THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Statement/Circular prior to its issuance as it is prescribed as an exempt circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Statement/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 Statement/Circular.

TA ANN HOLDINGS BERHAD
[Registration No. 199701003736 (419232-K)]
(Incorporated in Malaysia)

PART A

STATEMENT TO SHAREHOLDERS
IN RELATION TO

PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

PART B

CIRCULAR TO SHAREHOLDERS
IN RELATION TO

PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The above proposals will be tabled as Special Business at the 29th Annual General Meeting of the Company to be held at The Space, iCube Innovation, B423-B433, Tower B2, Level 4, ICOM Square, Jalan Pending, 93450 Kuching, Sarawak on Friday, 22 May 2026 at 11.30 a.m. The notice of the 29th Annual General Meeting of the Company together with the Form of Proxy are enclosed in the 2025 Annual Report of the Company and published at the Company's website at www.taann.com.my.

The Form of Proxy must be completed and lodged at the Registered Office of the Company at No. 6, Jalan Rawang, 96000 Sibu, Sarawak on or before the date and time indicated below. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodgement of Proxy Form	:	Wednesday, 20 May 2026 at 11.30 a.m.
Date and time of Annual General Meeting	:	Friday, 22 May 2026 at 11.30 a.m.

This Statement/Circular is dated 24 April 2026

DEFINITIONS

In this Statement/Circular and the accompanying appendix, the following abbreviations shall have the following meanings unless otherwise stated: -

"Act"	Companies Act 2016 including any amendments thereto that may be made from time to time.
"AGM"	Annual General Meeting.
"Board"	The Board of Directors of Ta Ann.
"Bursa Securities"	Bursa Malaysia Securities Berhad.
"Code"	Malaysian Code on Take-Overs and Mergers 2016 read together with the Rules on Take-Overs, Mergers and Compulsory Acquisition, including any amendment that may be made from time to time.
"Directors"	The directors for the time being of Ta Ann Holdings Berhad, and shall have 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 six (6) months of the date on which the terms of the transactions were agreed upon, a director of Ta Ann or any other company which is its subsidiary or holding company, or a chief executive officer of the Company, its subsidiary or holding company.
"Listing Requirements"	Main Market Listing Requirements of the Bursa Securities including any amendments thereto that may be made from time to time.
"Major Shareholders"	A person who has an interest or interests in one or more voting shares in the company and the number or aggregate number of those shares, is (a) equal to or more than 10% of the total number of voting shares in the Company; or (b) equal to or more than 5% of the total number of voting shares in the Company, where such person is the largest shareholder of the Company. For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. Includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a major shareholder of the Company (or any other company which is its subsidiary or holding company).
"Mandate" or "Proposed Shareholder Mandate"	The proposed renewal of shareholder mandate for recurrent related party transactions of a revenue or trading nature pursuant to Chapter 10 paragraph 10.09 of the Listing Requirements.
"Persons connected"	This shall have the same meaning as in Chapter 1 paragraph 1.01 of the Listing Requirements.
"Proposed Share Buy-Back"	Proposed renewal of authority for the Company to purchase its own Shares of up to ten percent (10%) of the total number of issued shares of the Company.
"Related party"	A director, major shareholder or person connected with such director or major shareholder. For the purpose of this definition, 'director' and 'major shareholder' shall have the same meanings as above.

"Related party transaction"	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a related party.
"Recurrent Transactions"	Recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of Ta Ann Group and are in the ordinary course of business of Ta Ann Group.
"RM" and "sen"	Ringgit Malaysia and sen respectively.
"Share(s)"	Ordinary share(s) in Ta Ann.
"Ta Ann" or "Company"	Ta Ann Holdings Berhad.
"Ta Ann Group" or "the Group"	Ta Ann Holdings Berhad and its subsidiaries.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. Words importing persons include corporations.

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act and used in this Statement/Circular shall have the meaning assigned to it under the Act.

Any reference to a time of day shall be a reference to Malaysian time.

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PART A

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHARES BUY-BACK

TA ANN HOLDINGS BERHAD
[Registration No. 199701003736 (419232-K)]
(Incorporated In Malaysia)

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED SHARE BUY-BACK ("STATEMENT")

1. INTRODUCTION

The Company, at its 28th AGM held on 23 May 2025, had obtained its shareholders' approval to purchase up to 10% of its total number of issued shares ("Authorisation") in accordance with Chapter 12 of the Listing Requirements. The Authorisation will lapse at the conclusion of the forthcoming 29th AGM of the Company scheduled to be held on Friday, 22 May 2026 at 11.30 a.m. or at any adjournment thereof, unless it is renewed.

On 26 February 2026, your Board announced that the Company will be seeking your approval for the Proposed Share Buy-Back to purchase up to 10% of the total number of issued shares of the Company at the forthcoming 29th AGM.

The purpose of this Statement is to provide you with details of the Proposed Share Buy-Back to be tabled at the forthcoming 29th AGM.

The Notice of the 29th AGM of the Company together with the Form of Proxy are enclosed in the 2025 Annual Report of the Company.

SHAREHOLDERS OF TA ANN ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

The total number of issued shares of the Company as at 31 March 2026, before adjusting for the treasury shares, was 444,843,900 Shares.

The maximum number of Shares which may be purchased and/or held as treasury shares by the Company is 44,484,390 Shares ("Purchased Shares") which would include the 4,382,000 Shares already held as treasury shares.

As of 31 March 2026, the Company had 4,382,000 Purchased Shares held as treasury shares.

The Proposed Share Buy-Back will be effective immediately upon passing of the proposed ordinary resolution relating to the Proposed Share Buy-Back at the 29th AGM to be held on 22 May 2026 and will continue to be in force until,

(a) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back was passed, at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

(b) the expiration of the period within which the next AGM is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

In accordance with the Listing Requirements, Ta Ann may only purchase the Shares on Bursa Securities at a price which is not more than fifteen per cent (15%) above the weighted average market price for the Shares for the five (5) market days immediately before the date of purchase(s) and the Company may only resell treasury shares on Bursa Securities or transfer treasury shares pursuant to section 127(7) of the Act, at:

(a) a price which is not less than the weighted average market price for the Shares for the five (5) market days immediately before the resale or transfer; or

(b) a discounted price of not more than 5% to the weighted average market price for the Shares for the five (5) market days immediately before the resale or transfer provided that:

(i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
(ii) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

The Proposed Share Buy-Back will allow your Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period. The actual number of Shares to be purchased, the total amount of funds involved for each purchase and the timing of the purchase will depend on the prevailing market conditions and sentiments of the stock market as well as the financial resources available to the Company.

In accordance with Section 127(4) of the Act, your Board may deal with the Purchased Shares in the following manner:

(a) cancel the Purchased Shares;
(b) retain the Purchased Shares as treasury shares; or
(c) retain part of the Purchased Shares as treasury shares and cancel the remainder.

Accordingly, based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, your Board may: -

(a) distribute the Purchased Shares as dividends to shareholders;
(b) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities;
(c) transfer the Purchased Shares or any of the Purchased Shares for the purposes of or under an employees' share scheme;
(d) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration;
(e) cancel the Purchased Shares or any of the Purchased Shares; or
(f) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe.

Upon each purchase of Shares, an immediate announcement will be made to Bursa Securities in respect of the intention of your Board whether to cancel the Purchased Shares, retain them as treasury shares or a combination of both. An immediate announcement will also be made to Bursa Securities of any resale, transfer or cancellation of Shares.

Your Board will ensure that the Proposed Share Buy-Back and/or the resale of treasury shares will be conducted in accordance with guidelines and rules/laws prevailing at the time of the purchase and/or resale and will not engage in speculative trading activities.

3. FUNDING FOR THE PROPOSED SHARE BUY-BACK

Your Board proposes to allocate a maximum amount not exceeding the retained profits of the Company for the purpose of the Proposed Share Buy-Back. Based on the latest audited financial statements of Ta Ann as at 31 December 2025, the retained profits of Ta Ann amounted to RM522,337,813.

The Proposed Share Buy-Back will be funded from internally generated funds and/or bank borrowing. In the event that the Proposed Share Buy-Back is funded by bank borrowings, the Board will ensure that there are sufficient funds to repay the bank borrowings and that the repayment will not have any material effect on the cash flow of the Group. In addition, your Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Share Buy-Back.

4. RATIONALE AND POTENTIAL ADVANTAGES FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back has the potential of benefiting Ta Ann and its shareholders in the following manner: -

(a) Ta Ann will have the avenue of stabilising the supply and demand of its Shares in the open market and thereby supporting the fundamental values of the Shares;

(b) Investors' confidence in the stability of Ta Ann share price is expected to be increased as Ta Ann is empowered to implement the Proposed Share Buy-Back;

(c) The Proposed Share Buy-Back is expected to enhance value for shareholders from the resultant reduction in the number of Shares in the open market, all things remaining equal. The Proposed Share Buy-Back also signals the focus of the Board and management of Ta Ann on returns to shareholders;

(d) Ta Ann would be able to utilise surplus financial resources within the Group for the purchase of its Shares; and

(e) Ta Ann may also utilise the treasury shares as future dividend payout to Ta Ann shareholders and/or resell the Shares in the open market to profit from future price appreciation of the Shares.

5. POTENTIAL DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The potential disadvantages of the Proposed Share Buy-Back are as follows:

(a) the Proposed Share Buy-Back would reduce the Company's financial resources and may result in the Company foregoing better investment opportunities that may emerge in the future; and

(b) as the Proposed Share Buy-Back can only be made out of retained profits of the Company, it may result in the reduction of financial resources available for distribution to shareholders of the Company in the immediate future.

However, the financial resources of Ta Ann may increase upon the resale of the Purchased Shares in the open market.

6. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The shareholdings of the Directors and Substantial Shareholders as at 31 March 2026, are as follows:

Substantial Shareholders	Number of Shares As at 31 March 2026			
	Direct	%	Indirect	%
Mountex Sdn Bhd	93,661,420	21.26	-	-
Dato Sri Wahab Bin Haji Dolah	41,525,466	9.43	14,088,279a	3.20
Datuk Amar Abdul Hamed Bin Haji Sepawi	33,933,548	7.70	105,099,220b	23.86
Upaya Rajang Sdn Bhd	18,408,636	4.18	14,088,279a	3.20
Dato Wong Kuo Hea	15,959,481	3.62	118,508,299c	26.91

a *Deemed interested by virtue of his/its interest in Woodhead Sdn Bhd.*
b *Deemed interested by virtue of his interests in Mountex Sdn Bhd, Mountex Satu Sdn Bhd, Mountex Dua Sdn Bhd, Sunrise Gain Sdn Bhd and Jasa Sarawak Sdn Bhd.*
c *Deemed interested by virtue of his interests in Mountex Sdn Bhd, Mountex Dua Sdn Bhd, Goldmakers Sdn Bhd, Palmhead Holdings Sdn Bhd, Woodhead Sdn Bhd, Sunrise Gain Sdn Bhd and Ladang Sinarmas Sdn Bhd.*

Directors	Number of Shares As at 31 March 2026			
	Direct	%	Indirect	%
Datuk Amar Abdul Hamed Bin Haji Sepawi	33,933,548	7.70	105,099,220a	23.86
Dato Wong Kuo Hea	15,959,481	3.62	122,328,299b	27.77
Sa'id Bin Hj Dolah	247		-	-
Wong Siik Onn	100,000	0.02	-	-
Ting Lina @ Ding Lina	1,000,000	0.23	-	-
Umang Nangku Jabu	30,000	0.01	-	-
Ronny Yii See Chieng	-	-	-	-
Chambai Anak Lindong	-	-	-	-

