CIRCULAR DATE 8 NOVEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is circulated to the Shareholders of TA Corporation Ltd (the "Company"). Its purpose is to explain to the Shareholders the rationale and to provide information pertaining to the proposed change of auditor from Deloitte & Touche LLP to CLA Global TS Public Accounting Corporation (formerly known as Nexia TS Public Accounting Corporation) (as defined herein), and to seek Shareholders' approval of the same at the Extraordinary General Meeting to be held on 24 November 2022.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled "DEFINITIONS" of this Circular.

If you have sold or transferred all your Shares held through the Central Depository (Pte) Limited ("CDP"), you need not forward this Circular to the purchaser or transferee as CDP will arrange for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares which are not deposited with CDP, you should immediately forward this Circular, the Notice of the Extraordinary General Meeting ("EGM"), the attached proxy form, and the Questions Form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer of shares was effected for onward transmission to the purchaser or the transferee.

The Notice of Extraordinary General Meeting, a Proxy Form and a Questions Form are enclosed with this Circular.

This Circular has been made available on SGXNET at https://www.sgx.com/securities/company-announcements and the Company's website at http://www.tiongaik.com.sg. Pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. A printed copy of this Circular, the proxy form and other documents related to this Circular will NOT be despatched to Shareholders.

IN VIEW OF THE ONGOING COVID-19 SITUATION, ALL PARTICIPANTS AT THE EGM WILL BE REQUIRED TO ADHERE TO SAFE MANAGEMENT MEASURES TO REDUCE THE RISK OF TRANSMISSION. ALL PARTICIPANTS MUST HAVE THEIR FACE MASKS ON AT ALL TIMES DURING THE PROCEEDINGS OF THE EGM. NO FOOD WILL BE SERVED AT THE EGM AND ONLY BOTTLED WATER WILL BE PROVIDED. THE COMPANY HAS THE DISCRETION TO REVIEW AND CALIBRATE THESE MEASURES AS IT DEEMS NECESSARY IN ITS DISCRETION IN LINE WITH THE EVOLVING COVID-19 SITUATION.

The Singapore Exchange Securities Trading Limited (the "SGX-ST") assumes no responsibility for the contents of this Circular, including the accuracy or correctness of any of the statements or opinions made or reports contained in this Circular.

TA CORPORATION LTD

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF AUDITOR FROM DELOITTE & TOUCHE LLP TO CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION (FORMERLY KNOWN AS NEXIA TS PUBLIC ACCOUNTING CORPORATION)

IMPORTANT DATES AND TIMES		
Latest Date and Time to submit questions for the EGM	:	16 November 2022, 10:00 a.m.
Latest Date and Time for Lodgement of Proxy Form	:	21 November 2022, 10:00 a.m.
Date and Time of Extraordinary General Meeting	:	24 November 2022, 10:00 a.m.
Place of Extraordinary General Meeting	:	No. 1 Jalan Berseh #03-03 New World Centre Singapore 209037

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DEFINITIONS

The following definitions apply throughout in this Circular except where the context otherwise requires or otherwise stated:

"ACRA"	The Accounting and Corporate Regulatory Authority of Singapore
"Auditors"	The auditors of the Company for the time being
"Audit Committee"	The audit committee of the Company as at the date of this Circular
"Board"	The board of directors of the Company as at the date of this Circular
"CDP"	The Central Depository (Pte) Limited
"CLA GLOBAL TS"	CLA Global TS Public Accounting Corporation (formerly known as Nexia TS Public Accounting Corporation)
"Circular"	This circular to Shareholders dated 8 November 2022 in respect of the Proposed Change of Auditors from Deloitte & Touche LLP to CLA Global TS Public Accounting Corporation (formerly known as Nexia TS Public Accounting Corporation)
"Companies Act"	Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
"Company"	TA Corporation Ltd.
"Constitution"	The constitution of the Company, as may be amended, modified or supplemented from time to time
"Director(s)"	The director(s) of the Company as at the date of this Circular, and from time to time, as the case may be
"EGM"	The Extraordinary General Meeting of the Company to be convened and held on 24 November 2022 at 10:00 a.m., notice of which is set out on pages N-1 to N-3 of this Circular
"Deloitte"	Deloitte & Touche LLP
"Group"	The Company and its subsidiaries collectively
"Latest Practicable Date"	31 October 2022, being the latest practicable date prior to the printing of this Circular
"Listing Manual"	The Listing Manual of the SGX-ST, as may be amended, supplemented or modified from time to time
"Notice of EGM"	The notice of the EGM which is set out on pages N-1 to N-3 of this Circular
"Ordinary Resolution"	The Ordinary Resolutions as set up in the Notice of EGM
"Proposed Change of Auditors"	The proposed change of auditors of the Company from Deloitte & Touche LLP to CLA Global TS Public Accounting Corporation
"Proxy Form"	The proxy form in respect of the EGM as set out in this Circular

