TA CORPORATION LTD.

Co. Registration No. 201105512R
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of TA Corporation Ltd. (the "**Company**") will be held at Heron Room, Level 2, Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on Friday, 27 June 2025 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries for the year ended 31 December 2024 and the Auditors' Report thereon **(Resolution 1)**

2. To approve Directors' fees of S$159,700 for the financial year ended 31 December 2024 (2023: S$158,315). **(Resolution 2)**

3. To re-elect Mr Neo Tiam Boon, a Director retiring under Regulation 89 of the Constitution of the Company. **(Resolution 3) (See Explanatory Note 1)**

   Mr Neo Tiam Boon will, upon being re-elected as a Director of the Company, remain as Executive Chairman and Chief Executive Officer and a member of the Nominating Committee.

4. To re-elect Mr Pang Teng Tuan, a Director retiring under Regulation 89 of the Constitution of the Company. **(Resolution 4) (See Explanatory Note 2)**

   Mr Pang Teng Tuan will, upon being re-elected as a Director of the Company, remain as Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

5. To re-appoint CLA Global TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Ordinary Resolutions with or without modifications:

6. **Authority to allot and issue shares** **(Resolution 6) (See Explanatory Note 3)**

   "That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**"), and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

   (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "**Instruments**") including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force; provided always that:

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for;

(a) new shares arising from the conversion of exercise of convertible securities;

(b) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and

(c) any subsequent bonus issue, consolidation or subdivision of the Company's shares,

whereby adjustments in accordance with (a) or (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, and

(ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

7. **Renewal of the Share Buy Back Mandate** **(Resolution 7) (See Explanatory Note 4)**

"That:

(a) for the purposes of the Companies Act 1967 ("**Companies Act**") and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire issued shares in the capital of the Company ("**Shares**") each fully paid up not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases ("**Market Purchase**"), transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, for the purpose; and/or

(ii) off-market purchases ("**Off-Market Purchase**") in accordance with any equal access scheme as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and Listing Manual of the SGX-ST,

(the "**Share Buy Back Mandate**");

(b) unless varied or revoked by the members of the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of this Resolution and expiring on the earliest of:

(i) the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting is required by law or the Constitution to be held;

(ii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked by the shareholders in a general meeting; or

(iii) the date on which the Share Buy Back is carried out to the full extent mandated;

(c) in this Resolution:

"**Maximum Limit**" means that number of issued Shares representing 10 per cent (10%) of the issued ordinary shares of the Company as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings held by the Company as at the date of the passing of this Resolution) unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding treasury shares and subsidiary holdings);

"**Relevant Period**" means the period commencing from the date of the annual general meeting when the Resolution relating to the Share Buy Back Mandate is passed expiring on the date the next annual general meeting is held or is required by law to be held, whichever is the earlier; and

"**Maximum Price**" means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share in the event of any Share Buy Back determined by the Directors, but in any event, not exceeding the maximum price, which:

(i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price (as defined hereinafter); and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price (as defined hereinafter),

for the above purposes:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase on an equal access scheme, and deemed to be adjusted for any corporate action that occurs during the relevant 5 Market Days and the day on which a Market Purchase was made, or as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase on an equal access scheme; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

(d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient, incidental, necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."

8. **ANY OTHER BUSINESS**

To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Foo Soon Soo/Chiang Yi Shin
Company Secretaries
Singapore, 12 June 2025

Explanatory Notes:

1. Detailed information on Mr Neo Tiam Boon as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST are found in the Statement of Corporate Governance of the Company's Annual Report 2024.

2. Detailed information on Mr Pang Teng Tuan as set out in Appendix 7.4.1 of the Listing Manual are found in the Statement of Corporate Governance of the Company's Annual Report 2024.

3. Resolution 6, if passed, will empower the Directors of the Company from the date of the AGM until the next annual general meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate fifty per cent (50%) of the total number of issued shares excluding (treasury shares and subsidiary holdings) of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time the Resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company for this purpose shall be the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this Resolution is passed and any subsequent bonus issues consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

4. Resolution 7, if passed, will renew the Share Buy Back Mandate and will authorise the Directors to purchase or otherwise acquire Shares on the terms and subject to the conditions of the Resolution. The rationale for, the authority and limitation on, the sources of funds to be used and the illustrative financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy Back Mandate based on the audited financial statements of the Company and the Group for the financial year ended 31 December 2024 and certain assumptions are set out in greater detail in the Appendix in relation to the proposed renewal of Share Buy Back Mandate enclosed together with the Annual Report 2024.

NOTES ABOUT THE CONDUCT OF THE AGM

1. The AGM will be held physically at Heron Room, Level 2, Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on Friday, 27 June 2025 at 3.00 p.m. There will be no option to participate virtually.

2. Printed copies of this Notice of AGM, Proxy Form and the Request Form for a printed copy of the Annual Report 2024 and the Appendix in relation to the proposed renewal of Share Buy Back Mandate will be despatched by post to the members of the Company. The Annual Report 2024 and the Appendix in relation to the proposed renewal of Share Buy Back Mandate will not be despatched to the members of the Company. All documents (the Annual Report 2024, this Notice of AGM, Appendix in relation to the proposed renewal of Share Buy Back Mandate, 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.tacorp.com.sg/ir-annual-reports.

3. Submission of proxies

   (a) 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 Proxy Form.

   (b) A member who is a relevant intermediary (as defined in Section 181 of the Companies Act 1967) is entitled to appoint more than two proxies to attend, speak and vote at the meeting.

   (c) A proxy need not be a member of the Company.

   (d) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

   (d) The Proxy From (a copy of which is attached hereto), duly completed and signed, must be submitted no later than 3.00 p.m. on 24 June 2025 being 72 hours before the time fixed for the AGM by:

      (i) Mail to the Company's registered office at 8 Kaki Bukit Avenue 1, #04-08 Singapore 417941; or

      (ii) Electronic mail to agm@tacorp.com.sg.

(e) An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his/her votes at the AGM in person if appointed as proxy of his/her CPF Agent Bank and/or SRS Operator. If the CPF and SRS Investors who are unable to attend the AGM but would like to vote, may inform their respective CPF Agent Banks and SRS Operators to appoint the Chairman of the Meeting to act as their proxy.

4. Submission of questions

(a) Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the AGM ahead of the AGM by email to agm@tacorp.com.sg by 3.00 p.m. on 19 June 2025.

(b) The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline in (a) by 3.00 p.m. on 19 June 2025 and post the answers on SGXNET and the Company's website by 24 June 2025. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the AGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

5. Minutes of AGM

The minutes of the AGM 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 and the Company's website within one month after the date of the AGM.

PERSONAL DATA PRIVACY

By submitting the Proxy Form, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.