Less than 0.01%
a. *Deemed interested by virtue of his interests in Mountex Sdn Bhd, Mountex Satu Sdn Bhd, Mountex Dua Sdn Bhd, Sunrise Gain Sdn Bhd and Jasa Sarawak Sdn Bhd.*
b. *Deemed interested by virtue of his interests in Mountex Sdn Bhd, Mountex Dua Sdn Bhd, Goldmakers Sdn Bhd, Palmhead Holdings Sdn Bhd, Woodhead Sdn Bhd, Sunrise Gain Sdn Bhd, Ladang Sinarmas Sdn Bhd and the interests of his spouse and children in the Company pursuant to Section 59(11)(c) of the Act.*

7. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The following are the summary of the effects of the Proposed Share Buy-Back: -

7.1 Issued Share Capital

The Proposed Share Buy-Back will have no effect on the total number of issued shares of Ta Ann as any Shares purchased by the Company will be held as treasury shares.

7.2 Earnings

The effect of the Proposed Share Buy-Back on the earning per share of Ta Ann is dependent on the purchase prices of the shares purchased, the quantum of shares bought back and the effective funding cost or loss in interest income to the Company. Similarly, on a resale of the shares so purchased, the extent of the effect on the earnings of Ta Ann will depend on the purchase price(s) of the Shares, the actual selling price, the number of Shares resold and the effective funding cost of Ta Ann.

7.3 Net Assets and Working Capital

The Proposed Share Buy-Back is likely to reduce the net assets ('NA') and the working capital of Ta Ann Group. The quantum will depend on the purchase price(s) of the Shares and the effective funding cost thereof. However, when the Company subsequently resells the treasury shares on the Bursa Securities, depending on the price(s) at which the said Shares are re-sold, the Proposed Share Buy-Back may have a positive effect on the NA and working capital of Ta Ann Group, if there is a gain on disposal.

7.4 Dividend

Assuming the Proposed Share Buy-Back is fully implemented and the dividend quantum is maintained at historical level, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of Ta Ann as a result of the reduction in the number of shares of Ta Ann eligible for dividends.

8. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

None of the directors or major shareholders of the Company or persons connected to them have any interest, direct or indirect, in the Proposed Share Buy-Back and resale of treasury shares, if any.

9. IMPLICATION RELATING TO THE CODE

In the event that the Proposed Share Buy-Back results in the equity interest of a Substantial Shareholder of the Company together with persons acting in concert, increasing to beyond 33%, or holding more than 33% but less than 50% of the issued share capital of the Company, to increase in any period of 6 months by an additional 2% or more, the affected Substantial Shareholder and the persons acting in concert will be obliged to undertake a mandatory take-over offer pursuant to the Code.

However, pursuant to Paragraph 4.15 under Part B, Rule 4 (Mandatory Offer) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions, the affected Substantial Shareholder and persons acting in concert may apply to the Securities Commission Malaysia for an exemption from the mandatory general offer obligation.

As at 31 March 2026, being the latest practicable date prior to the printing of the statement to shareholders, the equity interests of Datuk Amar Abdul Hamed Bin Haji Sepawi, Dato Sri Wahab Bin Haji Dolah and Dato Wong Kuo Hea together with persons acting in concert with them have exceeded 50% of the total number of shares of the Company.

10. PUBLIC SHAREHOLDING SPREAD

As at 31 March 2026, the public shareholding spread of Ta Ann was 43.41%. Assuming that the Proposed Share Buy-Back is implemented in full and that the number of Shares held directly and indirectly, by the Directors and substantial shareholders of Ta Ann remain unchanged, the public shareholding spread of Ta Ann is expected to be 37.75%, which is above the twenty-five percent (25%) public shareholding stipulated in the Listing Requirements.

11. PURCHASE OF SHARES AND RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES

The Company has not made any purchase, resale, transfer or cancellation of its own shares in the twelve (12) months preceding the date of this Statement.

The highest and lowest prices of Ta Ann Shares traded on Bursa Securities for the twelve (12) months preceding the date of this Statement are as follows: -

	High (RM)	Low (RM)
2025		
April	4.00	3.71
May	4.10	3.93
June	4.00	3.68
July	3.88	3.73
August	4.13	3.85
September	4.20	4.10
October	4.35	4.12
November	4.36	4.15
December	4.21	4.09
2026		
January	4.77	4.16
February	4.71	4.52
March	5.43	4.60

Source: Investing.com

The last transacted price of Shares as at 31 March 2026 prior to the printing of this Statement was RM5.43 per share.

12. DIRECTORS' RECOMMENDATION

Your Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interests of the Company and its shareholders. Accordingly, your Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 29th AGM to be held on 22 May 2026.

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PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

TA ANN HOLDINGS BERHAD
[Registration No. 199701003736 (419232-K)]
(Incorporated In Malaysia)

Registered Office:-

No. 6, Jalan Rawang
96000 Sibu
Sarawak

24 April 2026

Directors:-

Datuk Amar Abdul Hamed Bin Haji Sepawi *(Executive Chairman)*
Sa'id Bin Haji Dolah *(Deputy Chairman)*
Dato Wong Kuo Hea *(Group Managing Director)*
Wong Siik Onn *(Deputy Group Managing Director)*
Ting Lina @ Ding Lina *(Non-Executive Director)*
Umang Nangku Jabu *(Independent Non-Executive Director)*
Ronny Yii See Chieng *(Independent Non-Executive Director)*
Chambai Anak Lindong *(Independent Non-Executive Director)*

TO THE SHAREHOLDERS OF TA ANN HOLDINGS BERHAD

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

The Company, at its 28th AGM held on 23 May 2025, had obtained a Mandate from its shareholders to enter into Recurrent Transactions. The authority conferred by the shareholders shall, in accordance with Paragraph 10.09 of the Listing Requirements expire at the conclusion of the forthcoming 29th AGM scheduled on 22 May 2026.