"Register of Members"	The register of members of the Company
"SFA"	The Securities and Futures Act, Cap. 289, of Singapore, as may be amended, supplemented, or modified from time to time
"SGX-ST"	Singapore Exchange Securities Trading Limited
"Shareholders"	Persons who are registered as holders of the Shares in the Register of Members of the Company except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the Depositors whose Securities Accounts are credited with Shares
"Shares"	Ordinary shares in the capital of the Company
"Substantial Shareholders"	A person who has an interest or interests in one or more voting Shares in the Company, and the votes attached to that Share, or those Shares, is not less than 5.0% of the total votes attached to all the voting Shares in the Company
"%" or "**per cent**"	Per centum or percentage

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

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 the neuter genders and vice versa. References to persons shall, where applicable, include corporations and limited liability partnerships.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, SFA, the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, SFA, the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and dates in this Circular is made by reference to Singapore time and date unless otherwise stated.

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

Directors:

Liong Kiam Teck *(Executive Chairman)*
Neo Tiam Boon *(Chief Executive Officer and Executive Director)*
Fong Heng Boo *(Lead Independent Director)*
Mervyn Goh Bin Guan *(Independent Director)*
Pang Teng Tuan *(Independent Director)*
Neo Tiam Poon @ Neo Thiam Poon *(Alternate Director to Liong Kiam Teck)*
Neo Thiam An *(Alternate Director to Neo Tiam Boon)*

Registered Office:

No. 1 Jalan Berseh
#03-03 New World
Centre Singapore
209037

8 November 2022

To: The Shareholders of TA Corporation Ltd

Dear Sir/Madam,

1. INTRODUCTION

The Board of Directors are convening an EGM to be held on 24 November 2022 at 10:00 a.m. to seek Shareholders' approval in relation to the Proposed Change of Auditors ("Ordinary Resolution").

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Change of Auditors and the rationale thereof, and to seek the approval of the Shareholders for the Ordinary Resolution. The Notice of EGM is set out on N-1 to N-3.

2. THE PROPOSED CHANGE OF AUDITORS

2.1. Rationale for the Proposed Change of Auditors

The Company's current Auditors, Deloitte, have been the Auditors of the Company since 27 May 2011 and was last re-appointed, at the AGM of the Company held on 9 May 2022, to hold office until the conclusion of the next AGM.

As part of ongoing corporate governance initiatives and cost saving exercise, the Board is of the view that it would be appropriate and timely to effect a change of the auditors for the Company, subject to the approval of the Shareholders at the EGM. A change of auditor would enable the Company to benefit from fresh perspectives and views of another professional audit firm, thereby enhancing the value of the audit.

The Company's management had sought proposals from 2 reputable audit firms which have experience in auditing public listed companies in Singapore. The Audit Committee of the Company had taken into consideration the requirements under Rule 712, 715 and 716 of the Listing Manual, and various factors such as the adequacy of resources and experience of both audit firms, the firms' experience in similar industry, the number and experience of supervisory and professional staff to be assigned to the audit. In addition, the Group also expects cost savings arising from the Proposed Change of Auditors. There will be no change in the scope of audit services, and the Company does not expect the reduction in cost to affect the standard and effectiveness of the audit to be undertaken.

The Audit Committee have also considered the Audit Quality Indicators ("AQI") disclosure framework adopted and monitored by CLA Global TS in the selection of CLA Global TS for the proposed appointment. The AQI presented to the Audit Committee includes the experience of engagement team, training hours provided, results of external and internal inspection, quality control function of the firm, staff oversight and attrition rate. Based on the aforesaid factors, the Audit Committee is of the opinion that CLA Global TS is suited to meeting the existing needs and audit requirements of the Group and the appointment of CLA Global TS as new auditor will not compromise the standard and effectiveness of the audit of the Group.

The Board has taken into account the Audit Committee's recommendation, including the factors considered in their evaluation, and is satisfied that CLA Global TS will be able to meet the audit requirements of the Group and there will be no change to the scope of the audit to be undertaken with the Proposed Change of Auditors. The Board has therefore accepted the Audit Committee's recommendation and shall recommend to the Shareholders for consideration and approval to appoint CLA Global TS as Auditors of the Company in place of Deloitte.

