

THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

In relation to Part A of this Circular/Statement, Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has only perused the contents of the proposed shareholders’ mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirement of Bursa Securities.

In relation to Part B of this Circular/Statement, Bursa Securities has not perused the contents of the Share Buy-Back Statement prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirement of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.



LAGENDA
PROPERTIES

LAGENDA PROPERTIES BERHAD

Registration No: 200101000008 (535763-A)
(Incorporated in Malaysia)

PART A
**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED NEW
SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**

AND

PART B
**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED AUTHORITY FOR THE COMPANY
TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE
COMPANY**

The above proposals will be tabled as Special Businesses at the Twenty-Second (22nd) Annual General Meeting (“AGM”) of Lagenda Properties Berhad (“Lagenda” or the “Company”). The 22nd AGM will be held 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, together with the Proxy Form are included in the Company’s Annual Report 2022 which is sent together with this Circular/Statement.

The Proxy Form shall be deposited at the business address of the Company at Level 4, No. 131, Persiaran PM2/1, Pusat Bandar Seri Manjung Seksyen 2, 32040 Seri Manjung, Perak not less than forty-eight (48) hours before the time set for holding the 22nd AGM. Alternatively, the Proxy Form may also be electronically submitted via the Vote2U Online at <https://web.vote2u.my>. The lodging of the Proxy Form will not preclude you from attending and voting at the meeting if you subsequently wish to do so.

The last day and time for you to lodge the Proxy Form is on Monday, 26 June 2023 at 10.30 a.m.

This Circular is dated **28 April 2023**

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement:

Act	: Companies Act 2016, as amended from time to time and any re-enactment thereof
AGM	: Annual General Meeting
ARMC	: Audit and Risk Management Committee
AESB	: Astana Endah Sdn Bhd [Registration No. 201201023675 (1008167-D)]
Bursa Securities or the Exchange	: Bursa Malaysia Securities Berhad
Board	: The Board of Directors of Lagenda
Code	: Malaysian Code on Takeovers and Mergers, 2016 as amended from time to time
Director(s)	: Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director or a chief executive of our Group
DDJM	: Dato' Doh Jee Ming
DDTL	: Dato' Doh Tee Leong
DDJC	: Dato' Doh Jee Chai
DPSB	: Doh Properties Sdn Bhd [Registration No. 201401001661 (1077734-A)]
DBPDSB	: De Blue Print Development Sdn Bhd [Registration No. 201401001411 (1077484-K)]
EPS	: Earnings Per Share
FYE	: Financial year ended / Financial year ending 31 December
GHDSB	: Great Home Development Sdn Bhd [Registration No. 200901027922 (871025-A)]
JGSB	: Jasaraya Gemilang Sdn Bhd [Registration No. 201601016693 (1187624-H)]
Lagenda or the Company	: Lagenda Properties Berhad
Lagenda Group or Group	: Lagenda and its subsidiaries
Lagenda Share(s) or Share(s)	: Ordinary share(s) in Lagenda
Listing Requirements	: Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
LPD	: 4 April 2023, being the latest practicable date prior to the printing of this Circular

DEFINITIONS (CONT.)

LASB	: Ladang Awana Sdn Bhd [Registration No. 196801000437 (8022-T)]
Major Shareholder(s)	: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (i) 10% or more of the total number of voting shares in the Company; or (ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company For the purpose of this definition, “interest” shall have meaning of “interest in shares” given in Section 8 of the Act. A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon
Market Day(s)	: A day on which Bursa Securities is open for trading in securities
NA	: Net assets
Person(s) Connected	: Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
Proposed Share Buy-Back	: A proposal to seek for authority to enable the Company to purchase and/or hold up to ten per centum (10%) of the total number of issued shares of the Company
Proposed Shareholders’ Mandate	: Proposed new shareholders’ mandate for the Lagenda Group to enter into recurrent related party transactions of a revenue or trading nature
Purchased Shares	: Lagenda shares that have been purchased by the Company pursuant to Section 127 of the Act
Recurrent Related Party Transaction(s) or RRPT(s)	: Related party transaction(s) involving recurrent transactions of a revenue or trading nature that are necessary for the day-to-day operations and are in the ordinary course of business of Lagenda Group
Related Party or Related Parties	: A Director, major shareholders and/or person connected with such Director or Major Shareholder, and “Related Parties” shall be construed accordingly
RM and Sen	: Ringgit Malaysia and sen respectively
Rules on Take-Overs	: Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 as amended from time to time and any re-enactment thereof
Shareholders	: Shareholder(s) of Lagenda
Substantial Shareholder(s)	: A person who has interest or interests in one or more voting shares in the Company and the nominal amount of that share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting shares in the Company

DEFINITIONS (CONT.)

