



LEGENDA PROPERTIES BERHAD

Company No.: 200101000008 (535763-A)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting ("21st AGM") of Legenda Properties Berhad will be held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <https://web.vote2u.my> (Domain Registration No with MYNIC: D6A471702) on Monday, 27 June 2022 at 11.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice.

AGENDA

Ordinary Business

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. (Refer to Explanatory Note A)
- 2 To approve the payment of Directors' fees up to an aggregate amount of RM440,000 for the Non- Executive Directors of the Company for the financial year ending 31 December 2022. (Ordinary Resolution 1)
- 3 To approve the payment of Directors' benefits (excluding Directors' fees) up to an aggregate amount of RM85,000 for the financial year ending 31 December 2022. (Ordinary Resolution 2)
- 4 To re-elect Dato' Doh Jee Chai who retires by rotation pursuant to Clause 95 of the Constitution of the Company. (Ordinary Resolution 3)
- 5 To re-elect Looi Sze Shing who retires by rotation pursuant to Clause 95 of the Constitution of the Company. (Ordinary Resolution 4)
- 6 To re-elect Admiral Tan Sri Dato' Seri Panglima Dr. Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (R) 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 Moore Stephens Associates PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

Special Business

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

- 8 **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** (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 to issue shares in the capital of the Company at any time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may, in their absolute discretion deem fit, PROVIDED THAT the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being; AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad 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

29 April 2022

Notes:

1. The 21st AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting using the Remote Participation and Voting Facilities ("RPV Facilities") provided by Agmo Digital Solutions Sdn Bhd on its website at <https://web.vote2u.my>. Please follow the procedures provided in the Administrative Guide for the 21st AGM in order to register, participate and vote remotely via the RPV Facilities.
2. According to the Revised Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the online platform is located in Malaysia and all meeting participants of a fully virtual general meeting are to participate in the meeting online.
3. Only members whose names appear on the Record of Depositors on 20 June 2022 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at the 21st 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 21st 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 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 21st 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 21st AGM or any adjournment thereof. Alternatively, the Form of Proxy may also be lodged electronically via the Vote2U Online at <https://web.vote2u.my> not less than 48 hours before the time appointed for holding the 21st AGM or any adjournment thereof, resolutions set out above are to be voted by poll. Kindly refer to the Administrative Guide for the 21st AGM for further information on the electronic lodgement of proxy form.

Explanatory Notes

Note A - Audited Financial Statements for the financial year ended 31 December 2021

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 RM440,000 to the Non-Executive Directors ("NEDs") for the financial year ending 31 December 2022. The Directors' fees approved for the financial year ended 31 December 2021 was up to an amount of RM250,000. The increase in Directors' fees proposed for the financial year ending 31 December 2022 are calculated based on additional NEDs to be appointed for the financial year ending 31 December 2022. 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 if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting.

This authority, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. The authority will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limiting to further placing of shares, for the purpose of funding future investment(s), project(s), acquisition(s) and/or working capital.

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.