In connection with the above:

a) the Company had on 15 September 2022 received a notice from Deloitte informing the Company, *inter alia*, that Deloitte had applied to ACRA to seek its consent to resign as Auditors. The Company had been notified by Deloitte that it had on 13 October 2022 received ACRA's consent to resign as Auditors and Deloitte had accordingly provided the Company with its notice of resignation dated 13 October 2022;

b) CLA Global TS has given its consent to act as Auditors by way of letter dated 9 September 2022, subject to its appointment being approved by the Shareholders at the EGM; and the appointment of CLA Global TS as Auditors of the Company will therefore take effect upon the later of (i) the date of approval of the Proposed Change of Auditors by Shareholders at the EGM, and (ii) the date of ACRA's consent to Deloitte's resignation, and if so appointed. As ACRA has issued its consent to Deloitte's resignation on 13 October 2022, the appointment of CLA Global TS as Auditors of the Company will be effective upon the approval of the shareholders at the EGM to the Proposed Change of Auditors and CLA Global TS will hold office until conclusion of the next AGM of the Company.

The Directors wish to take this opportunity to express their appreciation for the past services rendered by Deloitte.

2.2. Information on CLA Global TS and the Audit Engagement Partner-in-charge

The information on CLA Global TS (including the information on the audit engagement partner) was provided to the Company by CLA Global TS and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

Founded in 1993, CLA Global TS is a chartered accountant and advisory firm offering a full suite of professional services. Over the years, the firm has served public-listed companies, small-medium enterprises, multi-national corporations, and non-profit organisations in various sectors such as oil and gas, construction, marine & shipping, electronics, and the charities. CLA Global TS is an independent network member of CLA Global Limited (CLA Global), a leading global network of independent accounting and consulting firms. CLA Global TS will be the member firm for Singapore, Southeast Asia and China; and be CLA Global's key leading firm in Asia.

CLA Global was founded on 1 July 2022 by CliftonLarsonAllen LLP and Evelyn Partners. The organisation offers one of the largest financial outsourcing services and private client and wealth advisory platforms of any global accounting organisation. Currently, it serves more than 10,000 global clients in more than 100 countries. Member firms provide services to clients of all sizes, with a particular emphasis on fast-growing, innovative, and dynamic middle market cross-border businesses.

CLA Global TS is associated with Evelyn Partners (formerly Tilney Smith & Williamson), a leading integrated wealth management and professional services group with over 1,000 employees in the UK with its headquarter in London. As part of the top ten largest firms of accountants in the UK, it has presence 26 towns and cities across Britain, Ireland and the Channel Islands. Its services include investment management, accountancy, tax, corporate and financial advisory

CLA Global TS has offices in Singapore (which has more than 260 professional staff), Malaysia and the People's Republic of China, and such offices are also ranked among the top firms in their

respective countries. CLA Global TS is ranked Top 10 accounting and consulting firms in Singapore. Certain directors of CLA Global TS are audit committee members of a number of listed companies in Singapore and have many years of experience in corporate governance and control issues surrounding public interest entities. CLA Global TS is a certified public accounting corporation, and a member of the Institute of Singapore Chartered Accountants ("ISCA").

The audit engagement partner who will be in charge of the audit is Mr. Lee Tze Shiong ("Mr. Lee"), an Assurance Director at CLA Global TS. Mr. Lee is a member of the Institute of Singapore Chartered Accountants (ISCA). He is also familiar with the International Financial Reporting Standards.

Mr. Lee has a total of more than 30 years of audit experience, most of which were with the large international audit firms. Prior to joining CLA Global TS, he was the Divisional Director of the Public Accountancy Division of the Accounting and Corporate Regulatory Authority ("ACRA"). In ACRA, he was the Assistant Registrar for the Public Accountants overseeing the Practice Monitoring and Professional Oversight Departments.

Prior to joining ACRA, Mr. Lee spearheaded the Small and Medium Sized Enterprise (SME) audit group in one of the Big 4 accounting firms in Singapore. He also assumed the business development role for the SME audit group as well as the firm's Audit Innovation Program.

Mr. Lee was involved in the audit of listed and multinational groups, initial public offerings and other audit advisory engagements, his current engagement portfolio includes audit and performing quality review on listed entities involving business of real estate management, investment and development properties. He worked in different oversea offices of the Big 4 accounting firms, which included Australia, China, Hong Kong and South East Asia. Mr Lee also involved in quality review of listed entities including similar industry of the Group.