SC	: Securities Commission
SAHSB	: Setia Awan Holdings Sdn Bhd [Registration No. 201001004065 (888655-T)]
SAPSB	: Setia Awan Plantation Sdn Bhd [Registration No. 200401007541 (646045-X)]
TBSB	: Transnational Builder Sdn Bhd [Registration No. 202101024905 (1425205-U)]
Treasury Shares	: The Lagenda Share which are retained by the Company shall have the meaning under Section 127 of the Act.
YWDSB	: Yik Wang Development Sdn Bhd [Registration No. 199601034866 (407218-M)]

All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, are to our Group. All references to “you” in this Circular are references to the shareholders of our Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

Reference to persons shall include a corporation, unless otherwise specified. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

TABLE OF CONTENT

LETTER TO THE SHAREHOLDERS OF LAGENDA PROPERTIES BERHAD CONTAINING:

PART A: PROPOSED SHAREHOLDERS' MANDATE		
1.	INTRODUCTION	1
2.	DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE	2
3.	STATEMENT BY THE ARMC	10
4.	RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE	11
5.	EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE	11
6.	APPROVAL REQUIRED	12
7.	INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM	12
8.	DIRECTORS' RECOMMENDATION	12
9.	AGM	13

PART B: PROPOSED SHARE BUY-BACK		
1.	INTRODUCTION	15
2.	DETAILS OF THE PROPOSED SHARE BUY-BACK	16
3.	RATIONALE FOR THE PROPOSED SHARE BUY-BACK	18
4.	POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK	19
5.	FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK	19
6.	DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS	21
7.	IMPLICATIONS OF THE PROPOSED SHARE BUY-BACK IN RELATION TO THE RULES OF TAKE-OVERS (THE CODE)	22
8.	APPROVALS REQUIRED	22
9.	DIRECTORS' AND/OR MAJOR SHAREHOLDERS' INTERESTS	22
12.	DIRECTORS' RECOMMENDATION	22
11.	AGM	22
	FURTHER INFORMATION – APPENDIX 1	24

PART A

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING
NATURE**



LAGENDA PROPERTIES

LAGENDA PROPERTIES BERHAD
Registration No: 200101000008 (535763-A)
(Incorporated in Malaysia)

Registered Office:
5-9A, The Boulevard Offices
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Wilayah Persekutuan

28 April 2023

Board of Directors:

Admiral Tan Sri Dato' Seri Panglima Dr. Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (*Independent Non-Executive Chairman*)
Dato' Doh Jee Ming (*Managing Director*)
Dr. Lim Pang Kiam (*Independent Non-Executive Director*)
Looi Sze Shing (*Independent Non-Executive Director*)
Myrzela Binti Sabtu (*Independent Non-Executive Director*)
Dato' Mohamed Sharil Bin Mohamed Tarmizi (*Independent Non-Executive Director*)

To: The Shareholders of Lagenda

Dear Sir/Madam

PROPOSED SHAREHOLDERS' MANDATE

1 INTRODUCTION

On 10 April 2023, the Board announced to Bursa Securities that the Company intends to seek its shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming AGM of the Company for Lagenda Group to enter into several RRPTs with the Related Parties which are necessary for its day-to-day operations and within the ordinary course of business of Lagenda Group.

The purpose of this Circular is to provide you with the relevant details and information pertaining to the Proposed Shareholders' Mandate together with the Board's recommendation and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM of the Company. The notice convening the AGM together with the Form of Proxy are enclosed in the Company's Annual Report 2022.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM OF THE COMPANY.

2.0 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Paragraph 10.09(2) of the Listing Requirements provides that a listed issuer may seek a shareholders' mandate in respect of recurrent transactions with related parties which are of a revenue or trading nature and are necessary for its day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:

“in relation to a listed issuer with a share capital of RM60 million and above:

- (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more,
- whichever is the higher.
- (c) the issuance of circular to shareholders for shareholders' mandate shall include information as may be prescribed by Bursa Securities;
 - (d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of a person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
 - (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

The RRPTs that are contemplated under the Proposed Shareholders' Mandate are in compliance with Paragraph 10.09(2) of the Listing Requirements and the relevant provisions under Section 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

2.2 Validity of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming AGM, will take effect from the date of the passing of the Ordinary Resolution at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless the authority is renewed by a resolution passed at that meeting; or
- (b) the expiration of the period within which the next AGM, after the date is required to be held pursuant to Section 340(2) of the Act (but must 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 a general meeting;

whichever is the earlier.

Thereafter, the approval of the shareholders of the Company will be sought for the renewal of the shareholders' mandate at each subsequent AGM of the Company.

2.3 The principal activities of the Lagenda Group

Lagenda is an investment holding whilst the principal activities of its subsidiaries are as set out in the table below:

Name of companies	Principal activities	Equity interest held (%)
Blossom Eastland Sdn Bhd ("BESB")	Property development	100
LPB Development Sdn Bhd ("LPBD")	Property development	100
LPB Construction Sdn Bhd	Building construction	100
Rantau Urusan (M) Sdn Bhd	Building construction	100
Yik Wang Trading Sdn Bhd ("YWTSB")	Trading of building materials and hardware	100
Held through BESB:		
Maxitanah Sdn Bhd	Property development	100
Opti Vega Sdn Bhd	Property development	100
Taraf Nusantara Sdn Bhd ("TNSB")	Property development and construction works	100
Triprise Sdn Bhd	Property development, property management and other business management activities	100
Held through LPBD:		
Lagenda Mersing Sdn Bhd	Property development	70
Held through TNSB:		
Lagenda Tapah Sdn Bhd	Property development	100
Held through YWTSB:		
Sitiawan Bolts and Nuts Hardware Sdn Bhd ("SBNH")	Trading of building materials and hardware	100

2.4 Nature of RRPTs and Class of Related Parties

The nature of the RRPTs to be entered into by the Lagenda Group and the class of Related Parties under the Proposed Shareholders' Mandate are as follows:

Nature of RRPTs	Transacting Parties		Related Parties	Relationship of Related Parties with Lagenda Group	Estimated aggregate value from forthcoming AGM to the next AGM (RM) ⁽¹⁾
	Provider	Recipient			
Rental expense for the 5-storey office building (approximately 44,235 sq ft) located at No. 131, Persiaran PM2/1, Pusat Bandar Seri Manjung Seksyen 2, 32040 Seri Manjung, Perak & approximately 110 car park bays on a piece of land held under PT 38104, H.S. (D) 35902 Mukim Sitiawan, Perak. The rental is paid on a monthly basis.	SAHSB	Lagenda	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of both SAHSB and Lagenda. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholder of SAHSB.	1,500,000
Rental expense for the premises located at No. 76 (1 st Floor), Persiaran PM2/4, Pusat Bandar Seri Manjung Seksyen 2, 32040 Seri Manjung, Perak. The rental is paid on a monthly basis.	YWDSB	Lagenda	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of both YWDSB and Lagenda. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholder of YWDSB.	13,000
Rental expense for the premises located at 101, 201, 203, 501, 503, 701 and 801, Block G, Pusat Dagangan Phileo Damansara 1, No.9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor. The rental is paid on a monthly basis.	DPSB	TNSB	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of both DPSB and TNSB. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholder of DPSB.	365,000

Nature of RRPTs	Transacting Parties		Related Parties	Relationship of Related Parties with Lagenda Group	Estimated aggregate value from forthcoming AGM to the next AGM (RM) ⁽¹⁾
	Provider	Recipient			
Rental expense for the premises located at 3A03, 703, Block G, Pusat Dagangan Phileo Damansara 1, No.9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor. The rental is paid on a monthly basis.	DPSB	Lagenda	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of both DPSB and Lagenda DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholder of DPSB.	101,000
Rental expense for the premises located at 601, Block G, Pusat Dagangan Phileo Damansara 1, No.9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor. The rental is paid on a monthly basis.	JGSB	TNSB	DDJM DDTL	DDJM is person connected to DDTL, who is Director and Major Shareholder of JGSB. DDJM is the brother of DDTL and also a Major Shareholder in JGSB.	27,500
Rental income for the premises located at A-02-10, Casa Damansara 2, Jalan SS2/72, 47300 Petaling Jaya, Selangor. The rental is received on a monthly basis.	TNSB	JGSB	DDJM DDTL	DDJM is person connected to DDTL, who is Director and Major Shareholder of JGSB. DDJM is the brother of DDTL and also a Major Shareholder in JGSB.	19,500
Rental income for the agricultural lands with oil palm plantation located at Lot Nos. 59307 – 59479, Mukim Durian Sebatang, Daerah Hilir Perak, Negeri Perak. The rental is received on a monthly basis.	BESB	LASB	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of LASB, BESB and TNSB. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholders of LASB. LASB is the wholly owned subsidiary of SAPSB.	1,669,000
Rental income for the agricultural lands with oil palm plantation located at PT 42174 and PT 42175, Mukim Sitiawan, Daerah Manjung, Negeri Perak. The rental is received on a monthly basis.	TNSB	LASB			

Nature of RRPTs	Transacting Parties		Related Parties	Relationship of Related Parties with Lagenda Group	Estimated aggregate value from forthcoming AGM to the next AGM (RM) ⁽¹⁾
	Provider	Recipient			
Supply of construction materials by Lagenda Group to transacting parties.	YWTSS	DBPDSB	DDJM	DDJM is Shareholder of DBPDSB. DDJM is a brother-in-law to Mr Goh Jeun Seng, who is Director and Major Shareholder of DBPDSB.	478,000
		GHDSB	DDJM DDJC	DDJM is brother to DDJC, who is Director and Major Shareholder of GHDS.	3,077,000
		SAPSB	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of SAPSB, whose is deemed interested pursuant to Section 8(4) of the Act by virtue of its shareholdings in Doh Capital Sdn Bhd. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholders of SAPSB.	20,000
		TBSB	DDJM DDTL	DDJM is person connected to DDTL, who is Director and Major Shareholder of TBSB. DDJM is brother to DDTL.	52,000,000

Nature of RRPTs	Transacting Parties		Related Parties	Relationship of Related Parties with Lagenda Group	Estimated aggregate value from forthcoming AGM to the next AGM (RM) ⁽¹⁾
	Provider	Recipient			
Supply of construction materials by Lagenda Group to transacting parties.	SBNH	SAPSB	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of SAPSB, whose is deemed interested pursuant to Section 8(4) of the Act by virtue of its shareholdings in Doh Capital Sdn Bhd. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholders of SAPSB.	14,850
		AESB	DDJM DDTL DDJC	DDJM is Director of AESB. DDJM is deemed interested pursuant to Section 8(4) of the Act by virtue of his shareholdings in SAPSB, whose is Major Shareholder of Lagenda via its shares on Doh Properties Holdings Sdn Bhd (now known as Doh Capital Sdn Bhd).	7,500
	GHDSB	DDJM DDJC	DDJM is brother to DDJC, who is Director and Major Shareholder of GHDSB.	DDJM is brother to DDJC, who is Director and Major Shareholder of GHDSB.	7,150
	LASB	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of LASB and SBNH. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholders of LASB. LASB is the wholly owned subsidiary of SAPSB.	DDJM is Director and Major Shareholder of LASB and SBNH. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholders of LASB. LASB is the wholly owned subsidiary of SAPSB.	6,050

Nature of RRPTs	Transacting Parties		Related Parties	Relationship of Related Parties with Lagenda Group	Estimated aggregate value from forthcoming AGM to the next AGM (RM) ⁽¹⁾
	Provider	Recipient			
Supply of construction materials by Lagenda Group to transacting parties.	SBNH	YWDSB	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of both YWDSB and Lagenda. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholder of YWDSB.	4,330
		SAHSB	DDJM DDTL DDJC	DDJM is Director and Major Shareholder of both SAHSB and Lagenda. DDJM is the brother of DDTL and DDJC, who are Directors and Major Shareholder of SAHSB.	

Notes

¹ This is for the period from the date of AGM up to date of the forthcoming AGM of the Company. The values are merely estimated and are based on management's forecast of transaction values that have been undertaken and anticipated. The estimated value is subject to changes.

² The direct and indirect shareholdings of these interested related parties (if any) are set out in Section 7 below. Accordingly, these interested related parties will abstain from voting in respect of their direct or indirect shareholdings in Lagenda at the forthcoming AGM on the Proposed Shareholders' Mandate.

2.5 Amount Due and Owing by Related Parties

Given that this is a new RRPT under the Proposed Shareholders Mandate, as at the financial year ended 31 December 2022 and the LPD, there is no outstanding amount due from and owing to Lagenda Group under the Related Parties which has exceeded the credit term.

2.6 Guidelines and Review Procedures

The Group had established the following guidelines and procedures to ensure that the RRPT contemplated under the Proposed Shareholders' Mandate are undertaken at prices dictated by market forces and on an arm's length basis and with terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders:

(a) Methods for Determination of Transaction Price

- (i) The transaction prices and the terms and conditions are determined by current market forces under similar commercial terms and normal trade practices for transactions with third parties.
- (ii) The Group shall ensure that at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, whenever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.
- (iii) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the Group's pricing for the products/services to be supplied/provided and/or purchased/received will be determined in accordance with the Group's usual business practices and policies, which are on terms not more favourable to the related parties than those extended to third parties/public and not to the detriment of minority shareholders of the Company.

(b) Thresholds for Approval of RRPT

There is no specific threshold for the approval of RRPT within the Lagenda Group as the transaction prices entered with the Related Parties are guided by the prevailing market prices carried out on "arm's length basis", on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority Shareholders. All RRPTs are subject to the review of the ARMC and approval of the Board.

(c) Monitoring of RRPT

- (i) An updated list of related parties shall be circulated within the Group from time to time for reference and at the same time, the related party will be notified to ensure that all RRPT are undertaken in accordance with the policies.
- (ii) All operating divisions and subsidiary companies shall review the existing information systems to ensure that information on Related Party Transactions are captured at source.
- (iii) Records will be maintained by the Company for ARMC's review in order to capture all RRPT which are entered into pursuant to the shareholders' mandate.
- (iv) The ARMC shall review the internal audit reports as and when required to ascertain that the guidelines and procedures established to monitor RRPT have been complied with.

- (v) The Board and the ARMC shall have overall responsibility for the determination of the review procedures with authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or ARMC has an interest, as the case may be, he will abstain from any decision making by the Board and the ARMC respectively in respect of the said transaction.
- (vi) Additional quotations, if relevant, from third parties will be obtained and will be evaluated based on ranking on the price, delivery, services and other terms and conditions before entering into such transactions.

If it is determined that the guidelines and/or procedures stated in Section 2.6 of this Circular are inadequate and to ensure that:

- (i) the RRPT will be conducted at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (ii) such transactions are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders;

the Company will obtain a fresh shareholders' mandate based on new guidelines and procedures.

The ARMC shall also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

Pursuant to Paragraph 10.09 of the Listing Requirements, in a meeting to obtain the Proposed Shareholders' Mandate, the interested Director, interested Major Shareholder or interested persons connected with a Director and/or Major Shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions.

2.7 Disclosure in the Annual Report

Disclosure will be made in the Company's Annual Report in accordance with Paragraph 3.1.5 of the Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT made during the financial year based on the following information:-

- (a) type of RRPT made;
- (b) names of the Related Parties involved and their relationship with the Group pursuant to the Proposed Shareholders' Mandate in accordance with paragraph 10.09(2) and Practice Note No. 12 of the Listing Requirements.

3.0 STATEMENT BY THE ARMC

The ARMC of the Company has seen and reviewed the procedure mentioned in Section 2.6 above and is of the view that:

- (a) The procedures and processes are sufficient to ensure that the RRPT are carried out on terms that are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders; and
- (b) The Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

4.0 RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

4.1 Rationale for the Proposed Shareholders' Mandate

The rationale for the Proposed Shareholders' Mandate is to enable Lagenda Group to obtain a general mandate from its shareholders for the RRPTs. The RRPTs are considered by the Board to be beneficial and important to the Lagenda Group as it involved recurrent transactions of leasing and trading revenue which forms part of the day-to-day operations of Lagenda Group, and further on contributing to the income generation of Lagenda Group.

It is envisaged that in the normal course of business of Lagenda Group, transactions in respect of goods or services with the Related Parties will occur with some degree of frequency from time to time and may arise at any time.

Some of these RRPTs may be time-sensitive and it may be impractical to seek shareholders' approval on a case to case basis before entering into such RRPTs.

The obtaining of the shareholders' mandate and the renewal thereof on an annual basis would eliminate the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT arise, thereby reducing administrative time and cost associated with the corporate objectives or adversely affecting the business opportunities available to Lagenda Group.

4.2 Benefits of the Proposed Shareholders' Mandate

Some of the benefits to be derived from the Proposed Shareholders' Mandate of these RRPT are:

- 4.2.1 flexibility and choice of parties to enter into such transactions, whether with Related Parties or Non-Related Parties;
- 4.2.2 facilitate transactions with Related Parties which are in the ordinary course of business of Lagenda Group undertaken at arm's length basis, normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- 4.2.3 facilitate transactions with Related Parties in an expeditious manner to meet business needs for the supply and/or provision of goods and services which are necessary for its day-to-day operations, particularly business needs which are time sensitive in nature; and
- 4.2.4 eliminate the need to announce and convene separate general meetings to seek shareholders' mandate for each transaction and as such, substantially reduce expenses, time and other resources associated with the making of announcements and convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow financial and manpower resources to be channeled to attain more productive objectives.

In addition to the above benefits, the Related Parties had also proven to be reliable in its delivery of services and products as well as fulfilling the quality expectations of the Lagenda Group. Due to previous business dealings with the Related Parties, the Related Parties are familiar with the Lagenda Group's operations and are able to meet the Lagenda Group's business requirements even when short notice is given. This has allowed the Lagenda Group to benefit from sudden business opportunities that had arisen.

5.0 EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate if obtained at the forthcoming AGM, will not have any effect on the earnings per share, gearing and NA per share at Lagenda Group, issued and paid up share capital and its major shareholders of the Company.

6.0 APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of Lagenda at the forthcoming AGM to be convened.

7.0 INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed in this Circular and below, none of the other Directors and Major Shareholders and/or persons connected to them as any interest, direct or indirect, in the Proposed Shareholders' Mandate:

Name	Shareholdings			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
<u>Interested Director and Major Shareholder</u> DDJM	2,300,800	0.27	607,571,209 ⁽¹⁾	72.56
<u>Interested Persons Connected</u> ⁽²⁾				
DDTL	-	-	607,571,209 ⁽¹⁾	72.56
DDJC	-	-	607,571,209 ⁽¹⁾	72.56

Note:

(1) Deemed interested pursuant to Section 8(4) of the Companies Act 2016 by virtue of their shareholdings in Lagenda Land Sdn Bhd and Setia Awan Plantation Sdn Bhd, which in turn holds 100% equity interest in Doh Capital Sdn Bhd.

(2) DDTL and DDJC are brothers of DDJM

The interested Director, interested Major Shareholder and interested persons connected to them shall abstain from voting and deliberating in respect of their direct and indirect shareholdings in the Company, if any, at the forthcoming AGM on the resolution approving the RRPT involving their interests which are comprised in the Proposed Shareholders' Mandate.

The Directors and/or Major Shareholder have undertaken to ensure that all the persons connected to them will abstain from voting in respect of their direct and/or indirect interests in the Company on the ordinary resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

8.0 DIRECTORS' RECOMMENDATION

Having considered the rationale for the Proposed Shareholders' Mandate and deliberated on the same, the Board with the exception of DDJM, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Lagenda Group.

The Board (save for Interested Director) having considered all respects of the Proposed Shareholders' mandate, is of the opinion that it is in the best interest of the Company and accordingly recommends that the shareholders vote in favour of the ordinary resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

9.0 AGM

The AGM, the notice of which is enclosed in the Company's Annual Report 2022 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 at any adjournment thereof, for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution set out in the Notice of AGM, to give effect to the Proposed Shareholders' Mandate.

If you are unable to attend and vote in person at the AGM, you will find attached to the Company's Annual report 2022, a Proxy Form, which you are required to complete, sign and return in accordance with the instructions contained therein and forward it to the business address of the Company at Level 4, No. 131, Persiaran PM2/1, Pusat Bandar Seri Manjung Seksyen 2, 32040 Seri Manjung, Perak so as to arrive not less than forty-eight (48) hours before the time set for the holding of the AGM. Alternatively, the Proxy Form may also be electronically submitted via the Vote2U Online at <https://web.vote2u.my>. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

10.0 FURTHER INFORMATION

You are requested to refer to the attached Appendix I contained in this Circular for further information.

Yours faithfully
for and on behalf of the Board of
Legenda Properties Berhad

Dr. Lim Pang Kiam
Independent Non-Executive Director

PART B
PROPOSED SHARE BUY-BACK



LAGENDA PROPERTIES

LAGENDA PROPERTIES BERHAD
Registration No: 200101000008 (535763-A)
(Incorporated in Malaysia)

Registered Office:
5-9A, The Boulevard Offices
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Wilayah Persekutuan

Board of Directors

Admiral Tan Sri Dato' Seri Panglima Dr. Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (*Independent Non-Executive Chairman*)
Dato' Doh Jee Ming (*Managing Director*)
Dr. Lim Pang Kiam (*Independent Non-Executive Director*)
Looi Sze Shing (*Independent Non-Executive Director*)
Myrzela Binti Sabtu (*Independent Non-Executive Director*)
Dato' Mohamed Sharil Bin Mohamed Tarmizi (*Independent Non-Executive Director*)

To: The Shareholders of Lagenda

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK

1. INTRODUCTION

The Company had on 10 April 2023 announced that the Company proposes to seek the approval of the shareholders to undertake the Proposed Share Buy-Back at the forthcoming AGM of the Company.