On 26 February 2026, your Board announced that the Company will be seeking your approval for the Proposed Shareholder Mandate which are necessary for its day-to-day operations at the forthcoming 29th AGM to be held on 22 May 2026.

The purpose of this Circular is to provide shareholders with details pertaining to the Proposed Shareholder Mandate and to seek shareholders' approval for the Proposed Shareholder Mandate which is to be tabled as an ordinary resolution under special businesses at the forthcoming 29th AGM.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDER MANDATE AT THE FORTHCOMING 29TH AGM.

2. DETAILS OF THE MANDATE

Paragraph 10.09 of the Listing Requirements states that with regard to related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations, the Company may seek a shareholder mandate, subject to the following: -

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

(b) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under subparagraph (1) of 10.09 of the Listing Requirements;

(c) the Company's circular to shareholders in relation to the shareholder mandate includes the information as may be prescribed by the Bursa Securities;

(d) in a meeting to obtain shareholder 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 them shall abstain from voting on the resolution approving the transactions; and

(e) the Company immediately announces to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the Company, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in this circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

The Mandate is subject to annual renewal. The Mandate will be effective immediately upon the passing of the ordinary resolution relating to the Mandate at the forthcoming 29th AGM of the Company and shall continue to be in force until: -

(a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

(b) 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 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 in general meeting,

whichever is the earlier.

3. RELATED PARTIES

3.1 Principal Activities of Ta Ann Group

The principal activities of Ta Ann are investment holding and provision of management and marketing services to its subsidiary companies. The principal activities of its subsidiaries are: -

	Name	% of shares held	Principal Activities
1.	Agrogreen Ventures Sdn Bhd ("AV")	100%	Oil Palm Plantation
2.	Borlin Sdn Bhd ("Borlin")	100%	Timber Concession Licensee & Trading of Logs
3.	Borneo Tree Seeds & Seedlings Supplies Sdn Bhd ("BTS")	61%	Tree research and selling of improved seeds and seedlings
4.	Eagle Forest Sdn Bhd ("EF")	60%	Transportation Services
5.	Europalm Sdn Bhd ("EP")	85%	Oil Palm Plantation
6.	Hariwood Sdn Bhd ("HSB")	100%	Logging Contractor
7.	Igan Oil Mill Sdn Bhd ("IOM")	60%	Crude Palm Oil Mill
8.	Ironhead Sdn Bhd ("ISB")	100%	Provide Mechanical and Electrical Services
9.	Kayan Palm Oil Mill Sdn Bhd ("Kayan")	55%	Crude Palm Oil Mill
10.	Lik Shen Sawmill Sdn Bhd ("LSS")	100%	Manufacturing and Sale of Timber & Timber Products
11.	Manis Oil Sdn Bhd ("MOSB")	100%	Crude Palm Oil Mill

	Name	% of shares held	Principal Activities
12.	Mega Bumimas Sdn Bhd (“MB”)	100%	Oil Palm Plantation
13.	Multi Maximum Sdn Bhd (“MM”)	85%	Oil Palm Plantation
14.	Padihead Sdn Bhd (“PH”)	100%	Paddy Cultivation & its related activities
15.	Padihead Satu Sdn Bhd (“PH 1”)	100%	Dormant
16.	Padihead Tiga Sdn Bhd (“PH 3”)	100%	Dormant
17.	Ta Ann Agro Products Sdn Bhd (“TAAP”)	100%	Sales & Marketing of Food Products
18.	Pasin Sdn Bhd (“Pasin”)	100%	Timber Concession Licensee & Trading of logs
19.	Pekan Semangat Sdn Bhd (“PS”)	100%	Dormant
20.	Plantabeef Sdn Bhd (“Plantabeef”)	100%	Cattle Rearing
21.	Pelitama Sdn Bhd (“Pelitama”)	67.82%	Oil Palm Plantation
22.	Questate Sdn Bhd (“Questate”)	100%	Trading of logs
23.	Raplex Sdn Bhd (“Raplex”)	100%	Timber Concession Licensee & Trading of Logs
24.	Ta Ann Agro Sdn Bhd (“Agro”)	100%	Agriculture/Mix Farming
25.	Ta Ann Pelita Baleh Sdn Bhd (“Pelita Baleh”)	60%	Oil Palm Plantation
26.	Ta Ann Pelita Assan Plantation Sdn Bhd (“Pelita Assan”)	60%	Oil Palm Plantation
27.	Ta Ann Pelita Durin Plantation Sdn Bhd (“TAPD”)	60%	Oil Palm Plantation
28.	Ta Ann Pelita Igan Plantation Sdn Bhd (“Pelita Igan”)	60%	Oil Palm Plantation
29.	Ta Ann Pelita Ngemah Sdn Bhd (“Pelita Ngemah”)	60%	Oil Palm Plantation
30.	Ta Ann Pelita Silas Plantation Sdn Bhd (“Pelita Silas”)	60%	Oil Palm Plantation
31.	Ta Ann Plantation Sdn Bhd (“TAP”)	100%	Oil Palm Plantation Investment Holding
32.	Ta Ann Plywood Sdn Bhd (“TA Plywood”)	100%	Manufacturing and Sale of Plywood, Planted Forests Licensee & Oil Palm Plantation
33.	Ta Ann Tasmania Pty Ltd (“TAT”)	100%	Manufacturing of Veneer & Plywood
34.	Tabes Sdn Bhd (“Tabes”)	100%	Biomass Power Plant
35.	TABM Sdn Bhd (“TABM”)	100%	Palm Kernel Shell Exporter
36.	Tanahead Sdn Bhd (“Tanahead”)	100%	Property Investment & Development
37.	Tanjong Manis Holdings Sdn Bhd (“TMH”)	100%	Timber Concession Licensee & Trading of Logs
38.	TBS Oil Mill Sdn Bhd (“TBS”)	55%	Crude Palm Oil Mill
39.	Zumida Sdn Bhd (“Zumida”)	100%	Planted Forests Licensee
40.	Zumida Oil Palm Sdn Bhd (“ZOP”)	85%	Oil Palm Plantation

3.2 Classes of Related Parties of Ta Ann Group

The Proposed Mandates will apply to the following classes of Related Parties: -

i) Directors;
ii) Major Shareholders; and
iii) Persons connected to Directors and/or Major Shareholders.

