

LAGENDA PROPERTIES BERHAD
(Formerly known as D.B.E. Gurney Resources Berhad)
[Registration No. 200101000008 (535763-A)]
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) 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, 28 JUNE 2021 AT 3.00 P.M.

- Present** : **Board of Directors**
Dato’ Doh Tee Leong (*Non-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

Dato’ Doh Tee Leong, the Chairman of the Meeting took the Chair at the online meeting platform and welcomed all members/proxies to the fully virtual EGM 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 36 proxy forms from shareholders for a total of 644,605,207 ordinary shares representing 78.76% of the total number of issued shares of the Company. Out of those, there were 19 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented are 642,105,507 ordinary shares representing 78.45% 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 EGM whereby there were 59 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 8 June 2021, with the consent of the members, was taken as read.

4. PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO FIFTEEN PERCENT (15%) OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF LAGENDA (EXCLUDING TREASURY SHARES) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF LAGENDA AND ITS NON-DORMANT SUBSIDIARIES

The first agenda of the EGM was in respect of on the proposed establishment of a new employees' share option scheme of up to 15% of the total number of issued ordinary shares of the Company for eligible directors and employees of Lagenda and its non-dormant subsidiaries ("Proposed ESOS").

The Chairman informed the Meeting that a Circular to Shareholders dated 8 June 2021 in relation to the Proposed ESOS had been circulated to all the members for information and consideration.

The Meeting was requested to consider the Ordinary Resolution 1 on the Proposed ESOS, as duly set out in the notice of EGM dated 8 June 2021.

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

"THAT subject to the approvals of all relevant authorities/parties, including the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the new ordinary shares in Lagenda ("Lagenda Shares") to be issued pursuant to the exercise of the options granted under the Proposed ESOS ("ESOS Options"), the board of directors of Lagenda ("Board") be and is hereby authorised to:

- (i) establish, implement and administer the Proposed ESOS which involves the granting of ESOS Options to all eligible directors and employees of Lagenda and its subsidiaries (excluding subsidiaries which are dormant) ("Lagenda Group") in accordance with the bylaws of the Proposed ESOS ("By-Laws"), a draft of which is set out in Appendix I of the circular to shareholders dated 8 June 2021 ("Circular");
- (ii) to issue and/or transfer such number of Lagenda Shares from time to time as may be required pursuant to the exercise of the ESOS Options provided that the aggregate number of Lagenda Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Lagenda Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS AND THAT such new Lagenda Shares to be issued upon the exercise of the ESOS Options shall upon allotment and issuance rank equally in all respects with the existing issued Lagenda Shares, save and except that the Lagenda Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions, which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Lagenda Shares;
- (iii) make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new Lagenda Shares, which may from time to time be allotted and issued arising from the exercise of the ESOS Options; and

- (iv) modify and/or amend the Proposed ESOS and/or the ByLaws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws.

THAT the By-Laws of the Scheme, a draft of which is set out in Appendix I of the Circular, be and is hereby approved and adopted;

AND THAT the Board be and is hereby authorised to do all such acts and things, take such steps, execute all such documents and enter into all such arrangements, agreements, deeds and/ or undertakings as they may deem fit, necessary, expedient and/ or appropriate in order to finalise, implement and/ or give full effect to the Proposed ESOS and the terms of the Bylaws with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/ or expedient and in the best interest of the Company”.

5. PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' DOH JEE MING

The second agenda of the EGM was in respect of on the proposed allocation of ESOS options to Dato' Doh Jee Ming.

The Chairman informed the Meeting that a Circular to Shareholders dated 8 June 2021 in relation to the proposed allocation had been circulated to all the members for information and consideration.

The Meeting was requested to consider the Ordinary Resolution 2 on the proposed allocation of ESOS options to Dato' Doh Jee Ming, as duly set out in the notice of EGM dated 8 June 2021.

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

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities / parties for the Proposed ESOS having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the above-mentioned director of Lagenda, such number of ESOS Options and Lagenda Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS, PROVIDED THAT –

- (i) the aggregate number of Lagenda Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Lagenda Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- (ii) the allocation to him/ her, who either singly or collectively, through person(s) connected to him/ her, holds 20% or more of the total number of issued Lagenda Shares (excluding treasury shares), must not exceed 10% of the total number of Lagenda Shares to be made available under the Proposed ESOS;

- (iii) not more than 50% of the ESOS Options available under the Proposed ESOS shall be allocated in aggregate to the directors of Lagenda Group;
- (iv) he / she must not participate in the deliberation or discussion of his/ her own allocation or allocations to person(s) connected to him/ her; and
- (v) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.”

6. PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' DOH TEE LEONG

The third agenda of the EGM was in respect of on the proposed allocation of ESOS options to Dato' Doh Tee Leong. As it was improper for the Chairman to chair the meeting for his own allocation of ESOS options, he then handed over to Dr. Lim Pang Kiam, the Independent Non-Executive Director of the Company to preside over the meeting on the third resolution.

