

LAGENDA PROPERTIES BERHAD

[Registration No. 200101000008 (535763-A)]

(Incorporated in Malaysia)

MINUTES OF THE TWENTY-FIRST ANNUAL GENERAL MEETING (“AGM”) OF LAGENDA PROPERTIES BERHAD (“LAGENDA” OR “THE COMPANY”) HELD ON A FULLY VIRTUAL BASIS AT AN ONLINE MEETING PLATFORM PROVIDED BY VOTE2U VIA ITS WEBSITE AT [HTTPS://WEB.VOTE2U.MY](https://web.vote2u.my) ON MONDAY, 27 JUNE 2022 AT 11.00 A.M.

- Present** : **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*)
Dato’ Doh Jee Chai (*Non-Independent Non-Executive Director*)
Looi Sze Shing (*Independent Non-Executive Director*)
Mohamad Ali bin Ariffin (*Independent Non-Executive Director*)
- Shareholders/Proxy Holders**
As per Virtual Attendance Report attached
- In Attendance** : Jesslyn Ong Bee Fang (*Company Secretary*)

1. CHAIRMAN

Admiral Tan Sri Dato’ Seri Panglima Dr. Ahmad Kamarulzaman bin Hj Ahmad Badaruddin, the Chairman of the Meeting took the Chair at the online meeting platform and welcomed all members/proxies to the fully virtual AGM conducted via live streaming with online remote voting using the Remote Participation and Voting Facilities (RPV).

2. QUORUM

As part of good corporate governance, the Chairman reported that the Company received in total 49 proxy forms from shareholders for a total of 658,872,751 ordinary shares representing 78.69% of the total number of issued shares of the Company. Out of those, there were 38 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented are 653,169,507 ordinary shares representing 78.01% of the total number of issued shares of the Company.

Upon confirmation by the Chairman of the presence of a quorum at the fully virtual AGM whereby there were 24 shareholders and proxies who had joined the Meeting via RPV, the Chairman called the Meeting to order and proceeded to business.

3. NOTICE OF MEETING

The Notice of the Meeting dated 29 April 2022, with the consent of the members, was taken as read.

4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed the shareholders that the Audited Financial Statements was meant for discussion only as provision of Sections 248(2) and 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders. Therefore, Agenda 1 was not put forward for voting.

The Chairman invited shareholders to raise any question in the query box pertaining to the Audited Financial Statements of the Company for the financial year ended 31 December 2021.

The Chairman then declared that the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon, be received.

5. DIRECTORS' FEES UP TO AN AGGREGATE AMOUNT OF RM440,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022

The second agenda of the AGM was to approve the payment of Directors' fees to the Non-Executive Directors for the financial year ending 31 December 2022.

The Chairman informed the Meeting that the fees are based on the targeted Board size. In the event the proposed amount is insufficient, approval will be sought at the next AGM for any shortfall.

The Meeting was requested to consider the Ordinary Resolution 1 on the Directors' fees, as duly set out in the notice of AGM.

The Chairman then put the motion on the Directors' fees to the Meeting for a vote by way of poll:-

Ordinary Resolution 1

"THAT the payment of Directors' fees up to an aggregate amount of RM440,000 to the Non-Executive Directors of the Company for the financial year ending 31 December 2022 be approved."

6. DIRECTORS' BENEFITS UP TO AN AGGREGATE AMOUNT OF RM85,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022

The third agenda of the AGM was to approve the payment of Directors' benefits (excluding Directors' fees) for the financial year ending 31 December 2022.

The Chairman informed the Meeting that the benefits are calculated based on the current Board size. In the event the proposed amount is insufficient due to enlarged Board size or increased responsibility, approval will be sought at the next AGM for the shortfall.

The Meeting was requested to consider the Ordinary Resolution 2 on the Directors' benefits, as duly set out in the notice of AGM.

The Chairman put the motion on the Directors' benefits to the Meeting for a vote by way of poll:-

Ordinary Resolution 2

"THAT the payment of Directors' benefits up to an aggregate amount of RM85,000 for the financial year ending 31 December 2022 be approved."

7. RE-ELECTION OF DIRECTOR

Pursuant to Clause 95 of the Company's Constitution, Dato' Doh Jee Chai who retired by rotation and being eligible, has offered himself for re-election.

The Chairman put the following motion to the Meeting for a vote by way of poll:-

Ordinary Resolution 3

"THAT Dato' Doh Jee Chai retiring pursuant to Clause 95 of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company."

8. RE-ELECTION OF DIRECTOR

Pursuant to Clause 95 of the Company's Constitution, Ms. Looi Sze Shing who retired by rotation and being eligible, has offered herself for re-election.

