

REPL::EXTRAORDINARY/ SPECIAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

TA CORPORATION LTD.

Security

TA CORPORATION LTD - SG2D87975520 - PA3

Announcement Details

Announcement Title

Extraordinary/ Special General Meeting

Date & Time of Broadcast

12-Jul-2024 18:31:12

Status

Replacement

Announcement Reference

SG240710XMETWT0B

Submitted By (Co./ Ind. Name)

Tam Siew Kheong/ Foo Soon Soo

Designation

Chief Financial Officer/Company Secretary

Financial Year End

31/12/2023

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attached.
Additional Text	Please refer to the following documents attached: 1. Amended Notice of EGM 2. Amended Proxy Form 3. Request Form
Additional Text	The Company refers to the Notice of EGM & Proxy Form announced on 10 July 2024 where the date of EGM, 25 July 2025 should read as 25 July 2024. Please refer to amended Notice of EGM & Proxy Form with correct date of EGM as 25 July 2024. Duly completed & executed Proxy Form with date of EGM as 25 July 2025 received by the Company will be accepted.
Additional Text	The Company has published the Notice of EGM in the Business Times on 10 July 2024. The date of EGM in the advertisement should read as 25 July 2024 instead of 25 July 2025.

Event Dates

Meeting Date and Time

25/07/2024 12:00:00

Response Deadline Date

22/07/2024 12:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Extraordinary Meeting will be held at Heron Room, Level 2, Seletar Country Club, 101 Seletar Club Road, Singapore 798273

Attachments

[20240710 TACorp EGM Request form.pdf](#)

[20240712 TACorp Amended Notice of EGM.pdf](#)

[20240712 TACorp Amended Proxy Form.pdf](#)

[20240712 TA Corp EGM Circular.pdf](#)

Total size = 7966K MB

Related Announcements

Related Announcements

[25/07/2024 17:46:52](#)

[10/07/2024 19:32:12](#)

NOTICE OF EXTRAORDINARY GENERAL MEETING

TA CORPORATION LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number 201105512R)

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular to the Shareholders of the Company dated 10 July 2024 (the “Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of TA Corporation Ltd. (the “**Company**”) will be held at the Heron Room, Level 2, Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on Thursday, 25 July 2024 at 12.00 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1: THE PROPOSED NEW WORLD CENTRE DISPOSAL TO GOLDEN GLORY FOOD INDUSTRIES PTE LTD FOR S\$43,000,000

THAT:

- (a) approval be and is hereby given for Cornerstone Builders Pte. Ltd. (formerly known as TA Builders Pte. Ltd.), Sino Holdings (S’pore) Pte Ltd, and Tiong Aik Holding Pte Ltd, each a wholly-owned subsidiary of the Company, to dispose the respective New World Centre Properties held by each of them, for an aggregate consideration of S\$43,000,000 and on such terms and conditions of the New World Centre OTPs;
- (b) the Directors or each of them be and are/is hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, approving, amending, modifying, supplementing and executing all such documents as may be required in connection with the Proposed New World Centre Disposal) as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to the Proposed New World Centre Disposal and this ordinary resolution; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any Director in connection with the Proposed New World Centre Disposal and this ordinary resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 2: THE PROPOSED ASCENT@456 DISPOSAL TO BA SHOPPES PTE. LTD. FOR S\$18,000,000

THAT:

- (a) approval be and is hereby given for Quest Homes Pte. Ltd., an indirect wholly-owned subsidiary of the Company, to dispose the Proposed Ascent@456 Properties held by it for a consideration of S\$18,000,000 and on such terms and conditions of the Ascent@456 OTP;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the Directors or each of them be and are/is hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, approving, amending, modifying, supplementing and executing all such documents as may be required in connection with the Proposed Ascent@456 Disposal) as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to the Proposed Ascent@456 Disposal and this ordinary resolution; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any Director in connection with the Proposed Ascent@456 Disposal and this ordinary resolution be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

Foo Soon Soo
Tam Siew Kheong
Company Secretaries

Singapore, 10 July 2024

Notes:

1. The EGM will be held physically at the Heron Room, Level 2, Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on Thursday, 25 July 2024 at 12.00 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place). **There will be no option for Shareholders to participate virtually.**
2. Printed copies of this Notice of EGM, Proxy Form and Request Form for a printed copy of the Circular will be despatched by post to the members of the Company. The Circular will not be despatched to the members of the Company. All documents (the Circular, this Notice of EGM, the Proxy Form and Request Form) have been, or will be, published on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.tiongaik.com.sg/ir-sgx-announcement>.
3. **Submission of questions in advance of the EGM:**
 - (a) Shareholders (including investors holding shares through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS")) may submit substantial and relevant questions related to the resolutions to be tabled for approval for the EGM by email to egm@tacorp.com.sg by 12.00 p.m. on 18 July, 2024.
 - (b) The Company will endeavour to address all substantial and relevant questions during EGM if received by the prescribed deadline in (a) by 12.00 p.m. on 18 July 2024 and post the answers on SGXNet at www.sgx.com/securities/company-announcements and the Company's website at www.tiongaik.com.sg/ir-sgx-announcement by 20 July 2024. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the EGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.
 - (c) Shareholders who submit questions via email or by post must provide the Company with the following details:
 - (i) the Shareholder's full name;
 - (ii) the Shareholder's address;
 - (iii) the Shareholder's contact number and/or email address; and
 - (iv) the manner in which the Shareholder holds Shares in the Company (e.g., via CDP direct account, CPF investment account, SRS account, scrip or through depository agent).

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. Submission of Proxy Form to vote

- (a) Shareholders who wish to vote at the EGM may submit the proxy form to appoint the proxy/proxies/Chairman of the EGM to cast votes on your behalf.
- (b) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (c) A member who is a relevant intermediary (as defined in Section 181(6) of the Companies Act 1967) is entitled to appoint more than two proxies to attend, speak and vote at the meeting.
- (d) A proxy need not be a member of the Company.
- (e) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (f) CPF and/or SRS investors may attend and cast their votes at the EGM in person if appointed as proxy of their CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy.
- (g) The proxy form (a copy of which is attached hereto), duly completed and signed, must be submitted by:
 - (i) Mail to the Company's registered office at No. 1 Jalan Berseh #03-03, New World Centre, Singapore 209037; or
 - (ii) Electronic mail to egm@tacorp.com.sg (a clear scanned signed form in PDF)

To be received by the Company no later than 12.00 p.m. on 22 July 2024 being 72 hours before the time fixed for the EGM.

5. Minutes of EGM

The minutes of the EGM together with the responses to the substantial and relevant question(s) by the Shareholders not already answered and announced, will be posted on the SGXNet at www.tiongaik.com.sg/ir-sgx-announcement and the Company's website at www.tiongaik.com.sg/ir-sgx-announcement within one month after the date of the EGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, Listing Manual, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the members proxy(ies) and/or representative(s) to the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PROXY FORM

TA CORPORATION LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 201105512R)

IMPORTANT

This Proxy Form is not valid for use by investors who hold shares in the Company (“Shares”) through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors).

Personal Data Privacy

By submitting an instrument appointing a proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 10 July 2024.

PROXY FORM

Extraordinary General Meeting

I/We, _____ (Name) _____ (*NRIC/Passport/
Company Registration Number) of _____ (Address)
being a *member/members of **TA CORPORATION LTD.** (the “Company”) hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	%
*and/or (delete as appropriate)				
Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	%

or failing*him/her/they, the Chairman of the Extraordinary General Meeting (the “EGM”) as my/our proxy/proxies, to vote for me/us on my/our behalf at the EGM of the Company to be held at the Heron Room, Level 2, Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on Thursday, 25 July 2024 at 12.00 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the EGM as indicated with a tick (✓) or an “X” in the spaces provided hereunder. If no specified directions as to voting are given, the proxy/proxies will vote or abstain from voting at his/their discretion.

Please indicate all your votes “For” or “Against” or “Abstain” with a tick (✓) or cross (x) within the box provided. Alternatively, please indicate the number of votes as appropriate.

No.	Ordinary Resolution	No. of votes or indicate with a tick (✓) or an “X”		
		For	Against	Abstain
1	The Proposed New World Centre Disposal to Golden Glory Food Industries Pte Ltd for S\$43,000,000			
2	The Proposed Ascent@456 Disposal to BA Shoppes Pte. Ltd. for S\$18,000,000			

All resolutions would be put to vote by poll in accordance with the listing rules of the Singapore Exchange Securities Trading Limited.

* Please delete as appropriate.

Dated this _____ day of _____ 2024

Total number of ordinary shares held	
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Signature(s) of Member(s) or Common seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM.



PROXY FORM

Notes:

1. This Proxy Form is not valid for use by investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF and/or SRS investors may attend and cast their votes at the EGM in person if appointed as proxy of their CPF and/or SRS Approved Nominees. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy.
2. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited) he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
3. This Proxy Form together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must either be (a) deposited at the registered office of the Company at No. 1 Jalan Berseh #03-03, New World Centre, Singapore 209037; or (b) submitted by email to egm@tacorp.com.sg (e.g. a clear scanned signed form in PDF) and received by the Company not later than 72 hours before the time set for the Extraordinary General Meeting.
4. This Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
5. The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Extraordinary General Meeting as certified by The Central Depository (Pte) Limited to the Company.
6. Personal data privacy: By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting.