



# LAGENDA PROPERTIES BERHAD

Registration No: 200101000008 (535763-A)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fourth Annual General Meeting ("24th AGM" or "the Meeting") of Lagenda Properties Berhad ("LGB" or "the Company") will be held at Ballroom I, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 11 June 2025 at 10:30 a.m. for the following purposes: -

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note i) (Ordinary Resolution 1)
- To approve the payment of Directors' fees up to an aggregate amount of RM1,000,268/- for the Non-Executive Directors of the Company for the period from 1 January 2025 until the date of the next Annual General Meeting ("AGM") of the Company in year 2026. (Ordinary Resolution 2)
- To approve the payment of Directors' benefits (excluding Directors' fees) up to an aggregate amount of RM140,000/- for the period from 1 January 2025 until the date of the next AGM of the Company in year 2026. (Ordinary Resolution 3)
- To re-elect the following Directors who are due to retire in accordance with Clause 102 of the Company's Constitution, and being eligible, have offered themselves for re-election: - (Ordinary Resolution 3)  
(a) Tengku Faradiza Binti Tengku Baharuddin; (Ordinary Resolution 4)  
(b) Mr. Chua Seng Hooi; (Ordinary Resolution 5)  
(c) Mr. Koong Wai Seng; and (Ordinary Resolution 6)  
(d) Datin Loa Bee Ha
- To re-elect the following Directors who are due to retire by rotation in accordance with Clause 95 of the Company's Constitution, and being eligible, have offered themselves for re-election: - (Ordinary Resolution 7)  
(a) Dato' Doh Jee Ming; and (Ordinary Resolution 8)  
(b) Puan Myrzela Binti Sabtu (Ordinary Resolution 9)
- 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.

#### SPECIAL BUSINESS

To consider and, if thought fit, with or without modification, to pass the following Ordinary Resolutions: -

- ORDINARY RESOLUTION**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")**  
THAT pursuant to Sections 75 and 76 of the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered 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, always 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, if any) of the Company for the time being;  
THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities;  
AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company;  
AND FURTHER THAT pursuant to Section 85 of the Act to be read together with Clause 57 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act. (Ordinary Resolution 10)
- ORDINARY RESOLUTION**  
**PROPOSED RENEWAL OF NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RRPT MANDATE")**  
THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities, approval be and is hereby given to the Company and its subsidiaries ("the Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature from time to time with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 April 2025 provided that such transactions are: -  
(i) necessary for the Group's day-to-day operations;  
(ii) carried out in the ordinary course of business, on an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; not detrimental to the minority shareholders of the Company; and  
(iii) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:  
(a) the related transacting parties and their respective relationship with the Company; and  
(b) the nature of the recurrent transactions.  
AND THAT such authority shall continue in force until: -  
(i) the conclusion of the next AGM of the Company following this AGM at which the Proposed RRPT Mandate was passed, at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed;  
(ii) the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;  
whichever is earlier;  
AND FURTHER THAT the Directors be authorised to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the Proposed RRPT Mandate. (Ordinary Resolution 11)
- ORDINARY RESOLUTION**  
**PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK")**  
THAT, subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities and all other applicable laws, guidelines, rules and regulations for the time being in force and the approvals of the relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company ("LGB Shares") as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities as the Directors may deem fit and expedient in the best interest of the Company, provided that:-  
(i) the aggregate number of LGB Shares purchased and/or held by the Company pursuant to this resolution shall not exceed 10% of the Company's total number of issued shares as quoted on Bursa Malaysia Securities as at the point of purchase(s); and  
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited/ unaudited financial statements of the Company (where applicable) available at the time of the purchase(s).  
THAT the authority conferred by this resolution shall continue in force until: -  
(i) the conclusion of the next AGM of the Company following this AGM at which the Proposed Renewal of Share Buy-Back was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or  
(ii) the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;  
whichever is earlier;  
AND THAT upon completion of the purchase(s) by the Company of its own ordinary shares, the Directors of the Company be authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner: -  
(i) cancel the ordinary shares so purchased; and/or  
(ii) retain the ordinary shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities or subsequently cancelled; and/or  
(iii) retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or  
(iv) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities and any other relevant authorities for the time being in force.  
AND FURTHER THAT the Directors of the Company be authorised to take all such steps as are necessary or expedient to implement, finalise or effect the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things as they may deem fit and expedient in the best interest of the Company.
- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board of Directors

LIEW SEE SEE (SSM PC NO. 202008001371) (MAICSA 7062468)

YEOW SZE MIN (SSM PC NO. 201908003120) (MAICSA 7065735)

CHEW KIT YEE (SSM PC NO. 202208000376) (MAICSA 7067474)

Company Secretaries

Kuala Lumpur

Dated: 30 April 2025

#### NOTES:

- Only members whose names appear on the Record of Depositors on 4 June 2025 shall be entitled to attend, speak and vote at the Meeting or appoint proxy(ies) to attend, speak and vote in his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. There shall be no restriction as to the qualification of the proxy(ies).
- Where a member appoints two (2) proxies to attend, speak and vote at the Meeting, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, speak and vote at the Meeting.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint to attend and vote at the Meeting of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's Common Seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities, all resolutions at the Meeting shall be put by way of poll.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, or where the member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that member, 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 forty-eight (48) hours before the time of holding the Meeting or any adjournment thereof.
- Any notice of termination of authority to act as proxy must be received by the Company before the commencement of the Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Act: -  
(i) the constitution of the quorum at such meeting;  
(ii) the validity of anything he did as chairman of such meeting;  
(iii) the validity of a poll demanded by him at such meeting; or  
(iv) the validity of the vote exercised by him at such meeting.

#### Explanatory Notes to Ordinary and Special Businesses: -

- Audited Financial Statements for the financial year ended 31 December 2024**  
This agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require the 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 Directors' fees approved for the financial year ended 31 December 2024 was up to an amount of RM585,000/-. The Company is seeking shareholders' approval for payment of the Directors' fees up to the amount of RM1,000,268/- to the Non-Executive Directors of the Company ("NEDs") for the period from 1 January 2025 until the date of the next AGM of the Company in year 2026, which had been estimated by taking into account the changes on Board of Directors' composition and the addition of new NEDs appointed and/or to be appointed for the financial year ending 31 December 2025 until the date of the next AGM of the Company in year 2026. In the event that the proposed Directors' fees are insufficient, approval will be sought at the next AGM for additional Directors' 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 shall be approved at a general meeting.  
The Ordinary Resolution 2, the benefits payable to the Directors pursuant to Section 230(1)(b) of the Act had been reviewed by the Nomination and Remuneration Committee and the Board of Directors of the Company, which recognised that the Directors' benefits payable are in the best interest of the Company. The benefits comprise of meeting allowances which will only be accorded based on actual attendance of meetings by the Directors of the Company.
- Ordinary Resolutions 3 to 8 - Re-election of Directors**  
Clause 102 of the Company's Constitution provides that any director appointed to fill a casual vacancy or as an addition to the existing Board of Directors, shall hold office only until the next following AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.  
Clause 95 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors, shall retire from office once at least in each three (3) years but shall be eligible for re-election.  
The Board of Directors through its Nomination and Remuneration Committee had assessed the following Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities on character, experience, integrity, competence and time to effectively discharge their roles as Directors:  
(a) Tengku Faradiza Binti Tengku Baharuddin  
(b) Mr. Chua Seng Hooi  
(c) Mr. Koong Wai Seng  
(d) Datin Loa Bee Ha  
(e) Dato' Doh Jee Ming  
(f) Puan Myrzela Binti Sabtu

#### Explanatory Notes to Ordinary and Special Businesses: - (Cont'd)

- Ordinary Resolutions 3 to 8 - Re-election of Directors (Cont'd)**  
The profiles of the Directors standing for re-election at the 24th AGM are set out in the Annual Report 2024.
- Ordinary Resolution 9 - Re-appointment of Auditors**  
The Board of Directors and Audit and Risk Management Committee had at their respective meetings held on 16 April 2025 recommended the re-appointment of Moore Stephens Associates PLT as Auditors of the Company for the financial year ending 31 December 2025. Moore Stephens Associates PLT had met the criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities and indicated their willingness to continue their services for the next financial year.
- Ordinary Resolution 10 - Authority to Issue Shares pursuant to the Act**  
The Company had obtained a general mandate to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares, if any) of the Company from its shareholders during its Twenty-Third AGM held on 24 June 2024. This mandate had not been exercised by the Company.  
The proposed Ordinary Resolution 10 is to renew the mandate on the authority granted to the Directors to issue and allot shares pursuant to the Act.  
Pursuant to Section 85 of the Act and Clause 57 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company.  
This Ordinary Resolution 10, if passed, would allow the Directors to issue new shares to any person under the authority to issue shares pursuant to the Act without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.  
This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.
- Ordinary Resolution 11 - Proposed RRPT Mandate**  
The proposed Ordinary Resolution 11, if passed, will give the authority for the Group to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business which are necessary for the day-to-day operations, on an arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company.  
This authority shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at the next AGM.  
Please refer to the Circular to Shareholders dated 30 April 2025 for further information.
- Ordinary Resolution 12 - Proposed Renewal of Share Buy-Back**  
The proposed Ordinary Resolution 12, if passed, will empower the Directors of the Company to purchase the Company's shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits of the Company.  
This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.  
Please refer to the Statement to Shareholders dated 30 April 2025 for further information.

#### 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.

#### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

#### Details of individuals who are standing for election as Directors

No individual is seeking for election as a Director (excluding Directors standing for re-election) at the Twenty-Fourth Annual General Meeting of the Company. The profiles of the Directors who are standing for re-election as per Ordinary Resolutions 3 to 8 of the Notice of Twenty-Fourth Annual General Meeting of the Company are stated in the section on the Profile of Directors in the Annual Report 2024.

#### Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Ordinary Resolution 10 as stated in the Notice of Twenty-Fourth Annual General Meeting of the Company for details.