The Chairman put the following motion to the Meeting for a vote by way of poll:-

Ordinary Resolution 4

"THAT Ms. Looi Sze Shing retiring pursuant to Clause 95 of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company."

9. RE-ELECTION OF DIRECTOR

Pursuant to Clause 102 of the Company's Constitution, the Chairman of the Meeting who was appointed during the year and now retiring and being eligible, has offered himself for re-election. The Chairman, being an interested party in the resolution on his own re-election as a Director of the Company has handed over the chairmanship to Ms. Looi Sze Shing to preside over the resolution on his re-election.

Ms. Looi Sze Shing put the following motion to the Meeting for a vote by way of poll:-

Ordinary Resolution 5

"THAT Admiral Tan Sri Dato' Seri Panglima Dr. Ahmad Kamarulzaman bin Hj Ahmad Badaruddin retiring pursuant to Clause 102 of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company."

Ms. Looi Sze Shing then handed the Chair back to the Chairman.

10. RE-APPOINTMENT OF AUDITORS

The Meeting was informed that the present Auditors, Moore Stephens Associates PLT has informed the Board that they are seeking re-appointment as External Auditors of the Company for the financial year ending 31 December 2022.

The Chairman put the following motion to the Meeting for a vote by way of poll:-

Ordinary Resolution 6

“THAT Moore Stephens Associates PLT be re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration.”

11. SPECIAL BUSINESS

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT, 2016

The last agenda of the AGM was on the general mandate to empower the Directors to issue and allot shares up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investments, projects, working capital and/or acquisitions.

The Meeting was requested to consider the Ordinary Resolution 7 on the general mandate, as duly set out in the notice of AGM.

The Chairman put the following motion to the Meeting for a vote by way of poll:-

Ordinary Resolution 7

“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 pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to 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 ALWAYS 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 the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

12. ADJOURNMENT OF MEETING AND DECLARATION OF POLLING RESULTS

After the Q&A session and process of voting ended, the Meeting then adjourned until the counting of the votes had been completed and the results of the poll validated by the Independent Scrutineers, i.e Aegis Communication Sdn Bhd. The Meeting resumed after adjournment of approximately 10 minutes. The Chairman then announced that ALL the Ordinary Resolutions were CARRIED by way of poll at the fully virtual AGM with the following results:

- (i) Eighty-three (83) shareholders and proxies who joined the Meeting via RPV representing 658,200,858 shares equivalent to 99.99% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 1;
- (ii) Twelve (12) shareholders and proxies who joined the Meeting via RPV representing 55,742 shares equivalent to 0.01% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 1;
- (iii) Eighty-three (83) shareholders and proxies who joined the Meeting via RPV representing 658,231,658 shares equivalent to 99.99% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 2;
- (iv) Thirteen (13) shareholders and proxies who joined the Meeting via RPV representing 27,842 shares equivalent to 0.01% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 2;
- (v) Eighty-two (82) shareholders and proxies who joined the Meeting via RPV representing 48,769,151 shares equivalent to 99.97% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 3;
- (vi) Five (5) shareholders and proxies who joined the Meeting via RPV representing 13,840 shares equivalent to 0.03% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 3;
- (vii) Eighty-nine (89) shareholders and proxies who joined the Meeting via RPV representing 658,056,760 shares equivalent to 99.97% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 4;
- (viii) Six (6) shareholders and proxies who joined the Meeting via RPV representing 198,240 shares equivalent to 0.03% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 4;
- (ix) Eighty-eight (88) shareholders and proxies who joined the Meeting via RPV representing 658,229,958 shares equivalent to 99.99% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 5;
- (x) Seven (7) shareholders and proxies who joined the Meeting via RPV representing 25,042 shares equivalent to 0.01% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 5;

- (xi) Ninety-one (91) shareholders and proxies who joined the Meeting via RPV representing 658,245,660 shares equivalent to 99.99% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 6;
- (xii) Five (5) shareholders and proxies who joined the Meeting via RPV representing 13,840 shares equivalent to 0.01% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 6;
- (xiii) Eighty-six (86) shareholders and proxies who joined the Meeting via RPV representing 658,203,258 shares equivalent to 99.99% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 7;
- (xiv) Ten (10) shareholders and proxies who joined the Meeting via RPV representing 56,242 shares equivalent to 0.01% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 7.

13. TERMINATION OF MEETING

There being no other business, the Meeting terminated at 12.25 p.m., with a vote of thanks to the Chair.

SIGNED AS CORRECT RECORD



ADMIRAL TAN SRI DATO' SERI PANGLIMA
DR. AHMAD KAMARULZAMAN BIN HJ AHMAD BADARUDDIN
CHAIRMAN