

TALAM TRANSFORM BERHAD

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

Extract of the Minutes of the 99th Annual General Meeting of the Company 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 Wednesday, 25 September 2024 at 11.30 a.m.

PRESENT : Board of Directors
Dato' Abdul Hamid Bin Mustapha (*Chairman/Independent Non-Executive Director*)
Puan Sri Datin Thong Nyok Choo (*Non-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*)

Group Chief Executive Officer

Dato' Mohamad Razali Bin Mohamad Rahim

Shareholders (including corporate representatives and proxies)

As per attendance list

Total shareholders (including corporate representatives): 26
representing 1,012,606,213 ordinary shares

Total proxies: 17 representing 456,559,427 ordinary shares

Total shareholders and proxies: 43 representing 1,469,165,640 ordinary
shares

By Invitation

As per invitation list

Ms Ng Jou Yin, Partner, Baker Tilly Monteiro Heng ("BTMH")

Mr Tan Kwan Neng, BTMH

Ms Ong Jing Wei, BTMH

IN ATTENDANCE : Mr Soo Kah Pik – Company Secretary

1.0 QUORUM

The Chairman welcomed all shareholders, proxies and invitees present to the Company's 99th Annual General Meeting ("AGM"). He then introduced all the Directors, Group CEO and Company Secretary including himself as the Chairman of the Board, to those who were present at the 99th AGM.

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

2.0 NOTICE OF MEETING

The Chairman proposed that the Notice of AGM dated 31 July 2024 ("Notice") which was circulated to all shareholders on the same date, be taken as read. As requested by the Chairman, Mr Michael Khor Siang Phin, a shareholder, seconded the proposal.

Before proceeding with the meeting, the Chairman invited all who were present at the meeting to observe a minute of silence in the memory of our late Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon who had passed away peacefully on 11 June 2024.

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

He briefed the shareholders and proxies on the process in tabling and approving the resolutions at the meeting. The polling for all the 9 resolutions would be conducted after the last item on the agenda had been dealt with and all resolutions have been proposed and seconded. He informed that the polling process would be conducted by Securities Services (Holdings) Sdn Bhd ("SS") as the poll administrator and the poll results would be verified by the scrutineer from Commercial Quest Sdn Bhd ("CQSB").

3.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed the shareholders and proxies that the Audited Financial Statements of the Company for the financial year ended 31 March 2024 and the Reports of the Directors and Auditors thereon ("Audited Financial Statements") were tabled for discussion purposes only and that shareholders' approval was not required under the Companies Act 2016.

Before the meeting proceeded further, the Chairman informed that a letter dated 19 September 2024 was received from the Minority Shareholder Watch Group ("MSWG"). He then requested Ms Chua Kim Lan, the Executive Director to present the questions raised by MSWG and the answers given by the Company in relation to operational & financial, sustainability and corporate governance matters as per Appendix 1 attached hereto. Ms Chua welcomed Mr Lee Chee Meng from MSWG to the meeting and then proceeded to present the questions and answers in a slide presentation. She further informed that under item 5(d), the Management has a succession plan in place wherein they are grooming younger staff as second liners to take over the relevant management portfolios.

After the end of the presentation, Ms Chua informed the shareholders and proxies regarding the Errata made to the Audited Financial Statements for the financial year ended 31 March 2024 which was included in the Annual Report 2024 that had been issued to the Shareholders and submitted to Bursa Malaysia Securities Berhad ("Bursa Malaysia") on 31 July 2024, as follows:-

- (i) Page 103- Assets
Line on item "Interest in joint ventures" with "-" figures for 2024/2023 for Group and Company, to be deleted.
- (ii) Page 125- Investment Properties
Line on item "Less: Impairment Loss as at 31 March 2022/31 March 2023 should be "Less: Impairment Loss as at 31 March 2023/31 March 2024".

Both the above amendments have no material effect at all on Audited Financial Statements. Save for the abovementioned amendments, all other information in the Annual Report 2024 remains unchanged. The Errata was announced to Bursa Malaysia on 7 August 2024.

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

As there was no question raised, the Audited Financial Statements were received and noted by the shareholders and proxies present.

**4.0 RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF RM25,000.00 FOR EACH DIRECTOR FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024**

The Chairman informed that Resolution 1 was on the approval to pay Directors' fees of RM25,000.00 for each Director in respect of the financial year ended 31 March 2024.

The Chairman then invited questions from the floor regarding the Resolution 1.

As there was no question on Resolution 1, the Chairman requested for a proposer and seconder for the resolution. Mr Michael Khor Siang Phin, a shareholder proposed and was seconded by Mr Cheng Keng Boo, a shareholder.

**5.0 RESOLUTION 2
TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) UP TO AN AMOUNT OF RM312,000.00 FROM 26 SEPTEMBER 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN THE YEAR 2025**

The Chairman informed that Resolution 2 was on the approval to pay Non-Executive Directors' remuneration (excluding directors' fees) up to an amount of RM312,000.00 from 26 September 2024 until the next annual general meeting of the Company to be held in year 2025.

The Chairman then invited questions from the floor regarding the Resolution 2. As there was no question on Resolution 2, the Chairman requested for a proposer and seconder for the resolution. Ms Sukvendar Kaur A/P Joginder Singh, a shareholder proposed and was seconded by Puan Hafizah Binti Azmi, a proxyholder.

**6.0 RESOLUTION 3
TO RE-ELECT THE DIRECTOR, MS CHUA KIM LAN WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 110 OF THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Resolution 3 was on the re-election of Ms Chua Kim Lan as a Director of the Company who retired in accordance with Clause 110 of the Company's Constitution and being eligible, Ms Chua had offered herself for re-election.

The Chairman then invited questions from the floor regarding the Resolution 3. As there was no question on Resolution 3, the Chairman requested for a proposer and seconder for the resolution. Mr Cheng Keng Boo, a shareholder proposed and was seconded by Mr Michael Khor Siang Phin, a shareholder.

**7.0 RESOLUTION 4
TO RE-ELECT THE DIRECTOR, MR TAI KEAT CHAI WHO IS RETIRING IN
ACCORDANCE WITH CLAUSE 110 OF THE CONSTITUTION OF THE
COMPANY**

The Chairman informed that Resolution 4 was pertaining to the re-election of Mr Tai Keat Chai as a Director of the Company who retired in accordance with Clause 110 of the Company's Constitution and being eligible, Mr Tai Keat Chai had offered himself for re-election.

The Chairman then invited questions from the floor regarding the Resolution 4. As there was no question on Resolution 4, the Chairman requested for a proposer and seconder for the resolution. Ms Sukvendar Kaur A/P Joginder Singh, a shareholder proposed and was seconded by Mr Cheng Keng Boo, a shareholder.

**8.0 RESOLUTION 5
TO RE-ELECT THE DIRECTOR, PUAN SRI DATIN THONG NYOK CHOO
WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 90.3 OF THE
CONSTITUTION OF THE COMPANY**

The Chairman informed that this resolution was pertaining to the re-election of Puan Sri Datin Thong Nyok Choo as a Director of the Company who retired in accordance with Clause 90.3 of the Company's Constitution and being eligible, Puan Sri Thong had offered herself for re-election.

The Chairman then invited questions from the floor regarding the Resolution 5. As there was no question on Resolution 5, the Chairman requested for a proposer and seconder for the resolution. Mr Michael Khor Siang Phin, a shareholder proposed and was seconded by Mr Cheng Keng Boo, a shareholder.

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

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

The Chairman then invited questions from the floor regarding the Resolution 6. As there was no question on Resolution 6, the Chairman requested for a proposer and seconder for the resolution. Ms Sukvendar Kaur A/P Joginder Singh, a shareholder proposed and was seconded by Mr Cheng Keng Boo, a shareholder.

10.0 SPECIAL BUSINESS

10.1 RESOLUTION 7

ORDINARY RESOLUTION -AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

The Chairman informed the meeting that Resolution 7 was pertaining to the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights.

He explained that Resolution 7 is intended to renew the authority granted to the Directors of the Company at the 98th Annual General Meeting of the Company held on 26 September 2023, 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 10% of the total number of issued shares of the Company for the time being (“General Mandate”).