THE PURPOSE OF THE STATEMENT IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED SHARE BUY-BACK AND TO SET OUT THE VIEW AND RECOMMENDATION OF OUR BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION TO BE TABLED AT THE FORTHCOMING AGM. THE NOTICE OF AGM AND THE PROXY FORM ARE ENCLOSED IN THE COMPANY'S ANNUAL REPORT 2022.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHARE BUY-BACK.

2. DETAILS OF THE PROPOSED SHARE BUY BACK

The Board is proposing to seek approval from the shareholders of the Company to purchase and/or hold up to ten per centum (10%) of the total number of issued Shares of the Company at any point of time, within the time period stated in Section 2(b) of this Statement subject to compliance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules and regulations, orders, guidelines and other requirements issued by the relevant authorities (“**Prevailing Laws**”) and will continue to be in force until:-

- (a) the conclusion of the next annual general meeting (“AGM”) of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,
- whichever occurs first.

2.1 Maximum Limit

The maximum aggregate number of Shares, which may be purchased by the Company, shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time.

As at the LPD, the total number of issued Shares of the Company is represented by 837,327,181 ordinary shares. Hence, the maximum number of Shares that may be purchased or held as treasury shares by the Company is 83,727,718 Shares representing 10% of the total number of issued shares of the Company pursuant to the Proposed Share Buy-Back Authority. As at LPD, no Lagenda shares were bought back and held as treasury shares.

The actual number of Lagenda Shares to be purchased by the Company and the timing of such purchase will depend on (among others) the prevailing equity market conditions and sentiments of the stock market as well as the retained profits and financial resources available to the Company at the time of the purchase(s). The Proposed Share Buy-Back shall only be effected on the open market of the Exchange via its automated trading system and shall exclude any direct business transactions as defined in accordance with the rules of Bursa Securities. The Proposed Share Buy-Back shall be transacted through the Company’s appointed stockbroker(s) as approved by Bursa Securities and appointed at a later date.

2.2 Source of Funds

The Proposed Share Buy-Back may be funded through internally-generated funds and/or bank borrowings as long as the purchase is backed by an equivalent amount of retained profits of the Company, subject to compliance with the Prevailing Laws.

The Proposed Share Buy-Back, if funded through internally-generated funds, is not expected to have a material impact on the cash flow position of the Company. In the event the Proposed Share Buy-Back is to be financed by bank borrowings, the Board will ensure that the Company has the capability to repay such borrowings and that such repayment will not have a material effect on the cash flow of the Company.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of the retained profits of the Company at the time of purchase. Based on the latest audited financial statements of the Company and the Group for the financial year ended 31 December 2021 and 31 December 2022 respectively, the retained profits of the Company and the Group are as follows:

	Audited	Unaudited
	As at 31 December 2021	As at 31 December 2022
	RM'000	RM'000
<u>Company</u> Retained Profits	(10,523)	5,426
<u>Group</u> Retained Profits	567,778	691,609

Notwithstanding the above, the Company will ensure that there are sufficient retained profits at Company level prior to the share buy-back. In addition, the Company will ensure that the maximum amount of funds to be utilised for the Proposed Share Buy-Back shall not exceed the aggregate of the retained profits of the Company at the time of purchase.

As required under Section 112(2) of the Act, the Company will have to perform a solvency test to satisfy the following conditions:

- (a) the share buy-back would not result in the Company being insolvent and its capital being impaired at the date of the solvency statement; and
- (b) the Company will remain solvent after each buy-back during the period of six (6) months after the date of the declaration made by a majority of the Directors.

2.3 Public Shareholding Spread

As at LPD, the public shareholding spread of the Company was 27.16%.

The Board is mindful of the requirement that any purchase of the Lagenda Shares by the Company must not result in the public shareholding spread of the Company falling below 25% of its issued and paid-up share capital.

2.4 Treatment of Purchased Shares

Pursuant to Section 127 of the Act, the Board may deal with the Purchased Shares in the following manner:-

- (i) cancel all or part of the Purchased Shares; or
- (ii) retain the Purchased Shares as treasury shares, to be distributed as dividends to the shareholders and/or resold on the market of Bursa Securities and/or transferred for the purposes of or under an employees' share scheme and/or transferred as purchase consideration; or
- (iii) retain part of the Purchased Shares as treasury shares and cancel the remainder; or
- (iv) deal with the Shares in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time.

In considering how the Purchased Shares will be dealt with, an immediate announcement will be made to Bursa Securities upon each purchase, cancellation and/or resale of Purchased Shares pursuant to the Proposed Share Buy-Back.

2.5 Purchase Price and Resale/Transfer Price

In accordance with the Listing Requirements, Lagenda may only purchase its own shares on Bursa Securities at a price which is not more than fifteen percent (15%) above the weighted average market price of Lagenda Shares for the five (5) Market Days immediately before the purchase. An immediate announcement will be made to Bursa Securities of any purchase(s) of its own shares on the day of purchase.

The Company may only resell the Purchased Shares held as treasury shares on Bursa Securities, the Company may only do so at:

- a) a price which is not less than the weighted average market price for the Lagenda Shares for the five (5) Market Days immediately before the resale or transfer; or
- b) a discounted price of not more than five percent (5%) to the weighted average market price for the Lagenda Shares for the (5) Market Days immediately before the resale or transfer provided that:
 - i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
 - ii) the resale price is not less than the cost of purchase of the Lagenda Shares being resold or transferred.

