

TA GLOBAL FOCUS MANDATE (“FUND”)

THE MANAGER’S EXPLANATORY NOTES IN RESPECT OF THE RESOLUTIONS PROPOSED FOR THE UNIT HOLDERS’ ADJOURNED MEETING TO BE HELD ON 23 JUNE 2025

1. Resolution 1

- 1.1. The Fund was launched on 4 May 2021 as a wholesale fund where units of the Fund can only be offered to sophisticated investors in Malaysia.
- 1.2. The Manager is proposing to convert the Fund from a wholesale fund to a retail fund and to offer the units of the Fund to retail investors in Malaysia.
- 1.3. The conversion of the Fund to a retail fund will enable the Fund to be offered to the mass retail market, with the aim to increase the assets under management (“**AUM**”) for the Fund. There are fixed costs in operating the Fund which can be shared across more investors, i.e. management expense ratio is expected to be smaller when the AUM of the Fund is higher, bringing to better fund performance compared to a fund with smaller AUM.
- 1.4. If passed at the adjourned meeting and subject to the authorisation of the Fund by the Securities Commission Malaysia, this resolution will give the Manager the authority to convert the Fund from a wholesale fund to a retail fund and to offer the units of the Fund to retail investors in Malaysia. Further, the Manager and/or the trustee of the Fund (“**Trustee**”) will be authorised to do all such things necessary to give effect to the conversion of the Fund from a wholesale fund to a retail fund in accordance with the relevant laws and guidelines.

2. Resolution 2

- 2.1. The Manager intends to charge a maximum performance fee of fifteen per centum (15%) on the appreciation in the net asset value per unit of the Fund (“**NAV per Unit**”) over and above the hurdle value during a performance period of the Fund.
- 2.2. The proposed charging of performance fee on the Fund is part of the Manager’s ongoing efforts to align the interests of the fund manager with those of the unit holders:
 - (a) *Alignment of interests* – A performance-based fee structure ensures that the fund manager’s compensation is directly linked to the Fund’s success, fostering a strong commitment to delivering superior returns for investors.
 - (b) *Incentivising strong performance* – By introducing a performance fee, the Manager establishes a results-driven framework that motivates the fund manager to maximise portfolio returns.
 - (c) *Long-term value creation* – A performance fee fosters a long-term focus on sustainable growth and disciplined risk management, benefitting all unit holders.

In the interest of unit holders, the Manager imposes a hurdle value which is the “High Water Mark” plus 8% (“**Hurdle Value**”), in which the Fund’s performance has to exceed before the Manager is eligible for a performance fee.

“High Water Mark” means the NAV per Unit on the last valuation day of the previous performance period of the Fund in respect of which a performance fee is paid or the High Water Mark for the previous performance period of the Fund, whichever is higher. For the avoidance of doubt: