



LAGENDA PROPERTIES BERHAD

Registration No: 200101000008 (535763-A)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting ("22nd AGM") of Lagenda Properties Berhad will be held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <https://web.vote2u.my> (Domain Registration No with MYNIC: D6A471702) on Wednesday, 28 June 2023 at 10.30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice.

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. **(Refer to Explanatory Note A)**
- To approve the payment of Directors' fees up to an aggregate amount of RM571,000 for the Non-Executive Directors of the Company for the financial year ending 31 December 2023. **(Ordinary Resolution 1)**
- To approve the payment of Directors' benefits (excluding Directors' fees) up to an aggregate amount of RM87,000 for the financial year ending 31 December 2023. **(Ordinary Resolution 2)**
- To re-elect Dato' Doh Jee Ming who retires by rotation pursuant to Article 95 of the Constitution of the Company. **(Ordinary Resolution 3)**
- To re-elect Dr Lim Pang Kiam who retires by rotation pursuant to Article 95 of the Constitution of the Company. **(Ordinary Resolution 4)**
- To re-elect Myrzela Binti Sabtu who was appointed as Director during the year and retires pursuant to Article 102 of the Constitution of the Company. **(Ordinary Resolution 5)**
- To re-elect Dato' Mohamed Shari Bin Mohamed Tarmizi who was appointed as Director during the year and retires pursuant to Article 102 of the Constitution of the Company. **(Ordinary Resolution 6)**
- To re-appoint Moore Stephens Associates PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

Special Business

- To consider and if thought fit, to pass the following resolutions:-
- Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 8)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company at any time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being; AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company.
AND THAT pursuant to Section 85 of the Act read together with Article 57 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act."
 - Proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature** **(Ordinary Resolution 9)**

"THAT approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.4 of the Circular to Shareholders dated 28 April 2023, provided that:
(a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
(b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
(c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
(d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
(i) the related transacting parties and their respective relationship with the Company; and
(ii) the nature of the recurrent transactions.
THAT such authority shall continue to be in force until:
(a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or
(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(4) of the Act (but will 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.
AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."
 - Proposed share buy-back** **(Ordinary Resolution 10)**

"THAT, subject to the Act, the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Securities and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:
(a) the aggregate number of shares purchased or held does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
(b) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit account of the Company. As at the latest financial year ended 31 December 2022, the audited retained profit account of the Company stood at RM5,426,254;
(c) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
(i) at the conclusion of the next AGM of the Company following the general meeting in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever occurs first;
AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manner:
(a) to cancel the ordinary shares so purchased; or
(b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
(c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or
(d) in any other manner prescribed by the Act, rules, regulations and orders made to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.
AND THAT the Board of the Company be and is hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company."
 - To transact any other business for which due notice shall have been given.

By Order of the Board

SIEW SUET WEI (SSM PC No. 202008001690) (MAICSA 7011254)

LIM YONG TENG (SSM PC No. 201908000228) (LS 0010182)

LIEW SEE SEE (SSM PC No. 202008001371) (MAICSA 7062468)

Joint Company Secretaries

Kuala Lumpur

28 April 2023

Notes:

- Only members whose names appear on the Record of Depositors on 19 June 2023 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at the 22nd AGM.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint not more than two proxies to attend and vote at the 22nd AGM. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorized in writing.
- Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, all resolutions at the 22nd AGM shall be put by way of poll.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the business address of the Company at Level 4, No. 131, Persiaran PM 2/1, Pusat Bandar Seri Manjung Seksyen 2, 32040 Seri Manjung, Perak Darul Ridzuan not less than 48 hours before the time of holding the 22nd AGM or any adjournment thereof. Alternatively, the form of proxy may also be lodged electronically via the Vote2U Online at <https://web.vote2u.my>. Kindly refer to the Administrative Guide for the 22nd AGM for further information on the electronic lodgement of proxy form.

Explanatory Notes

Note A - Audited Financial Statements for the financial year ended 31 December 2022

This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Act, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

Ordinary Resolution 1 - Payment of Directors' Fees

The proposed Ordinary Resolution 1, if passed, will authorise the payment of the Directors' fees up to the amount of RM571,000 to the Non-Executive Directors ("NEDs") for the financial year ending 31 December 2023. The Directors' fees approved for the financial year ended 31 December 2022 was up to an amount of RM440,000. The increase in Directors' fees proposed for the financial year ending 31 December 2023 are calculated based on additional NEDs to be appointed for the financial year ending 31 December 2023. The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed are insufficient, approval will be sought at the next AGM for additional fees to meet the shortfall.

Ordinary Resolution 2 - Payment of Directors' Benefits

Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

Under Ordinary Resolution 2, the benefits payable to the Directors pursuant to Section 230(1)(b) of the Act had been reviewed by the Nomination and Remuneration Committee and the Board of Directors of the Company, which recognise that the Directors' benefits payable are in the best interest of the Company. The benefits comprise of Directors Indemnity Insurance, benefits-in-kind and also meeting allowances, which will only be accorded based on actual attendance of meetings by the Directors of the Company.

Ordinary Resolutions 3, 4, 5 and 6 - Re-election of Directors

Article 95 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. The Board through its Nomination and Remuneration Committee had assessed the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Listing Requirement of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their roles as Directors. Dato' Doh Jee Ming and Dr Lim Pang Kiam are standing for re-election as Directors of the Company by rotation in accordance with Article 95 of the Company's Constitution, and being eligible, have offered themselves for re-election.

Article 102 of the Company's Constitution provides that any Director appointed as an addition to the existing Board of Directors shall hold office only until the next following AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Myrzela Binti Sabtu and Dato' Mohamed Shari Bin Mohamed Tarmizi were appointed as Directors on 27 February 2023 and 3 April 2023 respectively. The profiles of the Directors standing for re-election are set out in the Annual Report 2022.

Ordinary Resolution 7 - Re-appointment of Auditors

The Board and Audit and Risk Management Committee had at their respective meetings on 10 April 2023 recommended the re-appointment of Moore Stephens Associates PLT for the financial year ending 31 December 2023. Moore Stephens Associates PLT has met the criteria prescribed under the Paragraph 15.21 of the Listing Requirements of Bursa Securities and indicated their willingness to continue their services for the next financial year.

Ordinary Resolution 8 - Authority to issue shares pursuant to Sections 75 and 76 of the Act

The Company had during its 21st AGM held on 27 June 2022 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company and this mandate had not been exercised by the Company.

The proposed Ordinary Resolution 8 is a renewal mandate of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Act. Pursuant to Section 85 of the Act and Article 57 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 8, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company. This mandate would provide the Company the flexibility to raise fund, including but not limited to placing of shares to finance future investment(s), project(s), acquisition(s) and/or working capital without having to convene a general meeting.

Ordinary Resolution 9 - Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed Ordinary Resolution 9, if passed, will give the authority for the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature are undertaken in the ordinary course of business which are necessary for the day-to-day operations on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not to the detrimental to the minority shareholders of the Company and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at the next general meeting. Please refer to the Circular to Shareholders dated 28 April 2023 for further information.

Ordinary Resolution 10 - Proposed share buy-back

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. Further information on the proposed share buy-back is set out in the Share Buy-Back Statement dated 28 April 2023.

PERSONAL DATA PRIVACY

By submitting a Form of Proxy or an instrument appointing a representative(s) to attend, speak and vote at the AGM 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 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) 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), the member has obtained the prior consent 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