2.6 Ranking of Purchased Shares

In the event the Purchased are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended.

2.7 Details of Purchases of Shares in the Previous Twelve (12) Months

Given that this is the first time Lagenda is seeking authority from its shareholders for the Proposed Share Buy Back, Lagenda has not purchased any of its own Shares, retained its Shares as Treasury Shares or resale its Treasury Shares or cancelled its shares in the preceding twelve (12) months.

3.0 RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will enable the Company to utilise its surplus financial resources more efficiently, to stabilise the supply and demand of Lagenda Shares traded on the Exchange and thereby support its fundamental value.

The Purchased Shares of the Company can be held as Treasury Shares and resold through the Exchange at a higher price and generate capital gains for the Company. The Purchased Shares retained as treasury shares can be distributed as share dividends to shareholders as a reward.

The Purchased Shares retained as treasury shares can be utilised as purchase consideration for corporate transaction(s) such as acquisition of land/property/assets, thereby reducing the capital outflow/financial burden of the Company and/or Group.

Notwithstanding the above, the financial resources of the Company will increase if the Purchased Shares held as treasury shares are resold at prices higher than the purchase price.

4.0 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY- BACK

The potential advantages of the Proposed Share Buy-Back are as follows:-

- a) The Company may be able to stabilise the supply and demand of its Lagenda Shares in the open market and thereby support its fundamental value.
- b) The Proposed Share Buy-Back will provide the Company with opportunities for potential gains if the Purchased Shares which are retained as Treasury Shares are resold at prices higher than their cost of purchase.
- c) The Treasury Shares can also be distributed as share dividends to reward the shareholders.
- d) The Purchased Shares may be held as Treasury Shares and to be transferred for the purpose of or under the Employee Share Scheme established by the Company without the necessity of appointing trustee, thus, saving costs.

The potential disadvantages of the Proposed Share Buy-Back are as follows:-

- a) Reduce the financial resources of the Group which may result in the Group foregoing better investment opportunities that may emerge in the future or, at least deprive Lagenda Group of interest income that can be derived from the funds utilized for the Proposed Share Buy-Back.
- b) Reduce the financial resources available for distribution to shareholders in the immediate future as the funds to be allocated for the Proposed Share Buy-Back can only be made out of retained earnings of the Company.

Nevertheless, the Board in the view that the Proposed Share Buy-Back is not expected to cause any potential material disadvantage to the Company and its shareholders and it will be implemented only after taking into consideration, amongst others, the financial resources of the Group, and of the resultant impact on the shareholders of the Company.

5.0 FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

a. Share Capital

In the event that the Company acquires the full ten percent (10%) of the total number of issued shares of the Company authorised under the Proposed Share Buy-Back and all the Lagenda Shares so acquired are cancelled, the total number of issued shares of the Company will be as follows:

	<u>No. of Lagenda Shares</u>
Total number of issued shares as at LPD	837,327,181
Assuming the Proposed Share Buy-Back is implemented in full (up to 10%)	(83,732,718)
Total number of issued shares upon completion of the Proposed Share Buy-Back	753,594,463

The Proposed Share Buy-Back will have no effect on the issued share capital of the Company if all the Purchased Shares are to be retained as Treasury Shares, resold or distributed to the shareholders. In the event that the Purchased Shares are retained as Treasury Shares, the total issued capital of the Company will not be reduced but the rights attaching to the Treasury Shares as to voting, dividends and participation in other distribution or otherwise will be suspended. While these Purchased Shares remain as Treasury Shares, the Act prohibits the taking into account of such Purchased Shares in calculating the number or percentage of Shares in the Company for any purpose whatsoever including, substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

b. Working Capital

The Proposed Share Buy-Back could reduce the working capital and cashflow available to the Group, the extent of which will depend on the purchase price and the number of Shares purchased. Assuming that the Purchased Shares are retained as Treasury Shares and subsequently resold, the working capital and the cashflow of the Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cashflow will depend on the actual selling price(s) of the Treasury Shares and the number of Treasury Shares resold.

c. NA Per Share

The Proposed Share Buy-Back, if implemented, may increase or decrease the NA per Share depending on the purchase price(s) of the Shares to be purchased. The NA per Share will increase if the purchase price is less than the NA per Share but will decrease if the purchase price exceeds the NA per Share at the time the Shares are purchased.

For the Purchased Shares and kept as Treasury Shares, upon resale, the NA per Share will increase if the gain of the Shares resold has been realised. However, the quantum of the increase in NA per Share will depend on the selling prices of the Treasury Shares and the number of Treasury Shares resold.

d. EPS

The effects of the Proposed Share Buy-Back on the EPS of the Lagenda Group are dependent on the purchase price(s) of the Shares and the effective funding cost or loss in interest income to the Lagenda Group. Where the Purchased Shares are to be cancelled, the EPS of the Lagenda Group will generally, all else being equal, increase as a result of the reduction in the issued share capital of the Company.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

