

# NOTICE OF 83RD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 83rd Annual General Meeting of TALAM CORPORATION BERHAD will be held at Perdana Ballroom, Pandan Lake Club, Lot 28, Jalan Perdana 3/8, Pandan Perdana, 55300 Kuala Lumpur on Tuesday, 29 July 2008 at 10.30 a.m. for the following purposes:-

## AGENDA

1. To re-table and re-adopt the Reissued Audited Financial Statements of the Company for the year ended 31 January 2006 and the Reports of the Directors and Auditors thereon pursuant to the technical issue of the Companies Act, 1965 arising from the directive from the Securities Commission which required the adoption of the same at the extraordinary general meeting held on 15 November 2007. (Resolution 1)
2. To re-table and re-adopt the Reissued Audited Financial Statements of the Company for the year ended 31 January 2007 and the Reports of the Directors and Auditors thereon pursuant to the technical issue of the Companies Act, 1965 arising from the directive from the Securities Commission which required the adoption of the same at the extraordinary general meeting held on 15 November 2007. (Resolution 2)
3. To receive and adopt the Audited Financial Statements of the Company for the year ended 31 January 2008 and the Reports of the Directors and Auditors thereon. (Resolution 3)
4. To approve the payment of Directors' fees of RM25,000 for each Director for the year ended 31 January 2008. (Resolution 4)
5. To re-elect Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon who retire in accordance with Article 97 of the Articles of Association of the Company. (Resolution 5)
6. To re-elect the following Directors who retire in accordance with Article 81 of the Articles of Association of the Company:-
  - 6.1 Dato' Kamaruddin Bin Mat Desa (Resolution 6)
  - 6.2 Chua Kim Lan (Resolution 7)
  - 6.3 Loy Boon Chen (Resolution 8)
  - 6.4 Lee Swee Seng (Resolution 9)
7. To re-appoint Messrs Deloitte KassimChan as Auditors and to authorise the Directors to fix their remuneration. (Resolution 10)

## AS SPECIAL BUSINESSES

8. To consider and if thought fit to pass the following Ordinary Resolutions:-
  - 8.1 **Ordinary Resolution**  
**Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 11)

“**THAT** pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed 10 percent of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotments and issues.”

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## 8.2 Ordinary Resolution

**Proposed shareholders' mandate for Talam Corporation Berhad and its subsidiaries ("Talam Group") to enter into recurrent transactions of a revenue or trading nature with related parties ("Proposed Shareholders' Mandate I")**

**(Resolution 12)**

**"THAT**, the Talam Group be and is hereby authorised to enter into all arrangements and/or transactions with Agrocon (M) Sdn Bhd and Pengurusan Projek Bersistem Sdn Bhd ("Related Parties"), the nature of which is set out in Section 2.2 of the Circular to Shareholders dated 7 July 2008 provided that such arrangements and/or transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public (where applicable); and
- (iv) are not to the detriment of the minority shareholders;

**AND THAT** such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company (and will be subject to annual renewal) unless by a resolution passed at an AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or extraordinary general meeting;

whichever is earlier;

**AND THAT** the breakdown of the aggregate value of the transactions of the Proposed Shareholders' Mandate I conducted during the financial year will be disclosed in the Annual Report of the Company on the information of the type of the recurrent related party transactions made and the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company for the said financial year;

**AND THAT** the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as the Directors of the Company may deem fit or expedient or necessary to give effect to the Proposed Shareholders' Mandate I."

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## 8.3 Ordinary Resolution

**Proposed shareholders' mandate for Talam Corporation Berhad and its subsidiaries ("Talam Group") to enter into recurrent transactions of a revenue or trading nature with related parties ("Proposed Shareholders' Mandate II")**

**(Resolution 13)**

**"THAT**, the Talam Group be and is hereby authorised to enter into all arrangements and/or transactions with KEB Builders Sdn Bhd, KEB Management Sdn Bhd, KEURO Leasing Sdn Bhd, KEURO Trading Sdn Bhd and Konsortium LPB Sdn Bhd ("Related Parties"), the nature of which is set out in Section 2.2 of the Circular to Shareholders dated 7 July 2008 provided that such arrangements and/or transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public (where applicable); and
- (iv) are not to the detriment of the minority shareholders;

**AND THAT** such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company (and will be subject to annual renewal) unless by a resolution passed at an AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or extraordinary general meeting;

whichever is earlier;

**AND THAT** the breakdown of the aggregate value of the transactions of the Proposed Shareholders' Mandate II conducted during the financial year will be disclosed in the Annual Report of the Company on the information of the type of the recurrent related party transactions made and the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company for the said financial year;

**AND THAT** the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as the Directors of the Company may deem fit or expedient or necessary to give effect to the Proposed Shareholders' Mandate II."