On 26 April 2024, the Company proposed to undertake a private placement of up to 10% of the total number of issued ordinary shares in the Company (excluding treasury shares) in accordance to the General Mandate (“Proposed Private Placement”). Bursa Malaysia Securities Berhad had on 15 May 2024 approved the listing of and quotation for up to 429,000,000 new ordinary shares to be issued pursuant to the Proposed Private Placement. As at the date of this notice, the Proposed Private Placement has yet to be completed and hence, no proceeds were raised therefrom.

However, as at the date of this AGM, the Private Placement has been completed following the listing of a total 429,000,000 Placement Shares on the Main Market of Bursa Malaysia Securities Berhad on 26 August 2024.

The new General Mandate will 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.

Pursuant to Section 85(1) of the Companies Act 2016 to be read together with Clause 12 of the Company’s Constitution, shareholders of the Company have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares of the Company. Therefore, the waiver of pre-emptive rights will allow the Board of Directors to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares of the Company under the new General Mandate.

The Chairman then invited questions from the floor regarding the Resolution 7. As there was no question on Resolution 7, the Chairman requested for a proposer and seconder for the resolution. Mr Michael Khor Siang Phin, a shareholder proposed and was seconded by Mr Cheng Keng Boo, a shareholder.

**10.2 RESOLUTION 8
ORDINARY RESOLUTION - PROPOSED RENEWAL OF SHAREHOLDERS'
MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS'
MANDATE I")**

The Chairman informed that the next 2 resolutions were to consider the Proposed Shareholders' Mandate for the Company and its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with related parties, the details of which were set out in the Circular to Shareholders dated 31 July 2024.

He further informed that there were 2 ordinary resolutions for the Proposed Shareholders' Mandate because 2 classes of related parties would be seeking mandate for the Recurrent Related Party Transactions involving their respective interests ie. Puan Sri Datin Thong Nyok Choo and Mr Chan Tet Eu, both Major Shareholders and Directors of the Company and persons connected with them under Proposed Shareholders' Mandate I and Ms Chua Kim Lan and persons connected with her under Proposed Shareholders' Mandate II.

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

The Proposed Shareholders' Mandate I would enable the Group in its ordinary course of business, to enter into transactions with the related parties, provided that such transactions are in the ordinary course of business and undertaken at arms' length, on normal commercial terms of the Group which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

The Chairman then invited questions from the floor regarding the Resolution 8. As there was no question on Resolution 8, the Chairman requested for a proposer and seconder for the resolution. Ms Sukvendar Kaur A/P Joginder Singh, a shareholder proposed and was seconded by Mr Cheng Keng Boo, a shareholder.

**10.3 RESOLUTION 9
ORDINARY RESOLUTION - PROPOSED RENEWAL OF SHAREHOLDERS'
MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS'
MANDATE II")**

The Chairman informed that Resolution 9 was on the Proposed Shareholders' Mandate II for the Company and its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with the related parties.

The Proposed Shareholders' Mandate II would enable the Group, in its ordinary course of business, to enter into transactions with the related parties, provided that such transactions are in the ordinary course of business and undertaken at arms' length, on normal commercial terms of the Group which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

The Chairman then invited questions from the floor regarding the Resolution 9. As there was no question on Resolution 9, the Chairman requested for a proposer and seconder for the resolution. Ms Sukvendar Kaur A/P Joginder Singh, a shareholder proposed and was seconded by Mr Cheng Keng Boo, a shareholder.

11.0 POLL PROCESS

The Chairman then explained the polling process to the shareholders and proxies present. The shareholders and proxies were then advised to complete the poll forms which were provided to them during registration and to drop the poll forms into the ballot box prepared by SS upon completion of the casting of votes.

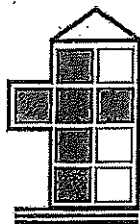
After the polling process was completed, the Chairman declared the poll closed and the meeting adjourned for 30 minutes for the counting of the votes. He then invited the shareholders and proxies for refreshments while the votes were being counted and verified by SS and CQSB respectively.

12.0 POLL RESULTS

The Chairman welcomed the shareholders and proxies back to the meeting to announce the results of the poll. He informed the meeting that he had received the poll results in respect of the resolutions which have been tabled and deliberated at the AGM. Based on the polling results attached hereto as Appendix 2, he announced that all the 9 resolutions as set out in the Notice were carried.

