



LAGENDA
PROPERTIES

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Lagenda Properties Berhad (formerly known as D.B.E. Gurney Resources Berhad) ("**Lagenda**" or the "**Company**") 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 3.00 p.m. or immediately following the conclusion or adjournment of the 20th Annual General Meeting of the Company scheduled to be held at the same venue and on the same day at 2.00 p.m. whichever is later for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:

ORDINARY RESOLUTION 1

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, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF LAGENDA AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED ESOS")

"**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 *pari passu* 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 Proposed ESOS, 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;"

ORDINARY RESOLUTION 2 TO 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE FOLLOWING DIRECTORS OF LAGENDA

ORDINARY RESOLUTION 2 – DATO' DOH JEE MING

ORDINARY RESOLUTION 3 – DATO' DOH TEE LEONG

ORDINARY RESOLUTION 4 – DATO' DOH JEE CHAI

ORDINARY RESOLUTION 5 – MOHAMAD ALI BIN ARIFFIN

ORDINARY RESOLUTION 6 – LOOI SZE SHING

ORDINARY RESOLUTION 7 – DR LIM PANG KIAM

"**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 directors 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, if any), 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 (only including companies which are not dormant);
- (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.

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

Dated this 8 June 2021

Notes:

1. In light of the COVID-19 outbreak and as part of the safety measures, the EGM 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 EGM in order to register, participate and vote remotely via the RPV Facilities.
2. The venue of the EGM 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 EGM.
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 EGM. 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 EGM 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 EGM or any adjournment thereof.

PERSONAL DATA PRIVACY

By submitting a Form of Proxy or an instrument appointing a representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.