3.3 Analysis of Related Parties and Transactions

An analysis of these recurrent related party transactions and the manner of their relationship with the interested directors, major shareholders and persons connected, and the estimated value of each transaction is provided in **Appendix A - Analysis of Related Parties and Transactions.** These recurrent related party transactions are conducted on a daily or regular basis for the day-to-day operations.

The estimated values are arrived at based on the analysis of current actual transaction values and the values of past financial year transactions as well as management estimates.

As at the end of the financial year ended 31 December 2025, there was no amount due or owing to the Group under recurrent related party transactions which exceeded the credit term.

4. PROCEDURES AND GUIDELINES FOR DETERMINATION OF PRICES

The Group has in place an internal control system, which includes review procedures and guidelines on quarterly basis to ensure that transactions with specified related parties are made on normal commercial terms and are not prejudicial to the interest of the minority shareholders.

These procedures are in place to ensure that each recurrent related party transaction is approved and reviewed by the Directors or authorised personnel, based on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders, giving due consideration to all circumstances of each transaction. At least two other contemporaneous quotations from 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 quotations or comparative pricing from unrelated third parties cannot be obtained; the transaction price shall be determined basing on the normal margin for similar or comparable products but such that the transaction is not detrimental to the Company or the Group.

It is a policy of Ta Ann to purchase materials, goods or services from related parties when the prices, fees or charges are competitive with prices, fees or charges obtained from third parties. Other factors such as availability of raw material or resources, reliability of supply, delivery, services and quality of material or goods will also be taken into consideration for evaluation purposes.

These procedures include the following: -

(i) Surveys will be undertaken to gather information to compare the prices, fees or charges quoted by third parties and related parties for the purpose of determining the competitive market price, fee or charges of materials, goods and services.

(ii) Market prices will be used to determine the transaction price for sales to related parties.

(iii) On a quarterly basis, these recurrent related party transactions will be reviewed by a senior management of Ta Ann and its subsidiaries to ensure that the terms are not more favourable than those generally available to the public, and are not to the detriment of the minority shareholders.

(iv) The annual internal audit plan shall incorporate a review of all recurrent related party transactions on a quarterly basis to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.

5. THRESHOLDS FOR APPROVAL OF RECURRENT RELATED PARTY TRANSACTIONS

The thresholds for the approval of recurrent related party transaction within Ta Ann Group are as follows: -

Approving Authority	Limit of Authority
Head of Division, Ling Yu Kiong, Richard Sia and Nelson Bijack	RM500,000
Chief Executive Officer - Oil Palm Division, Akmal Haqqani Bin Zainol Rashid	RM1,000,000
Group Managing Director, Dato Wong Kua Hea	RM3,000,000
Audit Committee	Above RM3,000,000

Neither the Head of Division nor the Chief Executive Officer – Oil Palm Division is a person connected to the interested Directors and/or interested Major Shareholders.

In the event that the designated approving authority is unavailable, the matter shall be escalated to the next higher level of authority in accordance with the established approval limits. If two levels of approving authorities are unavailable, the approval may be granted by the next available higher authority or, where appropriate, be referred to the Audit Committee for consideration.

Any approving authority who has a direct or indirect interest in a particular RRPT must abstain from participating in the approval process. In such cases, the transaction shall be escalated to a neutral and independent authority. For example, if the Chief Executive Officer – Oil Palm Division has an interest in the transaction, the matter shall be referred to the Group Managing Director or, where necessary, the Audit Committee. Similarly, if the Group Managing Director is interested, the transaction shall be tabled to the Audit Committee for approval.

6. RATIONALE AND BENEFIT OF THE MANDATE

The rationale for Ta Ann and its subsidiaries to enter into recurrent related party transactions is to take advantage of efficiencies in business dealings, in particular, competitive prices, shorter delivery time and reliability in sourcing of materials and goods.

These would ultimately benefit the Group and the shareholders by enhancing profitability and returns on shareholders' funds.

7. STATEMENT BY AUDIT COMMITTEE

The Audit Committee comprises the following Directors: -

	Name of Members	Designation
1.	Umang Nangku Jabu	Chairman, Independent Non-Executive Director
2.	Ronny Yii See Chieng	Member, Independent Non-Executive Director
3.	Chambai Anak Lindong	Member, Independent Non-Executive Director

The Audit Committee of Ta Ann is of the view that Ta Ann's existing procedures and guidelines stated in Section 4 of this Circular with review of recurrent related party transactions conducted on a quarterly basis are sufficient to ensure monitoring, tracking and identifying related party transactions in a timely and orderly manner, and that such recurrent related party transactions are carried out on normal commercial terms which are not prejudicial to the interests of shareholders and on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders.

8. CONDITIONS OF THE PROPOSED MANDATES

The recurrent related party transactions are conditional upon approval being obtained from the shareholders of Ta Ann at the forthcoming 29th AGM. This Proposed Mandates is subject to annual review as mentioned in Section 2 above.

Disclosure of the aggregate value of Recurrent Transactions conducted pursuant to the Proposed Shareholder Mandate is to be made in the annual report, where the aggregate value is equal to or exceeds the applicable prescribed threshold under paragraph 10.09(1) of Listing Requirements, containing a breakdown of the aggregate value of the Recurrent Transactions made during the year amongst others, based on the following information:

(a) the type of the Recurrent Transactions made; and
(b) the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the Company.

9. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save as disclosed below, none of the Directors, Major Shareholders and/or person connected to them has any interest, directly or indirectly, in the Proposed Shareholder Mandate.

The interested Directors have abstained and will continue to abstain from all board deliberations and voting pertaining to the Proposed Shareholder Mandate. The interested Directors and Major Shareholders will also abstain from voting and undertake to ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect interest in the Company, deliberating or approving the resolution pertaining to Proposed Shareholder Mandate at the coming 29th AGM.

The direct and indirect interests of the interested Directors, interested Major Shareholders and persons connected with them in Ta Ann as at 31 March 2026were as follows: -

	No. of shares held			
	Direct	**%**	**Indirect**	**%**
Interested Directors of the Company				
Datuk Amar Abdul Hamed Bin Haji Sepawi *("Datuk Amar")*	33,933,548	7.70	105,099,220a	23.86
Dato Wong Kuo Hea *("Dato Wong")*	15,959,481	3.62	122,328,299d	27.77
Sa'id Bin Haji Dolah *("Sa'id")*	247	*Negligible*	-	-
Wong Siik Onn *(Son of Dato Wong)*	100,000	0.02		
Ting Lina @ Ding Lina	1,000,000	0.23	-	-
Umang Nangku Jabu	30,000	0.01	-	-
Ronny Yii See Chieng	-	-	-	-
Chambai Anak Lindong	-	-	-	-
Interested Directors of the Subsidiary				
Chai Min Kian	4,055,000	0.92	-	-
Lau Hie Ping *(Brother-in-law of Dato Wong)*	549,024	0.12	-	-
Danny Lim Choon Yee	-	-	-	-
Yeen Siew Leng	-	-	-	-
Interested Major Shareholders of the Company				
Dato Sri Wahab Bin Haji Dolah *(Brother of Sa'id)*	41,525,466	9.43	14,088,279c	3.20
Datuk Amar	33,933,548	7.70	105,099,220a	23.86
Dato Wong	15,959,481	3.62	118,508,299d	26.91
Upaya Rajang Sdn Bhd	18,408,636	4.18	14,088,279c	3.20
Mountex Sdn Bhd	93,661,420	21.26	-	-
Persons Connected				
Mountex Satu Sdn Bhd	6,376,000	1.45	-	-
Mountex Dua Sdn Bhd	1,263,600	0.29	-	-
Jasa Sarawak Sdn Bhd	2,033,600	0.46	-	-
Woodhead Sdn Bhd	14,088,279	3.20	-	-
Goldmakers Sdn Bhd	3,900,000	0.89	-	-
Palmhead Holdings Sdn Bhd	3,520,100	0.80	-	-
Sunrise Gain Sdn Bhd	1,764,600	0.40	-	-
Ladang Sinarmas Sdn Bhd	310,300	0.07	-	-
Datin Tiong Sie Hee *(Wife of Dato Wong)*	1,800,000	0.41	-	-
Wong Siew Ee *(Daughter of Dato Wong)*	1,010,000	0.23	-	-
Wong Pei Nien *(Daughter of Dato Wong)*	1,010,000	0.23	-	-
Wong Ai Hua *(Sister of Dato Wong)*	464,894	0.11	-	-
Lau Tze Hieng *(Son of Lau Hie Ping)*	900,000	0.20	-	-
Ivy Lau Chien Erh *(Daughter of Lau Hie Ping)*	89,209	0.02	-	-
Elly Lau Hsin Erh *(Daughter of Lau Hie Ping)*	85,000	0.02	-	-
Diana Lau Mei Chun *(Daughter of Lau Hie Ping)*	85,000	0.02	-	-
Wong Kuok Kiong *(Brother of Dato Wong)*	-	-	-	-
Tho Chin Lian *(Wife of Chai Min Kian)*	593,900	0.13	-	-
Kuintan Binti Sepawi *(Sister of Datuk Amar)*	-	-	-	-

Notes:

a *Deemed interested by virtue of his interest in Mountex Sdn Bhd, Mountex Satu Sdn Bhd, Mountex Dua Sdn Bhd, Sunrise Gain Sdn Bhd and Jasa Sarawak Sdn Bhd.*

b *Deemed interested by virtue of his interests in Mountex Sdn Bhd, Mountex Dua Sdn Bhd, Goldmakers Sdn Bhd, Palmhead Holdings Sdn Bhd, Woodhead Sdn Bhd, Sunrise Gain Sdn Bhd, Ladang Sinarmas Sdn Bhd and the interests of his spouse and children in the Company pursuant to Section 59(11)(c) of the Act.*

c *Deemed interested by virtue of his/its interest in Woodhead Sdn Bhd.*

d *Deemed interested by virtue of his interests in Mountex Sdn Bhd, Mountex Dua Sdn Bhd, Goldmakers Sdn Bhd, Palmhead Holdings Sdn Bhd, Woodhead Sdn Bhd, Sunrise Gain Sdn Bhd and Ladang Sinarmas Sdn Bhd.*

10. DIRECTORS' RECOMMENDATION

Your Directors (with the interested Directors namely Datuk Amar Abdul Hamed Bin Haji Sepawi, Dato Wong Kuo Hea, Sa'id Bin Haji Dolah, Wong Siik Onn and Ting Lina @ Ding Lina abstaining from giving any opinion and recommendation) having considered all aspects of the Proposed Shareholder Mandate, are of the opinion that the Proposed Shareholder Mandate is in the best interest of the Company and its shareholders and recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholder Mandate to be tabled at the forthcoming 29th AGM.

11. ACTION TO BE TAKEN BY SHAREHOLDERS

If a shareholder is unable to attend and vote in person at the 29th AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of Ta Ann at No. 6, Jalan Rawang, 96000 Sibu, Sarawak not less than forty-eight (48) hours before the time appointed for the meeting. The completion and return of the Proxy Form by a shareholder will not prevent him from attending and voting at the 29th AGM in person if he so wishes.

12. ANNUAL GENERAL MEETING

The 29th AGM will be held at The Space, iCube Innovation, B423-B433, Tower B2, Level 4, ICOM Square, Jalan Pending, 93450 Kuching, Sarawak on Friday, 22 May 2026 at 11.30 a.m.