13.0 TERMINATION

There being no further business, the meeting was terminated at 12.45 p.m. with a vote of thanks to the Chair.



Talam Transform Berhad

(Formerly known as Trinity Corporation Berhad) (Company No: 1120-H)

(INCORPORATED IN MALAYSIA)

MENARA MAXISEGAR, JALAN PANDAN INDAH 4/2,

PANDAN INDAH, 55100 KUALA LUMPUR.

TEL: 03-4291-2298 FAX: 03-4297 7224

000014

Date: 23 September 2024.

MINDRITY SHAREHOLDERS WATCH GROUP

23-2, Menara AIA Sentral

No. 30, Jalan Sultan Ismail

50250 Kuala Lumpur

Attn: Dr Ismet Yusoff

Chief Executive Officer

Dear Sir,

99th ANNUAL GENERAL MEETING ("AGM") OF TALAM TRANSFORM BERHAD ("THE COMPANY") TO BE HELD ON WEDNESDAY, 25 SEPTEMBER 2024.

Thank you for your letter dated 19 September 2024.

We are pleased to provide our replies to your queries as below:-

Operational & Financial Matters

1. In 2024, the Group had successfully negotiated with IJM Group to extend the repayment of RM235.76 million owing to them by two years to 21 May 2026 with terms to incorporate an amicable arrangement to set off property to IJM Group to settle the amount partially and to charge certain properties to them as collateral for the balance. (Page 18 of the AR)

(a) Where are the location and value of the property that the Group has identified as part of the settlement of the amount owned by IJM Group?

Answer:-

A piece of commercial land measuring 27.72 acres located in Putra Perdana forming part of the master title Pajakan Negeri 39258, Lot 14009, Mukim of Dengkil, Daerah Sepang, Negeri Selangor ("Property") as per our announcement dated 5 August 2024 and 16 August 2024. The latest valuation from our Independent Valuer on the Property is RM90 million.

(b) What were the values and locations of the properties the Group has charged to IJM Group as collateral for the balance of the amount owed to IJM Group?

Answer:-

The locations and values of the properties the Group has charged or deposited are as follows:-

	<u>Value (RM Million)</u>
i) Selayang/Setapak	147.72
ii) Bukit Beruntung	46.30
iii) Bukit Sentosa	36.55
iv) Putra Perdana	95.66 (including 90 million announced on 5 August 2024)
Total :	<u>326.23</u>

- (c) Why did the Company not settle the debt owing to IJM Group by way of disposal of the Company's lands, as this will not incur additional finance costs on the outstanding amount owed?

Answer:-

Not all of our lands are of interest to IJM that they would want to acquire. In addition, land disposals are usually based just on current market value without factoring in potential development profit/enhancement. Nevertheless, we may consider disposing if the price is attractive enough.

- (d) What is the interest rate charged by IJM Group?

Answer:-

The interest rate charged is 6.5% per annum.

2. The advance from a developer amounted to RM1.32 million and RM0.98 million (2023: RM1.18 million) is unsecured, interest bearing at 12% per annum (2023: 12%) and to be paid by 31 May 2024 and 31 July 2024 respectively. (Page 143 of AR)

- (a) Has the Company fully settled the advances from a developer amounting to RM1.32 million and RM0.98 million respectively as per the due dates? If not, why?

Answer:-

A subsidiary of the Company already has a settlement arrangement with this developer to contra the amount owing against the sales proceeds of a piece of industrial land purchased from it by the developer. The sales completion is pending issuance of the individual title.

- (b) Please name the developer who has made advances to the Company.

Answer:-

Projek Alam 2012 Sdn Bhd.

- (c) Why is the Company willing to pay a high interest rate of 12% per annum on the advances to the Company?

Answer:-

The Company took the advance for an urgent authority payment. The interest rate was high due to it being an unsecured loan plus the Company had no access to cheaper loan during that time.

3. In FY 2024, the Group reported RM25.9 million administrative expenses as compared to RM15.6 million in FY 2023, an increase of RM10.3 million or 66%. (Page 105 of AR)

The RM10.3 million increase in administrative expenses is considered high compared to the Group's revenue of RM61.6 million, reported in FY 2024 and RM61.4 million in FY 2023.

- (a) Please explain the reasons for the high administrative expenses in FY 2024.

Answer:-

The increases came primarily from the following :

- i) Salaries and Wages – During the Covid 19 period, most employees had to take a temporary pay-cut. Their salaries were then reinstated in stages during FY2023. FY2024's cost reflects the fully reinstated salary costs. The increase was RM911,000 for the whole year.
- ii) Property Development Costs charged out – The Group incurs various fees on planning, consultancy, submission, survey, quit rents, assessments etc. on some of its land banks and in respect of future projects which could not be capitalized and thus have to be charged out. The increase was RM1.55 million.
- iii) Additional Land Premium above the provision – The Group incurred an additional land premium of RM8.6 million on the Group's Putra Perdana land which was in process of being sold to IJM.
- (b) Please provide the major components of the Group's administrative expenses for FYs 2023 and 2024, respectively.

Answer:-

<u>Administrative Expenses</u>	<u>FY2024</u>	<u>FY2023</u>	<u>Variance</u>
	RM'000		
Depreciation	1,217	1,225	(8)
Salaries & Wages	7,526	6,615	911
Other Office Expenses (<i>incl. insurance, printing, stationery, telephone, security, repairs & maintenance, etc.</i>)	1,497	2,098	(601)
Authority & Regulatory	1,766	2,328	(562)
Utilities, Electricity & Water	505	505	-
Legal, Audit & Professional Fees	1,735	1,518	217
Impairment charges	661	670	(9)
Property Development Costs charged out	2,025	474	1,551
Additional Land Premium	8,599	-	8,599
Miscellaneous	401	140	261
TOTAL	25,932	15,573	10,359

- (c) What measures has the Group taken to mitigate the increase in administrative expenses?

Answer:-

There is no cost over-run; the additional land premium was a one-off, while other costs are well controlled, with some even seeing large reductions.

4. The Company has submitted development orders for two projects for its associate company, where it expects to be awarded contracts as its principal contractors. (Page 17 of AR)

- (a) Please name the two associate companies that will award contracts to the Company.

Answer:-

Trident Treasure Sdn Bhd (40%-associate) and Oaxis Sdn Bhd (25%-associate).

- (b) What is the contract value to be awarded by each of the Company's associate companies?

Answer:-

A subsidiary of the Company has received a letter of intent for the award of earthworks contract amounting to RM30 million and barring any unforeseen circumstances, we expected to obtain more than RM200 million worth of contract value over the development period of the two projects from the associate companies.

- (c) What is the expected gross margin from each of the contracts to be awarded?

Answer:-

Estimated at around 4% on actual work contractors awarded contract sum.

Sustainability Matters

5. Five management staff resigned in FY 2024 compared to one in FY 2023. (Page 46 of AR)

- (a) Please explain the reasons for the high management staff turnover in FY 2024.

Answer:-

- (i) The Chief Executive Officer ("CEO") of the Agriculture Department had resigned due to cessation of the agriculture operations.
- (ii) The Deputy Vice President of Finance Department retired and her position was filled.
- (iii) A Senior Contract Manager had retired.
- (iv) The Contract Manager was a new hire who resigned during his probation period.
- (v) The Assistant Contract Manager left the Company to take care of his critically-sick mother and has re-joined us after FY 2024.

- (b) Were the Company's operations affected by the high management staff resignation?

Answer:-

No.

- (c) Please provide the designation and role of each of the five resigned management staff?

Answer:-

Please refer to 5(a) above.

- (d) Does the Company have a succession plan for the management staff who have either retired or resigned?

Answer:-

Yes, we have a succession plan.

- (e) Has the Company been able to get replacements for the five resigned management staff? If not, why?

Answer:-

Yes, all were replaced except for the CEO of the Agriculture Department.

6. The Company has not conducted any training in relation to the Anti-Bribery and Corruption Policy ("ABC") policy for the three categories of staff, namely Management, Executive and Non-Executive, for the past three financial years. (Page 36 of AR)

The Company plans to conduct such training every three years or whenever ABC changes occur.

