



LAGENDA
PROPERTIES

LAGENDA PROPERTIES BERHAD
(FORMERLY KNOWN AS D.B.E. GURNEY RESOURCES BERHAD)
(Registration No: 200101000008 (535763-A))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting ("20th AGM") of Lagenda Properties Berhad (formerly known as D.B.E. Gurney Resources Berhad) will be conducted virtually through live streaming and online remote participation and voting from the broadcast venue at Level 43A, MYEG Tower, Empire City, No 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor on Monday, 28 June 2021 at 2.00 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice.

AGENDA

Ordinary Business

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. (Refer to Explanatory Note A)
- 2 To approve the Directors' fees up to an amount of RM250,000 and the payment of such fees to the Non-Executive Directors of the Company for the financial year ending 31 December 2021. (Ordinary Resolution 1)
- 3 To approve the payment of Directors' benefits (excluding Directors' fees) in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM85,000 for the financial year ending 31 December 2021. (Ordinary Resolution 2)
- 4 To re-elect Dato' Doh Jee Ming who retires by rotation pursuant to Clause 95 of the Constitution of the Company. (Ordinary Resolution 3)
- 5 To re-elect En Mohamad Ali bin Ariffin who retires by rotation pursuant to Clause 95 of the Constitution of the Company. (Ordinary Resolution 4)
- 6 To re-elect Dr Lim Pang Kiam who was appointed as Director during the year and retire pursuant to Clause 102 of the Constitution of the Company. (Ordinary Resolution 5)
- 7 To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

Special Business

To consider and if thought fit, to pass the following resolutions:-

- 8 **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** (Ordinary Resolution 7)
"THAT, subject always to the 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."
- 9 To transact any other business for which due notice shall have been given.

By Order of the Board

JESSLYN ONG BEE FANG (SSM PC No. 202008002969) (MAICSA 7020672)

ERIC TOH CHEE SEONG (SSM PC No. 202008002884) (MAICSA 7016178)

Company Secretaries

Penang

9 June 2021

Notes:

1. In light of the COVID-19 outbreak and as part of the safety measures, the 20th AGM of the Company will be conducted virtually through live streaming and online remote voting using the Remote Participation and Voting Facilities ("RPV Facilities") which are available through an online portal at <https://web.vote2u.app>. Please follow the procedures provided in the Administrative Guide for the 20th AGM in order to register, participate and vote remotely via the RPV Facilities.
2. The venue of the 20th AGM is the broadcast venue, strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxies/corporate representatives from the public will be physically present at the broadcast venue.
3. Only members whose names appear on the Record of Depositors on 21 June 2021 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at the 20th AGM.
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
5. A member shall be entitled to appoint not more than two proxies to attend and vote at the 20th AGM. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportions of his/her holdings to be represented by each proxy.
6. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorized in writing.
8. Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 20th AGM shall be put by way of poll.
9. The Form of Proxy duly completed must be deposited at the business address of the Company at Level 4, No. 131, Persiaran PM 2/1, Pusat Bandar Seri Manjung Seksyen 2, 32040 Seri Manjung, Perak Darul Ridzuan not less than 48 hours before the time of holding the 20th AGM or any adjournment thereof.

Explanatory Notes

Note A - Audited Financial Statements for the financial year ended 31 December 2020

This Agenda is meant for discussion only as the provision of Section 248(2) and 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Ordinary Resolution 1 - Payment of Directors' Fees

The proposed Ordinary Resolution 1, if passed, will authorise the payment of the Directors' fees up to the amount of RM250,000 to the Non-Executive Directors ("NEDs") for the financial year ending 31 December 2021. The Directors' fees approved for the financial year ended 31 December 2020 was up to an amount of RM150,000. The increase in Directors' fees proposed for the financial year ending 31 December 2021 are calculated based on additional NEDs to be appointed for the financial year ending 31 December 2021. The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed are insufficient, approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Ordinary Resolution 2 - Payment of Directors' Benefits

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

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

Ordinary Resolution 7 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 7 is for the purpose of seeking approval for a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, from the date of the AGM, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM 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 investment(s), project(s), working capital and/or acquisition(s).

As at the date of this Notice, the Company had raised RM134.35 million through placement of shares from the previous 20% general mandate pursuant to Sections 75 and 76 of the Act as granted at the AGM of the Company held on 14 July 2020. The 20% general mandate was empowered by Bursa Malaysia Securities Berhad pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations for COVID-19 pandemic. The details, purpose and utilisation of proceeds from the general mandate sought are more particularly described on page 54 of the Company's Annual Report 2020.

PERSONAL DATA PRIVACY

By submitting a Form of Proxy or an instrument appointing a representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the Purposes), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



LAGENDA PROPERTIES BERHAD

(Formerly known as D.B.E. Gurney Resources Berhad)

Registration No: 200101000008 (535763-A)

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ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

TWENTIETH ANNUAL GENERAL MEETING

Date : 28 June 2021
Time : 2.00 p.m. or at any adjournment thereof
Broadcast Venue : Level 43A
MYEG Tower, Empire City
No 8, Jalan Damansara, PJU 8
47820 Petaling Jaya
Selangor Darul Ehsan

Virtual Meeting accessible at : <https://web.vote2u.app>

In light of the coronavirus (“**COVID-19**”) outbreak, governmental decrees as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the Twentieth Annual General Meeting (“**20th AGM**”) of the Company will be held virtually and online remote voting using the Remote Participation and Voting Facilities (“**RPV**”).

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 21 June 2021 and holders of proxy for those shareholders to participate in the virtual 20th AGM and vote remotely at the AGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, this virtual AGM will facilitate greater shareholder’s participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the AGM without being physically present at the venue. For shareholders who are unable to participate in this virtual AGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Due to the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our AGM at short notice. Kindly check the Company’s website or announcements for the latest updates on the status of the AGM.

The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Studio Sdn Bhd (“**AGMO**”) via its **Vote2U Online** website at <https://web.vote2u.app>

PROCEDURES TO PARTICIPATE IN RPV

Please follow the Procedure to Participate in RPV as summarized below:

BEFORE AGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none">Access website at https://web.vote2u.appClick "Sign Up" to sign up as a user.Read the 'Privacy Policy' and 'Terms & Conditions' and indicate your acceptance of the 'Privacy Policy' and 'Terms & Conditions' on a small box <input type="checkbox"/>. Then click "Next".*Fill-in your details (note: create your own password). Then click "Continue".Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Log in as user completed.Your registration will be verified and an email notification will be sent to you. Please check your email. <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>

B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at 2.00 pm, Saturday, 26 June 2021</p> <ol style="list-style-type: none">*Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:<ul style="list-style-type: none">MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy*Email address of the Proxy

		<p>b. Submit/Deposit the hardcopy Form of Proxy to Level 4, No. 131, Persiaran PM2/1, Pusat Bandar Seri Manjung Seksyen 2, 32040 Seri Manjung, Perak Darul Ridzuan.</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>
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Shareholders who appoint Proxy(ies) via hardcopy Form of Proxy to participate at the virtual AGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

ON AGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from 1.00 pm, Monday, 28 June 2021, one (1) hour before the commencement of the AGM.</p> <ol style="list-style-type: none"> Login with your email and password Select the General Meeting event (for example, “ ____ AGM”). Check your details. Click “Watch Live” button to view the live streaming.

B: ASK QUESTION

Individual Shareholders & Proxies

	Description	Procedures
i.	Ask Question during AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none"> Click “Ask Question” button to post question(s). Type in your question and click “Submit”. <p>The Chairman / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM. Should there be a time constraint, the responses will be made available on the Company’s website within 7 days from the conclusion of the AGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click "Confirm Details & Start Voting".To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions.To change your vote, click "Back" and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote. <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 20th AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Broadcast Venue

Broadcast venue means the place where the broadcasting is taking place to transmit or air the meeting online. It could be a studio or a meeting room.

Shareholders and proxies are not advisable to go to the broadcast venue as it is only a place where the meeting is broadcast for transmission online in the presence of Chairman, Directors, Chief Financial Officer, Auditors, Company Secretary and senior management. No seating and refreshment will be arranged for shareholders and proxies at the broadcast venue when it is a virtual meeting.

If shareholders and proxies arrive at the broadcast venue, the management has the right to ask you to leave the broadcast venue in order to comply with the government decrees and S.O.Ps.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this AGM.

Enquiry

- a. If you have enquiry relating to the AGM Administrative Guide for Shareholders, please email your enquiries or contact our **Investor Relation** during office hours (Monday to Friday):

Email: ir@lagendaprops.com

[Tel No: +605 6887179](tel:+6056887179)

- b. If you have enquiry relating to the RPV or encounters issues with the log in, steps to connect to live streaming and online voting, please email your enquiries or contact our Helpdesk during office hours (Monday to Friday):

Email: vote2u@agmostudio.com

[Tel No: +603 6413 0580](tel:+60364130580)