Dr. Lim Pang Kiam then presided over the Meeting as Chairman for Ordinary Resolution 3 and informed the Meeting that a Circular to Shareholders dated 8 June 2021 in relation to the proposed allocation had been circulated to all the members for information and consideration.

The Meeting was requested to consider the Ordinary Resolution 3 on the proposed allocation of ESOS options to Dato' Doh Tee Leong, as duly set out in the notice of EGM dated 8 June 2021.

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

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities / parties for the Proposed ESOS having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the above-mentioned director of Lagenda, such number of ESOS Options and Lagenda Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS, PROVIDED THAT –

- (i) the aggregate number of Lagenda Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Lagenda Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- (ii) the allocation to him/ her, who either singly or collectively, through person(s) connected to him/ her, holds 20% or more of the total number of issued Lagenda Shares (excluding treasury shares), must not exceed 10% of the total number of Lagenda Shares to be made available under the Proposed ESOS;
- (iii) not more than 50% of the ESOS Options available under the Proposed ESOS shall be allocated in aggregate to the directors of Lagenda Group;

- (iv) he / she must not participate in the deliberation or discussion of his/ her own allocation or allocations to person(s) connected to him/ her; and
- (v) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.”

Dr. Lim Pang Kiam handed back the chair to Dato’ Doh Tee Leong to preside over the next resolution on the agenda.

7. PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO’ DOH JEE CHAI

The fourth agenda of the EGM was in respect of on the proposed allocation of ESOS options to Dato’ Doh Jee Chai.

The Chairman informed the Meeting that a Circular to Shareholders dated 8 June 2021 in relation to the proposed allocation had been circulated to all the members for information and consideration.

The Meeting was requested to consider the Ordinary Resolution 4 on the proposed allocation of ESOS options to Dato’ Doh Jee Chai, as duly set out in the notice of EGM dated 8 June 2021.

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

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities / parties for the Proposed ESOS having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the above-mentioned director of Lagenda, such number of ESOS Options and Lagenda Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS, PROVIDED THAT –

- (i) the aggregate number of Lagenda Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Lagenda Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- (ii) the allocation to him/ her, who either singly or collectively, through person(s) connected to him/ her, holds 20% or more of the total number of issued Lagenda Shares (excluding treasury shares), must not exceed 10% of the total number of Lagenda Shares to be made available under the Proposed ESOS;
- (iii) not more than 50% of the ESOS Options available under the Proposed ESOS shall be allocated in aggregate to the directors of Lagenda Group;
- (iv) he / she must not participate in the deliberation or discussion of his/ her own allocation or allocations to person(s) connected to him/ her; and

- (v) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.”

8. PROPOSED ALLOCATION OF ESOS OPTIONS TO MOHAMAD ALI BIN ARIFFIN

The fifth agenda of the EGM was in respect of on the proposed allocation of ESOS options to En. Mohamad Ali bin Ariffin.

The Chairman informed the Meeting that a Circular to Shareholders dated 8 June 2021 in relation to the proposed allocation had been circulated to all the members for information and consideration.

The Meeting was requested to consider the Ordinary Resolution 5 on the proposed allocation of ESOS options to En. Mohamad Ali bin Ariffin, as duly set out in the notice of EGM dated 8 June 2021.

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

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities / parties for the Proposed ESOS having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the above-mentioned director of Lagenda, such number of ESOS Options and Lagenda Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS, PROVIDED THAT –

- (i) the aggregate number of Lagenda Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Lagenda Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- (ii) the allocation to him/ her, who either singly or collectively, through person(s) connected to him/ her, holds 20% or more of the total number of issued Lagenda Shares (excluding treasury shares), must not exceed 10% of the total number of Lagenda Shares to be made available under the Proposed ESOS;
- (iii) not more than 50% of the ESOS Options available under the Proposed ESOS shall be allocated in aggregate to the directors of Lagenda Group;
- (iv) he / she must not participate in the deliberation or discussion of his/ her own allocation or allocations to person(s) connected to him/ her; and
- (v) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.”

9. PROPOSED ALLOCATION OF ESOS OPTIONS TO LOOI SZE SHING

The sixth agenda of the EGM was in respect of on the proposed allocation of ESOS options to Ms. Looi Sze Shing.

The Chairman informed the Meeting that a Circular to Shareholders dated 8 June 2021 in relation to the proposed allocation had been circulated to all the members for information and consideration.

The Meeting was requested to consider the Ordinary Resolution 6 on the proposed allocation of ESOS options to Ms. Looi Sze Shing, as duly set out in the notice of EGM dated 8 June 2021.