The Engagement Assurance Manager of the audit is Ms. Eve Chan ("Ms. Eve"), who has more than 8 years of experience in providing assurance and other advisory services to listed and non-listed companies, including local and multinational clients spanning across various industries like distribution and trading, construction, development property, waste management, food beverages, IT/ telecommunications and marine and shipping. Ms. Eve is a member of the Association of Chartered Certified Accountants.

The professional staff that will be assigned by CLA Global TS to the audit of the Group consists of an engagement director, a quality review director, an audit manager, an assistant audit manager and 4 professional audit staff to audit the Group's significant Singapore based entities and the consolidated financial statements of the Group.

For more information about CLA Global TS, please visit https://www.cla-ts.com/.

2.3. Requirements pursuant to Rule 712 of the Listing Manual

CLA Global TS is registered with ACRA and is in compliance with Rule 712(2)(a) of the Listing Manual. The Board, having taken into account various factors, including the following:

a) the adequacy of the resources and experience of CLA Global TS and the audit engagement partner assigned to the audit;

b) other audit engagements of CLA Global TS;

c) the Group's audit requirements, the size and complexity of the Group; and

d) the number and experience of supervisory and professional staff to be assigned to the audit;

is of the opinion that CLA Global TS will be able to meet the audit requirements of the Group and 712 of the Listing Manual has been complied with.

2.4. Requirements pursuant to Rules 715 and 716 of the Listing Manual

Rule 715(1) of the Listing Manual provides that, subject to Rule 716 of the Listing Manual, an issuer must engage the same auditing firm based in Singapore to audit its accounts, and its Singapore-incorporated subsidiaries and significant associated companies. Rule 715(2) of the Listing Manual further requires an issuer to engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies.

Rule 716 of the Listing Manual provides that an issuer may appoint different auditing firms for its subsidiaries or significant associated companies referred to in Rule 715(1) of the Listing Manual, provided that the issuer's board and audit committee are satisfied that the appointment would not compromise the standard and effectiveness of the audit of the issuer, or the issuer's subsidiary or associated company is listed on a stock exchange.

CLA Global TS will be appointed as the auditors of the significant Singapore-incorporated subsidiaries in compliance with Rule 715(1) of the Listing Manual.

The Company engages First Assurance PAF and Chan Leng Leng & Co. to audit the insignificant subsidiaries, associated and joint ventures companies based in Singapore. The Board and the Audit Committee are satisfied with the appointment of First Assurance PAF and Chan Leng Leng & Co. as suitable auditors for these subsidiaries, associated and joint ventures companies and of the view that it would not compromise the standard and effectiveness of the audit of the Group.

In compliance with Rule 715(2) of the Listing Manual, the Company has engaged suitable auditing firms for its significant foreign-incorporated subsidiaries and associated companies including the member firm of BDO which will continue to serve as auditors of the Company's significant associated companies in Singapore and China. The Company's subsidiaries incorporated in Thailand and Malaysia with statutory audit requirement will continue to be audited by various local audit firms. For the significant subsidiaries, associates and joint ventures companies, the Group auditor will audit the specified account balances or transactions on these subsidiaries, associated and joint venture companies to obtain sufficient and appropriate audit evidence to express an opinion on the group's financial statements.

The Company's Board and Audit Committee are satisfied that the appointments will not compromise the standard and effectiveness of the audit of the Group.

The Audit Committee will review on the suitability of the auditors for its foreign-incorporated subsidiaries and associated companies on an ongoing basis and whenever necessary.

2.5. Requirements pursuant to Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

a) Deloitte has confirmed by way of a letter dated 8 September 2022 to CLA Global TS, that it is not aware of any professional reasons why CLA Global TS should not accept appointment as Auditor of the Company ("Professional Clearance Letter");

b) the Company confirms that there were no disagreements with Deloitte on accounting treatments within the last 12 months up to the Latest Practicable Date;

c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditor that should be brought to the attention of Shareholders;

d) the specific reasons for the Proposed Change of Auditor are disclosed in under Section 2.1 of this Circular; and

e) the Company confirms that it is or will be in compliance with Rule 712, 715 and 716 of the Listing Manual in relation to the appointment of CLA Global TS as the Auditor of the Company.

3. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommended the change of auditors to CLA Global TS, after taking into consideration and having satisfied itself of the suitability of CLA Global TS to meet the audit requirements of the Group and compliance with the requirements of the Listing Manual.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares, based on the registers of Directors' interests in Shares and Substantial Shareholders' interests in Shares, respectively, are as follows:

	Number of Shares			
Directors	**Direct Interest**	**%**	**Deemed Interest**	**%**
Liong Kiam Teck	174,187,102	33.622	–	–
Neo Tiam Boon	87,857,147	16.96	–	–
Fong Heng Boo	–	–	–	–
Mervyn Goh Bin Guan	–	–	–	–
Pang Teng Tuan	–	–	–	–
Alternate Directors				
Neo Tiam Poon @ Neo Thiam Poon (Alternate Director to Mr Liong Kiam Teck)	83,599,752	16.14	–	–
Neo Thiam An *(Alternate Director to Mr Neo Tiam Boon)*	41,412,840	7.99	–	–
Substantial Shareholders				
Koh Wee Seng[(1)]	47,910,000	9.25	–	–

Note:

[(1)] The number of shares is based on the last notification from Mr Koh Wee Seng to the Company.

Save as disclosed, none of the Directors and/or the Substantial Shareholders have any interest, direct or indirect, in the Proposed Appointment of New Auditors other than through their respective shareholdings in the Company.

5. DIRECTORS' RECOMMENDATIONS

Having taken into account the recommendations of the Audit Committee and the Company's compliance with the requirements of the Listing Manual, the Directors are of the view that the Proposed Change of Auditors is in the best interests of the Group and accordingly recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Change of Auditors to be proposed at the EGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensurethat such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

7. EXTRORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held at 10:00 a.m. on 24 November 2022 at No. 1 Jalan Berseh, #03-03 New World Centre, Singapore 209037 for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution set out in the Notice of EGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Company's registered office at No. 1 Jalan Berseh, #03-03 New World Centre, Singapore 209037 or submitted electronically via email at tacorpegmfy2022@tiongaik.com.sg not less than 72 hours before the time appointed for holding the EGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by the CDP, as at 72 hours before the time appointed for holding the EGM.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at No. 1 Jalan Berseh, #03-03 New World Centre, Singapore 209037, during normal business hours from the date of this Circular up to the date of the forthcoming EGM scheduled to be held on 24 November 2022:

(a) the Constitution of the Company;

(b) Deloitte's letter of professional clearance to CLA Global TS dated 8 September 2022;

(c) CLA Global TS letter to the Company in respect of their consent to act as Auditors of the Company dated 9 September 2022; and

(d) Deloitte's notice of resignation to the Company dated 13 October 2022.

Yours faithfully
For and on behalf of the Board of Directors
TA Corporation Ltd

Liong Kiam Teck
Executive Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of TA Corporation Ltd (the "**Company**") will be held at No. 1 Jalan Berseh #03-03 New World Centre Singapore 209037 on 24 November 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITOR FROM DELOITTE & TOUCHE LLP TO CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION

THAT:

1. CLA Global TS Public Accounting Corporation ("CLA Global TS") having consented to act, be and are hereby appointed as Auditors in place of Deloitte & Touche LLP, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed between the Directors and CLA Global TS; and

2. The Directors or any one of them be and are hereby authorized on behalf of the Company to:

   (a) sign, execute and deliver any other documents, agreements in connection with the Proposed Change of Auditors ("Proposed Change") or expedient in connection with the Proposed Change, with any amendments or modifications as the Director may approve (and such execution shall constitute approvalof any such amendments or modifications); and

   (b) do all such acts or things deemed or considered by them to be necessary or desirable or expedient in connection with the Proposed Change;

BY ORDER OF THE BOARD

Foo Soon Soo
Tam Siew Kheong
Company Secretaries

Singapore, 8 November, 2022

NOTES ABOUT CONDUCT OF THE EGM:

1. The EGM will be held in a wholly physical format at No. 1 Jalan Berseh #03-03 New World Centre Singapore 209037 on 24 November 2022 at 10:00 a.m. pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for shareholders to participate virtually.**

2. Submission of questions in advance of the EGM

Shareholders and Investors may submit substantial and relevant questions related to the resolution to be tabled for approval for the EGM by submitting the completed Questions Form (a copy of which is also attached hereto) in advance of the EGM.

How to submit questions in advance of EGM:

(a) All Questions Forms must be submitted in the following manner:

(i) if submitted electronically, be submitted via email at tacorpegmfy2022@tiongaik.com.sg; or

(ii) if submitted by post, be lodged at the registered office of the Company at No. 1 Jalan Berseh #03-03 New World Centre Singapore 209037, in either case, by 10:00 a.m. on 16 November 2022 for the purposes of the EGM.