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## 8.4 Ordinary Resolution

**Proposed shareholders' mandate for Talam Corporation Berhad and its subsidiaries ("Talam Group") to enter into recurrent transactions of a revenue or trading nature with related parties ("Proposed Shareholders' Mandate III")**

**(Resolution 14)**

**"THAT**, the Talam Group be and is hereby authorised to enter into all arrangements and/or transactions with Cekap Tropikal Sdn Bhd, GR Commerce Sdn Bhd, IJM Construction Sdn Bhd, Radiant Pillar Sdn Bhd and Sierra Ukay Sdn Bhd ("Related Parties"), the nature of which is set out in Section 2.2 of the Circular to Shareholders dated 7 July 2008 provided that such arrangements and/or transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public (where applicable); and
- (iv) are not to the detriment of the minority shareholders;

**AND THAT** such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company (and will be subject to annual renewal) unless by a resolution passed at an AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or extraordinary general meeting;

whichever is earlier;

**AND THAT** the breakdown of the aggregate value of the transactions of the Proposed Shareholders' Mandate III conducted during the financial year will be disclosed in the Annual Report of the Company on the information of the type of the recurrent related party transactions made and the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company for the said financial year;

**AND THAT** the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as the Directors of the Company may deem fit or expedient or necessary to give effect to the Proposed Shareholders' Mandate III."

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## 8.5 Ordinary Resolution

Authority pursuant to Section 132E of the Companies Act, 1965

(Resolution 15)

“**THAT** pursuant to Section 132E of the Companies Act, 1965, authority be and is hereby given for the Company and each of its subsidiaries to enter into any arrangement or transaction with any Director of the Company or any person connected with such Director to acquire from or dispose to such Director or person connected with such Director any non-cash assets of requisite value that is less than 5% of the total net tangible assets of the Group at the time of such acquisition or disposal.

**AND THAT** such authority shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company; or
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be tabled pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
  - (iii) revoked or varied by resolution passed by the shareholders in a general meeting;
- whichever is earlier.”

9. To transact any ordinary business which due notice shall have been given.

## BY ORDER OF THE BOARD

**TING KOK KEONG**  
Secretary

Kuala Lumpur  
7 July 2008

### NOTES:

1. A member of the Company entitled to attend and vote at the meeting may appoint one (1) proxy to attend and vote instead of him. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation under its common seal or the hand of its attorney.
3. All forms of proxy should be deposited at the Company's Registered Office at Suite 2.05, Level 2, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. The Reissued Audited Financial Statements for the years ended 31 January 2006 and 31 January 2007 (“Reissued AFS”) have been received and adopted by the shareholders of the Company at the Extraordinary General Meeting held on 15 November 2007 pursuant to the directive from the Securities Commission (“SC”) under Regulation 5 of the Securities Industry (Compliance with Approved Accounting Standards) Regulation 1999 via SC's letter dated 1 October 2007. The Companies Commission of Malaysia has rejected the filing of the Reissued AFS due to the technical issue pursuant to Section 169(1) of the Companies Act, 1965, which states that the audited financial statements must be tabled at an Annual General Meeting and the SC have agreed for the Reissued AFS to be re-tabled and re-adopted by the shareholders of the Company at this Annual General Meeting.

### EXPLANATORY NOTES TO THE SPECIAL BUSINESSES

5. The Ordinary Resolution no. 11 if passed, will give the Directors of the

Company the authority to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and costs involved in convening general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

6. The detailed information on the Ordinary Resolution nos. 12, 13 and 14 pertaining to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, is set out in the Circular to Shareholders dated 7 July 2008 which is enclosed together with the Company's Annual Report 2008.
7. Resolution pursuant to Section 132E of the Companies Act, 1965

Section 132E of the Companies Act, 1965 prohibits a company or its subsidiaries from entering into any arrangement or transaction with its directors or persons connected with such directors in respect of the acquisition from or disposal to such directors or connected persons of any non-cash assets of the requisite value without prior approval of the Company in general meeting. According to the Companies Act, 1965, a non-cash asset is considered to be of the requisite value, if at the time of arrangement or transaction, its value is greater than RM250,000.00 or 10% of the Company's net assets, whichever is the lesser, subject to a minimum of RM10,000.00.

The proposed Ordinary Resolution no. 15, if passed, will authorise the Company and each of its subsidiaries to enter into any arrangement or transaction with a Director of the Company or with a person connected with such a Director to acquire from or dispose to such a Director or person connected with such a Director any non-cash assets of the requisite value that is less than 5% of the total net tangible assets of the Group at the time of such acquisition or disposal.