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

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities / parties for the Proposed ESOS having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the above-mentioned director of Lagenda, such number of ESOS Options and Lagenda Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS, PROVIDED THAT –

- (i) the aggregate number of Lagenda Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Lagenda Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- (ii) the allocation to him/ her, who either singly or collectively, through person(s) connected to him/ her, holds 20% or more of the total number of issued Lagenda Shares (excluding treasury shares), must not exceed 10% of the total number of Lagenda Shares to be made available under the Proposed ESOS;
- (iii) not more than 50% of the ESOS Options available under the Proposed ESOS shall be allocated in aggregate to the directors of Lagenda Group;
- (iv) he / she must not participate in the deliberation or discussion of his/ her own allocation or allocations to person(s) connected to him/ her; and
- (v) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time."

10. PROPOSED ALLOCATION OF ESOS OPTIONS TO DR. LIM PANG KIAM

The seventh agenda of the EGM was in respect of on the proposed allocation of ESOS options to Dr. Lim Pang Kiam.

The Chairman informed the Meeting that a Circular to Shareholders dated 8 June 2021 in relation to the proposed allocation had been circulated to all the members for information and consideration.

The Meeting was requested to consider the Ordinary Resolution 7 on the proposed allocation of ESOS options to Dr. Lim Pang Kiam, as duly set out in the notice of EGM dated 8 June 2021.

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

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities / parties for the Proposed ESOS having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the above-mentioned director of Lagenda, such number of ESOS Options and Lagenda Shares to be allotted, issued and/or transferred arising therefrom under the Proposed ESOS, PROVIDED THAT –

- (i) the aggregate number of Lagenda Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Lagenda Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- (ii) the allocation to him/ her, who either singly or collectively, through person(s) connected to him/ her, holds 20% or more of the total number of issued Lagenda Shares (excluding treasury shares), must not exceed 10% of the total number of Lagenda Shares to be made available under the Proposed ESOS;
- (iii) not more than 50% of the ESOS Options available under the Proposed ESOS shall be allocated in aggregate to the directors of Lagenda Group;
- (iv) he / she must not participate in the deliberation or discussion of his/ her own allocation or allocations to person(s) connected to him/ her; and
- (v) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time."

11. ABSTAIN FROM VOTING

The interested Directors and the interested Major Shareholders namely Doh Capital Sdn Bhd (formerly known as Doh Properties Holdings Sdn Bhd), Lagenda Land Sdn Bhd, Dato' Doh Jee Ming, Dato' Doh Jee Chai, Dato' Doh Tee Leong and persons connected with them will ALL abstain from voting in respect of their direct and/or indirect shareholdings in Lagenda on the resolutions pertaining to their specific allocations of ESOS Options to themselves, as well as the specific allocations to any persons connected with them under the Proposed ESOS.

12. ADJOURNMENT OF MEETING AND DECLARATION OF POLLING RESULTS

After the 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 EGM with the following results:

- (i) Fifty (50) shareholders and proxies who joined the Meeting via RPV representing 644,474,309 shares equivalent to 99.91699% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 1;
- (ii) Twenty-two (22) shareholders and proxies who joined the Meeting via RPV representing 535,442 shares equivalent to 0.08301% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 1;
- (iii) Forty-six (46) shareholders and proxies who joined the Meeting via RPV representing 35,398,160 shares equivalent to 99.5624% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 2;
- (iv) Twenty-two (22) shareholders and proxies who joined the Meeting via RPV representing 155,582 shares equivalent to 0.4376% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 2;
- (v) Forty-five (45) shareholders and proxies who joined the Meeting via RPV representing 35,298,160 shares equivalent to 99.28114% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 3;
- (vi) Twenty-three (23) shareholders and proxies who joined the Meeting via RPV representing 255,582 shares equivalent to 0.71886% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 3;
- (vii) Forty-five (45) shareholders and proxies who joined the Meeting via RPV representing 35,298,160 shares equivalent to 99.28114% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 4;
- (viii) Twenty-three (23) shareholders and proxies who joined the Meeting via RPV representing 255,582 shares equivalent to 0.71886% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 4;
- (ix) Fifty (50) shareholders and proxies who joined the Meeting via RPV representing 644,779,469 shares equivalent to 99.96182% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 5;
- (x) Twenty-three (23) shareholders and proxies who joined the Meeting via RPV representing 246,282 shares equivalent to 0.03818% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 5;

- (xi) Fifty (50) shareholders and proxies who joined the Meeting via RPV representing 644,779,469 shares equivalent to 99.96182% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 6;
- (xii) Twenty-three (23) shareholders and proxies who joined the Meeting via RPV representing 246,282 shares equivalent to 0.03818% of the total shares present and voting thereat, voted AGAINST Ordinary Resolution 6;
- (xiii) Fifty (50) shareholders and proxies who joined the Meeting via RPV representing 644,779,469 shares equivalent to 99.96182% of the total shares present and voting thereat, voted IN FAVOUR of Ordinary Resolution 7;
- (xiv) Twenty-three (23) shareholders and proxies who joined the Meeting via RPV representing 246,282 shares equivalent to 0.03818% 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 4.10 p.m., with a vote of thanks to the Chair.

SIGNED AS CORRECT RECORD



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DATO' DOH TEE LEONG
Chairman