Please explain why the Company did not conduct ABC training for all categories of staff in FY 2024. ABC training should be conducted for all three categories of staff, as every staff member is constantly exposed to bribery and corruption.

Answer:-

The Company had conducted ABC training in 2019 and did not conduct for the past three financial years because there were no major changes to the regulations or guidelines plus most of our staff have remained primarily the same. However, we shall be conducting the ABC training for the FY 2025.

Corporate Governance Matters

1. The Company has not adopted Practice 1.4 of the Malaysian Code of Corporate Governance (MCCG), which states that the Chairman of the board should not be a member of the Audit, Nomination or Remuneration Committees.

Guidance G1.4 states:

Having the same person assume the positions of Chairman of the board and Chairman of the Audit Committee, Nomination Committee, or Remuneration Committee gives rise to the risks of self-review and may impair the objectivity of the Chairman and the board when deliberating on the observations and recommendations put forth by the board committees. Thus, the Chairman of the board should not be involved in these committees to ensure there is check and balance as objective review by the board.

The Chairman is a member of the Audit, Nomination and Remuneration Committees. His presence in these meetings could impair the objectivity and independence of the board committees.

Does the Board plan to adopt Practice 1.4 to further enhance the independence and objectivity of the board committee?

Answer:-

The Company only has 3 Independent Directors and we are of the opinion that the current arrangement is at its optimal.

2. The Company has not adopted Practice 5.9 of the MCGG as the board did not comprise at least 30% of women directors. The Company has only one woman, representing 16.7% of the Board members.

However, in this current financial year, Puan Sri Datin Thong Nyok Choo was appointed as a non-independent non-executive director of the Company due to the demise of her husband, the late Tan Sri Dato' (Dr) Ir Chan Ah Chye.

As such, the Company has applied Practice 5.9 of the MCGG as the board currently comprises 33% women directors.

What benefits has the board experienced from having 33% women among its members? How have these benefits impacted the board's performance?

Answer :-

It is too soon to assess the impact of having 33% women among the Board members as Puan Sri Datin Thong Nyok Choo was only appointed on 25 July 2024.

We trust that the above responses address your queries.

Yours faithfully,
for and on behalf of
TALAM TRANSFORM BERHAD


CHUA KIM LAN
Executive Director

Company Name : **TALAM TRANSFORM BERHAD**
 REGISTRATION NO. 192001000012 (1120-H)
 Type Of Meeting : **NINETY NINTH ANNUAL GENERAL MEETING (99TH AGM)**
 Venue Of Meeting : **PUSAT KONVENSyen, TRIUMPH CONVENTION CENTRE, LOT 1-01, LEVEL 1, MENARA MAXISEGAR, JALAN PANDAN INDAH 4/2, PANDAN INDAH, 55100 KUALA LUMPUR**
 Date & Time of Meeting : **25 SEPTEMBER 2024 AT 11.30 A.M.**

Votes Summary Report

Resolution (s)

	No. Of Shareholders	No. Of Shares	% of voted shares	Accepted/Rejected
Resolution 1				
For	37	1,468,617,540	100.0000	
Against	1	300	0.0000	
Valid Cast	38	1,468,617,840	100.0000	
Abstain	0	0		
Spoilt	0	0		
Total Cast	38	1,468,617,840		

Ordinary Business - To approve the payment of Directors' fees of RM25,000.00 for each Director for the financial year ended 31 March 2024.

Resolution 2

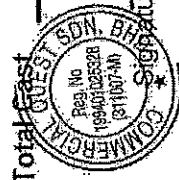
For	37	1,468,617,540	100.0000	
Against	1	300	0.0000	
Valid Cast	38	1,468,617,840	100.0000	
Abstain	0	0		
Spoilt	0	0		
Total Cast	38	1,468,617,840		

Ordinary Business - To approve the payment of Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM312,000.00 from 26 September 2024 until the next Annual General Meeting of the Company to be held in the year 2025.

Resolution 3

For	38	1,468,617,840	100.0000	
Against	0	0	0.0000	
Valid Cast	38	1,468,617,840	100.0000	
Abstain	0	0		
Spoilt	0	0		
Total Cast	38	1,468,617,840		

Ordinary Business - To re-elect the Director, Ms Chua Kim Lan who is retiring in accordance with Clause 110 of the Constitution of the Company.



