of an audit firm to undertake the review mentioned in the Proposed Appointment of a Qualified Auditor (“Proposed Non-binding Recommendation for Auditors Firm to be Appointed”)**

Ordinary Resolution 2
(Please refer to
Explanatory Note)

In the event that Ordinary Resolution 1 is approved, the shareholders hereby make further non-binding recommendation that one of the following auditor firms, namely Ernst & Young, Deloitte, KPMG or PricewaterhouseCoopers, be appointed to undertake the review mentioned in the Ordinary Resolution 1.

AND THAT the Board of Directors be and is hereby empowered and authorised to sign and execute all documents, do all acts, deeds and things and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary or expedient in connection with the above resolutions, with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board of Directors may deem necessary or expedient in the best interest of the Company."

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

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

Kuala Lumpur
29 April 2026

NOTES:

- (a) 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.
- (b) 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.
- (c) Where a member appoints two (2) proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
- (d) 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. Where an exempt authorised member appoints two (2) or more proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
- (e) 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.
- (f) The appointment of a proxy may be made in a hardcopy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof:
 - (i) In hardcopy form

The Form of Proxy shall be deposited at the Registered Office of the Company situated at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur, Malaysia.
 - (ii) By electronic form

The Form of Proxy shall be electronically lodged via fax to +603-20949940/+603-20950292 or by email to info@sshshb.com.my.
- (g) For the purpose of determining members who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 6 May 2026. 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.
- (h) 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 EGM will be put to vote by poll.

EXPLANATORY NOTE TO THE ORDINARY RESOLUTIONS:

On 2 December 2025, 17 December 2025, 23 January 2026, 11 February 2026, 2 April 2026 and 3 April 2026, the Company announced in relation to, amongst others, the Notice of EGM dated 23 January 2026 (“Notice of EGM”) issued by the shareholders, namely Mr Ang Lam Poah, Mr Loo Leong Fatt and Ms Loo Foong Luan (collectively referred to as the “Requisitionists”) and the *interim* injunction dated 11 February 2026 granted by the High Court to restrain the calling, convening, holding or proceeding of any general meeting for the purpose of tabling, considering or passing the proposed resolutions contained in the Notice of EGM issued by the Requisitionists, or any other resolutions having the same or substantially similar effect, pending the final disposal of the originating summons (“Injunction Order”).

As a result of negotiations with the Requisitionists, on 8 April 2026, the Company recorded a Consent Order before the High Court (“Consent Order”), on the terms mutually agreed between the Company (as Plaintiff) and the Requisitionists (as Defendants), *inter alia*, as follows:

- (1) The Board of Directors of the Plaintiff will convene an EGM not later than 30-6-2026 (“Proposed EGM”) by giving a notice of at least 14 days before the Proposed EGM, for the shareholders to consider and if deem fit, to approve a non-binding recommendation to the Board of Directors pursuant to Section 195(2) of the Companies Act 2016 by way of ordinary resolution as follows:

Recommendation 1

To appoint a qualified auditor on such terms that the Board of Directors deem fit in the interest of the Company to review the following transactions/deals and report their findings to the Board of Directors for further consideration:

- (i) The debt that is due to IJM Properties Sdn Bhd;
- (ii) The joint venture in Trident Treasure Sdn Bhd;
- (iii) The investment in Oaxis Sdn Bhd;
- (iv) The investment in Million Tiara (M) Sdn Bhd; and
- (v) The balance sale consideration owed by Xtra Touch Sdn Bhd.

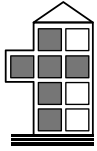
Recommendation 2

In the event that Recommendation 1 is approved, the shareholders hereby make further non-binding recommendation that one of the following auditors firms, namely Ernst & Young, Deloitte, KPMG or PricewaterhouseCoopers, be appointed to undertake the review mentioned in Recommendation 1 above.

The Proposals, even if approved, shall not be binding on the Board, and (i) whether or not the Proposals will be implemented and (ii) if so, the manner of implementation, shall remain subject to the Board’s discretion.

Please refer to the Circular to Shareholders dated 29 April 2026 for detailed information in respect of the Proposals.

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

CDS Account No.	
No. of ordinary shares held	

FORM OF PROXY

*I/We _____
(Full Name of Shareholder as per IC/Passport/Certificate of Incorporation in capital letters)
 (NRIC/Passport/Company No. _____) of _____
(Full Address)

_____ *(Full Address)*
 _____ being a *member/members of **TALAM TRANSFORM BERHAD** (“the Company”)

hereby appoint of _____ (NRIC/Passport No. _____)
(Full Name of Proxy as per NRIC/Passport in capital letters)

of _____
(Full Address)

*and/ or _____ (NRIC/Passport No. _____)
(Full Name of Proxy as per NRIC/Passport in capital letters)

of _____
(Full Address)

**or failing him/her, the Chairman of the Meeting, as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held at D’RAKSH Golden Ballroom, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Thursday, 14 May 2026 at 11.00 a.m. and at any adjournment thereof. My/Our proxy is to vote as indicated below:

	FOR	AGAINST
<u>ORDINARY RESOLUTION 1</u> Proposed non-binding recommendation for appointment of a Qualified Auditor to review the transactions/deals (as mentioned in the Circular to Shareholders) and report their findings to the Board of Directors (“Proposed Non-binding Recommendation for Appointment of a Qualified Auditor”)		
<u>ORDINARY RESOLUTION 2</u> Proposed non-binding recommendation for appointment of an audit firm to undertake the review mentioned in the Proposed Appointment of a Qualified Auditor (“Proposed Non-binding Recommendation for Auditors Firm to be Appointed”)		

(Please indicate with an “X” in the appropriate spaces how you wish your vote to be casted. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he/she thinks fit, or at his/her discretion, abstains from voting.)

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies must be indicated below:	
	Percentage (%)
First proxy	
Second proxy	

 Signature/Common Seal of Member(s)

Signed this _____ day of _____, 2026.

- * Please delete if not applicable.
- ** If you do not wish to appoint the Chairman of the Meeting as your proxy/one of your proxies, please strike out the words “or failing him/her, the Chairman of the Meeting” and insert the name(s) of the proxy(ies) you wish to appoint in the blank space(s) provided.



Fold this flap for sealing

NOTES:

- (a) 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.
- (b) 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.
- (c) Where a member appoints two (2) proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
- (d) 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. Where an exempt authorised member appoints two (2) or more proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
- (e) 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.
- (f) The appointment of a proxy may be made in a hardcopy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof:
- (i) In hardcopy form
The Form of Proxy shall be deposited at the Registered Office of the Company situated at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur, Malaysia.
- (ii) By electronic form
The Form of Proxy shall be electronically lodged via fax to +603-20949940/+603-20950292 or by email to info@sshsb.com.my.
- (g) For the purpose of determining members who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 6 May 2026. 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.
- (h) 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 EGM will be put to vote by poll.

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STAMP

THE COMPANY SECRETARY
TALAM TRANSFORM BERHAD
Registration No: 192001000012(1120-H)
Unit 17.02, Level 17, Menara Maxisegar
Jalan Pandan Indah 4/2
Pandan Indah
55100 Kuala Lumpur

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