6.0 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The effect of the Proposed Share Buy-Back on the shareholdings of the Directors and the substantial shareholders of Lagenda based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at LPD assuming the Proposed Share Buy-Back is undertaken in full by Lagenda, are as follows:

a) Register of Directors' Shareholdings

Directors	As at LPD				After the Proposed Share Buy-Back and assuming the maximum Shares are purchased			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Sri Dato' Seri Panglima Dr. Ahmad Kamaruzaman Bin Hj Ahmad Badaruddin	-	-	-	-	-	-	-	-
Dato' Doh Jee Ming	2,300,800	0.27	607,571,209	72.56 ⁽¹⁾	2,300,800	0.31	607,571,209	80.62 ⁽¹⁾
Myrzela Binti Sabtu	-	-	-	-	-	-	-	-
Dato' Mohamed Sharil Bin Mohamed Tarmizi	-	-	-	-	-	-	-	-
Looi Sze Shing	-	-	-	-	-	-	-	-
Dr. Lim Pang Kiam	-	-	-	-	-	-	-	-

b) Register of Substantial Shareholders

Substantial Shareholders	As at LPD				After the Proposed Share Buy Back and assuming the maximum Shares are purchased			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Lagenda Land Sdn Bhd	570,000,001	68.07	-	-	570,000,001	75.63	-	-
Doh Properties Holdings Sdn Bhd (now known as Doh Capital Sdn Bhd)	37,571,208	4.49	-	-	37,571,208	4.98	-	-
Setia Awan Plantation Sdn Bhd	-	-	37,571,208	4.49	-	-	37,571,208	4.98
Dato' Doh Jee Ming	2,300,800	0.27	607,571,209	72.56 ⁽¹⁾	2,300,800	0.31	607,571,209	80.62 ⁽¹⁾
Dato' Doh Jee Chai	-	-	607,571,209	72.56 ⁽¹⁾	-	-	607,571,209	80.62 ⁽¹⁾
Dato' Doh Tee Leong	-	-	607,571,209	72.56 ⁽¹⁾	-	-	607,571,209	80.62 ⁽¹⁾

Note:

(1) Deemed interested pursuant to Section 8 of the Act by virtue of their shareholdings in Lagenda Land Sdn Bhd, Doh Capital Sdn Bhd and Setia Awan Plantation Sdn Bhd, of which in turn holds 100% equity interest in Doh Capital Sdn Bhd

7.0 IMPLICATIONS OF THE PROPOSED SHARE BUY-BACK IN RELATION TO THE RULES OF TAKE-OVERS (THE CODE)

The Proposed Share Buy-Back may result in any director(s), substantial shareholder(s) and/or parties acting in concert triggering a mandatory general offer obligation. In the event the Proposed Share Buy-Back results in any director(s), substantial shareholder(s) and/or parties acting in concert with him/them triggering a mandatory offer obligation under the Code, the affected director(s) or substantial shareholder(s) will be obliged to make a mandatory offer for the remaining Lagenda Shares not held by him/them. The Board is mindful of the provision under the Code.

8.0 APPROVALS REQUIRED

The Proposed Share Buy-Back is subject to approval being obtained from the shareholders at the forthcoming AGM of the Company.

9.0 DIRECTORS' AND/OR MAJOR SHAREHOLDERS' INTERESTS

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Share Buy-Back set out in Section 6.0 of this Statement, none of the Directors and/or major shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the Proposed Share Buy-Back or the resale of treasury shares, if any.

10.0 DIRECTORS' RECOMMENDATION

The Board having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interests of the Company. Accordingly, the Board recommends that the shareholders to vote in favour of the Ordinary Resolution pertaining to the Proposed Share Buy-Back at the forthcoming AGM of the Company.

11.0 AGM

The AGM, the notice of which is enclosed in the Company's Annual Report 2022 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 at any adjournment thereof, for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution set out in the Notice of AGM, to give effect to the Proposed Share Buy-Back.

If you are unable to attend and vote in person at the AGM, you will find attached to the Company's Annual report 2022, a Proxy Form, which you are required to complete, sign and return in accordance with the instructions contained therein and forward it to the business address of the Company at Level 4, No. 131, Persiaran PM2/1, Pusat Bandar Seri Manjung Seksyen 2, 32040 Seri Manjung, Perak so as to arrive not less than forty-eight (48) hours before the time set for the holding of the AGM. Alternatively, the Proxy Form may also be electronically submitted via the Vote2U Online at <https://web.vote2u.my>. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

12.0 FURTHER INFORMATION

You are requested to refer to the attached Appendix I contained in this Statement for further information.

Yours faithfully
for and on behalf of the Board of
Legenda Properties Berhad

Admiral Tan Sri Dato' Seri Panglima Dr. Ahmad Kamarulzaman
Bin Hj Ahmad Badaruddin
Independent Non-Executive Chairman

FURTHER INFORMATION - APPENDIX I

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular/Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Neither the Company nor of its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business of the Group) within two (2) years preceding the LPD.

3. MATERIAL LITIGATION

As at the LPD, neither the Company nor of its subsidiaries is engaged in any material litigation, claim and arbitrations either, as plaintiff or defendant, and the Board have no knowledge of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company and its subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 5-9A, The Boulevard Offices, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular/Statement up to and including the date of the 22nd AGM:

- (a) Constitution of Lagenda; and
- (b) Audited Financial Statements of the Company for the past two (2) financial years ended 31 December 2021 and 31 December 2022.

EXTRACT OF THE NOTICE OF THE 22ND ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 9 PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"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(2) 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."

ORDINARY RESOLUTION 10 PROPOSED SHARE BUY-BACK

"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

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 purchase; 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.”