Signature of Secretaries

Signature of the chairman of the meeting

Company Name : TALAM TRANSFORM BERHAD
 REGISTRATION NO. 192001000012 (1120-H)
Type Of Meeting : NINETY NINTH ANNUAL GENERAL MEETING (99TH AGM)
Venue Of Meeting : PUSAT KONVENSyen, TRIUMPH CONVENTION CENTRE, LOT 1.01, LEVEL 1, MENARA MAXISEGAR, JALAN PANDAN INDAH 4/2, PANDAN INDAH, 55100 KUALA LUMPUR
Date & Time of Meeting : 25 SEPTEMBER 2024 AT 11.30 A.M.

Votes Summary Report

Resolution (s)

Resolution 4

Ordinary Business - To re-elect the Director, Mr Tai Keat Chai who is retiring in accordance with Clause 110 of the Constitution of the Company.

	No. Of Shareholders	No. Of Shares	% of voted shares	Accepted/Rejected
For	38	1,468,617,840	100.0000	
Against	0	0	0.0000	
Valid Cast	38	1,468,617,840	100.0000	
Abstain	0	0		
Spoilt	0	0		
Total Cast	38	1,468,617,840		

Resolution 5

Ordinary Business - To re-elect the Director, Puan Sri Datin Thong Nyok Choo who is retiring in accordance with Clause 90.3 of the Constitution of the Company.

	No. Of Shareholders	No. Of Shares	% of voted shares	Accepted/Rejected
For	38	1,468,617,840	100.0000	
Against	0	0	0.0000	
Valid Cast	38	1,468,617,840	100.0000	
Abstain	0	0		
Spoilt	0	0		
Total Cast	38	1,468,617,840		

Resolution 6

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

	No. Of Shareholders	No. Of Shares	% of voted shares	Accepted/Rejected
For	38	1,468,617,840	100.0000	
Against	0	0	0.0000	
Valid Cast	38	1,468,617,840	100.0000	
Abstain	0	0		
Spoilt	0	0		
Total Cast	38	1,468,617,840		



Signature of Scrutineers

Signature of the chairman of the meeting

Company Name : **TALAM TRANSFORM BERHAD**
 REGISTRATION NO. 192001000012 (1120-H)

Type Of Meeting : **NINETY NINTH ANNUAL GENERAL MEETING (99TH AGM)**

Venue Of Meeting : **PUSAT KONVENSyen, TRIUMPH CONVENTION CENTRE, LOT 1.01, LEVEL 1, MENARA MAXISEGAR, JALAN PANDAN INDAH 4/2, PANDAN INDAH, 55100 KUALA LUMPUR**

Date & Time of Meeting : **25 SEPTEMBER 2024 AT 11.30 A.M.**

Votes Summary Report

Resolution (s)

Resolution 7

Special Business - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights.

	No. Of Shareholders	No. Of Shares	% of voted shares	Accepted/Rejected
For	38	1,468,617,840	100.0000	
Against	0	0	0.0000	
Valid Cast	38	1,468,617,840	100.0000	Accepted/Rejected
Abstain	0	0		
Spoilt	0	0		
Total Cast	38	1,468,617,840		

Resolution 8

Special Business - Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature (Proposed Shareholders' Mandate I).

	No. Of Shareholders	No. Of Shares	% of voted shares	Accepted/Rejected
For	31	202,028,483	100.0000	
Against	0	0	0.0000	
Valid Cast	31	202,028,483	100.0000	Accepted/Rejected
Abstain	7	1,266,589,357		
Spoilt	0	0		
Total Cast	38	1,468,617,840		

Resolution 9

Special Business - Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature (Proposed Shareholders' Mandate II).

	No. Of Shareholders	No. Of Shares	% of voted shares	Accepted/Rejected
For	31	202,028,483	100.0000	
Against	0	0	0.0000	
Valid Cast	31	202,028,483	100.0000	Accepted/Rejected
Abstain	7	1,266,589,357		
Spoilt	0	0		
Total Cast	38	1,468,617,840		



[Handwritten Signature]
 Signature of Scrutineers

Acknowledgement of the chairman of the meeting