(b) The Questions Form may be accessed and downloaded from the Company's website at the URL https://www.tiongaik.com.sg/ir-sgx-announcement

(c) The Company will endeavour to address all substantial and relevant questions during the EGM if received by the prescribed deadline in (a)(ii) by 16 November 2022 and post the answers on SGXNET and the Company's website by 18 November 2022. 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.

3. Submission of Proxy Form to vote

(a) Shareholders who wish to vote at the EGM may submit your 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 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 or SRS investors may attend and cast their votes at the EGM in person. CPF and SRS Investors who are unable to attend the Meeting may submit their votes at least seven (7) working days before the EGM (i.e.by 14 November 2022 at 10:00 a.m.) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date, in which case, they will be precluded from attending the EGM and voting.

(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 tacorpegmfy2022@tiongaik.com.sg (a clear scanned signed form in PDF)

To be received by the Company no later than 21 November 2022 at 10:00 a.m. being 72 hours before the time fixed for the EGM.

4. Documents

All documents (including the Circular, the Proxy Form, the Questions Form and this Notice of EGM or information relating to the business of the Extraordinary General Meeting) have been, or will be, published on SGXNet and the Company's website. Printed copies of the documents will not be despatched to shareholders. Shareholders and investors are advised to check SGXNet and/or the Company's website regularly for updates.

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 and the Company's website 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 Extraordinary General 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's 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 collection, use and disclosure by 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.

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

PROXY FORM
EXTRAORDINARY GENERAL MEETING

IMPORTANT

1. 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), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the EGM to specify voting instructions.

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 8 November 2022.

I/We,……..……....……of…….
being a member/members of TA CORPORATION LTD (the "Company"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of shareholdings to be represented by proxy (%)
*and/or (delete as appropriate)			

*and/or 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 Extraordinary General Meeting of the Company to be held at No. 1 Jalan Berseh #03-03 New World Centre Singapore 209037 on 24 November 2022 at 10:00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolution to be proposed at the Extraordinary General Meeting 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 your vote "For" or "Against" or "Abstain" with a tick (√) or cross (x) within the box provided.

No	Ordinary Resolution	No. of votes or indicate with a tick (√) or cross (x)*		
		For	Against	Abstain
1	To approve proposed change of auditor from Deloitte & Touche LLP to CLA Global TS Public Accounting Corporation			

* All resolutions would be put to vote by poll in accordance with the listing rules of Singapore Exchange Securities Trading Limited. If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick (√) or cross "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this_____day of_____2022

Total Number of Shares Held

_____
Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS 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/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the EGM to specify voting instructions.

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 tacorpegmfy2022@tiongaik.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 EGM.

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.

QUESTIONS FORM

TA CORPORATION LTD
(Company Registration No. 201105512R)
(Incorporated in the Republic of Singapore)

IMPORTANT:

Please read the notes herein which contain instructions on, inter alia, the submission of questions ahead of the EGM and the timeframe for submission of questions.

QUESTIONS FORM
EXTRAORDINARY GERNAL MEETING
(Please see notes herein before completing this Form)

Please complete all fields below. We regret that incomplete or incorrectly completed forms will not be processed.

Full Name (as per CDP / CPF / SRS / Scrip-based / DA records)	
NRIC / Passport No. / Company Registration No.	
Shareholding Type*	CDP Direct Account Holder / CPF / SRS Investment Account Holder Physical Scrip Holder Holder through Depository Agent
No. of Shares held in CDP Register / Register of Members*	

*delete as applicable

QUESTIONS FOR THE BOARD OF DIRECTORS AND MANAGEMENT:
Note: Questions should be related to the resolution to be tabled at the EGM. Please include additional pages as necessary.

	Proposed change of auditor from Deloitte & Touche LLP to CLA Global TS Public Accounting Corporation
Question 1	
Question 2	

Dated this _____ day of _____2022

_____
Signature(s) of member(s) or
Common Seal of Corporate Shareholder

QUESTIONS FORM

NOTES:

1. The Company will endeavour to address all substantial and relevant questions during the EGM if received by the prescribed deadline in (a)(ii) by 16 November 2022 and post the answers on SGXNET and the Company's website by 18 November 2022. 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.

2. The Company will publish the minutes of the EGM together with the responses to the substantial and relevant question(s) by the shareholders not already answered and announced on SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website within one month after the date of the EGM.