13. FURTHER INFORMATION

Shareholders are requested to refer to **Appendix B** for further information.

Yours faithfully
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
TA ANN HOLDINGS BERHAD

UMANG NANGKU JABU
Independent Non-Executive Director

ANALYSIS OF RELATED PARTIES AND TRANSACTIONS

(I) RENEWAL OF RECURRENT RELATED PARTY TRANSACTIONS

Related Party	Nature of Transaction	Interested Director, Major Shareholder and Persons Connected	Relationship with the Related Party as at 31 March 2026		Existing Mandate		Estimated Value of Transactions (^) RM
			Director	Shareholder	Estimated Value as Stipulated in Preceding Year's Circular RM	Actual Value Transacted (¤) RM	
Acotop Sdn Bhd	Insurance premium paid by Ta Ann Group	Dato Wong Kuo Hea Wong Kuok Kai Wong Siik Onn Chai Min Kian Goldmakers Sdn Bhd	× √ √ √ ×	√ √ √ √ √	1,600,000	1,244,719	2,000,000
Acosafe Sdn Bhd	Insurance premium paid by Ta Ann Group	Dato Wong Kuo Hea Wong Kuok Kai Wong Siik Onn Chai Min Kian Goldmakers Sdn Bhd	× × × √ ×	√ √ √ √ √	2,500,000	2,079,838	3,000,000
Bolbol Trading Sdn Bhd	Purchase of fuel & lubricants, spare parts and tools by AV, HSB, IOM, MOSB, MM, MB, Pelitama, Tabes, TA Plywood, Pelita Igan, Pelita Silas, Pelita Ngemah, Pelita Baleh, TBS, ISB & ZOP	Wong Kuok Kai Wong Ai Hua Wong Kuok Kiong	√ × ×	√ √ √	600,000	451,520	1,000,000
Intuitive Systems Sdn Bhd	Software development and maintenance, systems implementation and purchase of computer equipment, spares & consumables by Ta Ann Group	Dato Wong Kuo Hea Wong Siik Onn Datuk Wahab Bin Haji Dolah Kuintan Binti Sepawi Palmhead Holdings Sdn Bhd	× √ × √ ×	√ √ √ √ √	1,500,000	951,604	2,500,000

Related Party	Nature of Transaction	Interested Director, Major Shareholder and Persons Connected	Relationship with the Related Party as at 31 March 2026		Existing Mandate		Estimated Value of Transactions (^) RM
			Director	Shareholder	Estimated Value as Stipulated in Preceding Year's Circular RM	Actual Value Transacted (¤) RM	
Ironwall Sdn Bhd	Contract fee for logs extraction, hiring of machinery and supply of diesel and spare parts, freight & transportation charges and fuel allowance paid by TA Plywood, Raplex, Pelitama & Pelita Baleh	Datuk Amar Abdul Hamed Sepawi Dato Wong Kuo Hea Wong Kuok Kai Lau Hie Ping Wong Siik Onn Chai Min Kian Goldmakers Sdn Bhd	× × √ √ √ √ ×	√ √ √ √ √ √ √	22,000,000	28,190,440[(1)]	25,000,000
Key Ta Trading Sdn Bhd	Purchase of consumables, diesel, fuel and lubricant, fertilizer (including freight and handling charges) by IOM, LSS, HSB, Pelitama, Tabes, Pelita Silas, Pelita Igan, MM, MOSB, MB, TA Plywood, ZOP, Pelita Assan, Pelita Baleh, Pelita Ngemah, TABM, AV, TBS, TAP, BTS & Plantabeef	Wong Kuok Kai Wong Kuok Kiong Wong Ai Hua Lau Tze Hieng	× √ √ ×	√ √ × √	24,000,000	15,681,143	45,000,000
Key Jaya Trading Sdn Bhd	Purchase of diesel & lubricant by TA Plywood, LSS, HSB, BTS, Pelita Igan, MM, MB, MOSB, Pelita Silas, ZOP, IOM, Pelita Ngemah, Pelita Baleh & Pelitama	Wong Kuok Kiong	√	√	25,000,000	19,632,367	65,000,000
Pelangi Acres (M) Sdn Bhd	Stevedoring lighterage and transportation, security and freight charges paid by TA Plywood, LSS, HSB, Raplex, TMH, Pasin & TABM	Wong Kuok Kai Wong Kuok Kiong Wong Ai Hua	√ √ ×	√ √ √	3,000,000	3,503,623[(2)]	10,000,000

Related Party	Nature of Transaction	Interested Director, Major Shareholder and Persons Connected	Relationship with the Related Party as at 31 March 2026		Existing Mandate		Estimated Value of Transactions (^) RM
			Director	Shareholder	Estimated Value as Stipulated in Preceding Year's Circular RM	Actual Value Transacted (¤) RM	
PSS Oil Mill Sdn Bhd	Sales of fresh fruit bunches by Pelita Silas and MB Transportation subsidy received by Pelita Silas and MB Handling Income received by EF Purchase of palm products by TABM	Datuk Amar Abdul Hamed Bin Sepawi Kuintan Binti Sepawi Dato Wong Kuo Hea Wong Siik Onn Dato Sri Wahab Bin Hj Dolah Ting Lina @ Ding Lina Upaya Rajang Sdn Bhd Palmhead Holdings Sdn Bhd Goldmakers Sdn Bhd	× √ √ √ × √ × × ×	√ √ √ √ √ √ √ √ √	110,000,000 2,000,000 3,500,000 3,000,000	74,322,764 1,075,427 3,089,728 2,676,785	150,000,000 2,000,000 12,000,000 3,500,000
Queenwest Timber Supplies Pty Ltd	Sales of timber products by TA Plywood & LSS	Dato Wong Kuo Hea	√	√	4,000,000	3,847,007	5,000,000
Riveron Shipping Sdn Bhd	Freight and handling charges paid by TA Plywood & LSS	Dato Wong Kuo Hea Wong Kuok Kai Wong Kuok Kiong Lau Hie Ping Datin Tiong Sie Hee Chai Min Kian Tho Chin Lian	× × × √ × √ ×	√ √ √ √ √ √ √	500,000	103,739	500,000
Sarawak Plantation Agriculture Development Sdn Bhd	Purchase of fresh fruit bunches and palm products by MOSB, TBS & TABM Sales of timber products by LSS & TA Plywood Contract fee received by ISB	Datuk Amar Abdul Hamed Bin Sepawi Dato Wong Kuo Hea	√ √	√ √	55,000,000 500,000 1,500,000	44,771,316 128,731 618,538	70,000,000 500,000 1,000,000

Related Party	Nature of Transaction	Interested Director, Major Shareholder and Persons Connected	Relationship with the Related Party as at 31 March 2026		Existing Mandate		Estimated Value of Transactions (^) RM
			Director	Shareholder	Estimated Value as Stipulated in Preceding Year's Circular RM	Actual Value Transacted (¤) RM	
Bara Tenaga Trading Sdn Bhd	Purchase of fresh fruit bunches by TBS	Danny Lim Choon Yee Yeen Siew Leng	√ √	√ √	6,000,000	4,136,575	8,000,000
Bulat Palm Centre Sdn Bhd	Purchase of diesel & lubricant, spares & consumables, fresh fruit bunches (including transportation & handling charges) by TBS	Danny Lim Choon Yee Yeen Siew Leng	√ √	√ √	85,000,000	63,382,563	120,000,000
Carus Green Zone Sdn Bhd	Purchase of fresh fruit bunches by TBS	Danny Lim Choon Yee Yeen Siew Leng	√ √	√ √	16,000,000	11,983,872	20,000,000
Ly Palm Resources Sdn Bhd	Purchase of fresh fruit bunches by TBS	Danny Lim Choon Yee Yeen Siew Leng	√ √	√ √	51,000,000	43,147,242	65,000,000
Spaoh Palm Centre Sdn Bhd	Purchase of fresh fruit bunches by TBS	Danny Lim Choon Yee Yeen Siew Leng	√ √	√ √	15,000,000	10,276,546	20,000,000
Sabur Jaya Sdn Bhd	Purchase of fresh fruit bunches by TBS	Danny Lim Choon Yee Yeen Siew Leng	√ √	√ √	20,000,000	16,629,914	25,000,000
Simunjan Palm Centre Sdn Bhd	Purchase of fresh fruit bunches by TBS	Danny Lim Choon Yee Yeen Siew Leng	√ √	√ √	10,000,000	11,433,576	20,000,000

Related Party	Nature of Transaction	Interested Director, Major Shareholder and Persons Connected	Relationship with the Related Party as at 31 March 2026		Existing Mandate		Estimated Value of Transactions (^) RM
			Director	Shareholder	Estimated Value as Stipulated in Preceding Year's Circular RM	Actual Value Transacted (¤) RM	
Tubau Forest Development Sdn Bhd	Purchase of fresh fruit bunches by MOSB	Datuk Amar Abdul Hamed Bin Sepawi Dato Wong Kuo Hea Wong Siik Onn Ting Lina @ Ding Lina Dato Sri Wahab Bin Hj Dolah Datin Tiong Sie Hee Lau Hie Ping Lau Tze Hieng Kuintan Binti Sepawi Goldmakers Sdn Bhd	× × √ √ × √ × √ √ ×	√ √ √ √ √ √ √ × × √	35,000,000	28,475,837	45,000,000
GRAND TOTAL:					**498,200,000**	**387,107,733**	**721,000,000**

Notes:
^The estimated value of transactions is for the period commencing 22 May 2026 until next AGM and is merely indicative estimates which are based on current actual transaction values and the values of past financial year transactions as well as management estimates, and the actual values may vary due to changes in inter-alia, market condition, market prices and exchange rates.
¤ Actual value transacted from the date of last AGM (23 May 2025) to 31 March 2026, being the latest practicable date prior to printing of this Statement/Circular.
(1) The actual value had exceeded the estimated value by more than 10% due to the increase in logs production volume.
(2) The actual value had exceeded the estimated value by more than 10% due to the higher timber production, resulting in higher freight charges.

(II) REASON FOR DEVIATION WHERE THE ACTUAL VALUE EXCEEDS THE ESTIMATED VALUE BY 10% OR MORE

Related Party	Nature of Transactions	Estimated Value as per Circular RM	Actual Value from 23 May 2025 to 31 March 2026 RM	Amount Exceeded RM	Reason for the Variation
Ironwall Sdn Bhd	Contract fee for logs extraction	22,000,000	28,190,440	6,190,440 (28%)	Increase in logs production volume
Pelangi Acres Sdn Bhd	Stevedoring lighterage and transportation, security and freight charges paid	3,000,000	3,503,623	503,623 (16.8%)	Higher timber production, resulting in higher freight charges

1. Directors' Responsibility Statement

This Statement/Circular has been seen and approved by the Directors of Ta Ann who collectively and individually accept full responsibility for the accuracy of the information given in this Statement/Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. Material Contracts

The Board has confirmed that there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within the two (2) years immediately preceding the date of this Statement/Circular.

3. Litigation

As at 31 March 2026, being the latest practicable date prior to printing of this Statement/Circular, the Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors have no knowledge of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially affect the business or financial position of the Group.

4. Documents for Inspection

Copies of the following documents are available for inspection at the registered office of the Company following the publication of this Statement/Circular from Mondays to Fridays (except Public Holidays) during business hours up to and including the date of the AGM: -

(i) Constitution of Ta Ann; and

(ii) Audited financial statements of Ta Ann for the past two (2) financial years ended 31 December 2024 and 31 December 2025 and the latest unaudited results.