

NOTICE OF 58TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 58th Annual General Meeting ("AGM") of Damansara Realty Berhad [196001000367(4030-D)] ("DBHD" or "the Company") will be held at Grand Ballroom, Level 1, Forest City Phoenix International Golf Hotel, Jalan Persiaran 5, Forest City Golf Resort, 81550 Gelang Patah, Johor, Malaysia on Wednesday, 26 August 2020 at 11.30 a.m. to transact the following business:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors and Auditors Report thereon. **(Explanatory Note 1)**
 2. To consider and if thought fit, to pass the following Ordinary Resolutions in accordance with the Company's Constitution:
 - (a) "THAT YB. Dato' Ahmad Zahri bin Jamil, the Director retiring by rotation in accordance with the Article 68.3 of the Company's Constitution, be and is hereby re-elected as a Director of the Company". **Resolution 1**
 - (b) "THAT YBhg. Dato' Mohd Aisom bin Omar, the Director retiring by rotation in accordance with the Article 68.3 of the Company's Constitution, be and is hereby re-elected as a Director of the Company". **Resolution 2**
 3. To approve the payment of Directors' Fees to Non-Executive Directors (NEDs) amounting to RM480,000 for the period from 27 August 2020 until the next AGM of the Company in 2021. **Resolution 3**
 4. To approve the payment of Directors' Remunerations (excluding Directors' Fees) to the Non-Executive Directors up to an amount of RM150,000.00 with effect from 27 August 2020 until the next AGM of the Company in 2021. **Resolution 4 (Explanatory Note 2)**
 5. To re-appoint Messrs. Jamal, Amin & Partners as the Company's Auditors for the financial year ending 31 December 2020 until the conclusion of the next AGM and to authorize the Directors to determine their remuneration. **Resolution 5**
- AS SPECIAL BUSINESS**
To consider and, if thought fit, pass the following resolutions:
6. **ORDINARY RESOLUTION AUTHORITY TO ALLOT SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 ("the Act")**
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may at their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the issued share capital of the Company for the time being, and that the Directors be and are hereby also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company." **Resolution 6 (Explanatory Note 3)**
 7. **ORDINARY RESOLUTION PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("Proposed Shareholders' Mandate")**
"THAT, subject always to the Act and Main Market Listing Requirements, of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to renew the mandate for the existing Recurrent Related Party Transactions of a Revenue or Trading Nature from the shareholders of the Company for the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interest of Directors, substantial shareholders or persons connected with Directors and/or substantial shareholders of the Company and/or its subsidiary companies (Related Parties) as outlined in the Section 2.2 of the Circular to Shareholders dated 11 June 2020 ("Circular to Shareholders"), which are necessary for the day-to-day operations of the Company and/or its subsidiary companies, and are within the ordinary course of business of the Company and/or its subsidiary companies ("Proposed Shareholders' Mandate"), subject further to the following:
 - i) the transactions are in the ordinary course of business for the day-to-day operations and normal commercial terms which are not more favorable to the related parties than those generally available to the public and not to the detriment of the minority shareholders; and
 - ii) disclosure will be made in the Annual Report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year including amongst others, the following information: -
 - a) the type of the Recurrent Related Party Transactions made; and
 - b) the names of the related parties involved in each type of the Recurrent Related Party Transaction entered into and their relationship with the Company;

AND THAT such approval shall continue to be in force until:-

 - i) the conclusion of the next AGM of the Company following the General Meeting at which the Proposed Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - ii) the expiration of the period within which the next AGM after this date is required to be held pursuant to Section 340 (2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 340 (4) of the Act); or
 - iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever is earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Proposed Shareholders' Mandate.
 8. **SPECIAL RESOLUTION 1 PROPOSED CHANGE OF THE COMPANY'S NAME FROM "DAMANSARA REALTY BERHAD" TO "DAMANSARA HOLDINGS BERHAD" ("PROPOSED CHANGE OF THE COMPANY'S NAME")**
"THAT the name of the Company be hereby changed from "Damansara Realty Berhad" to "Damansara Holdings Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia to the Company.
AND THAT the Constitution of the Company be hereby amended to substitute all references in the Constitution to "Damansara Realty Berhad", wherever the same may appear, with "Damansara Holdings Berhad", subject to and upon issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company.
AND THAT the Directors and/or the Secretary of the Company be and are hereby authorised to take all such necessary steps and do all acts and things to give effect to the Proposed Change of the Company's Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities." **Resolution 8 (Explanatory Note 5)**
 9. To transact any other business of the Company of which due notice shall have been given in accordance with the Companies Act, 2016

By Order of the Board
DAMANSARA REALTY BERHAD

WAN RAZMAH BINTI WAN ABD RAHMAN
(MAICSA 7021383)
(SSM Practising Certificate No. 202008002111)
Company Secretary

Venue : Kuala Lumpur
Dated : 11 June 2020

EXPLANATORY NOTES

1. **AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR**
The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act, 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, will not be put for voting.
2. **ORDINARY RESOLUTION 4 – TO APPROVE THE REMUNERATION FOR NON-EXECUTIVE DIRECTORS**
Directors' Remuneration (excluding Directors' Fees) comprises the allowance and other emoluments payable to the Chairman and other Non-Executive Directors is as set out below:

Items	Chairman	NEDs
Monthly Fixed Allowance	RM5,000	-
Other Benefits	Travelling and other claimable benefits	Travelling and other claimable benefits
Meeting Allowance (per meeting):		
• Board Meeting	RM1,000	RM1,000
• Board Audit Committee Meeting	-	RM1,000
• Board Nomination and Remuneration Committee Meeting	-	RM1,000
• Board Risk Management Committee Meeting	-	RM1,000
• Tender Board Committee Meeting	-	RM1,000
• Annual General Meeting	RM1,000	RM1,000
• Extraordinary General Meeting	RM1,000	RM1,000
3. **ORDINARY RESOLUTION 6 – AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**
The proposed Ordinary Resolution 6 is the renewal of the mandate obtained from the members at the last AGM ("the previous mandate"). The proposed Ordinary Resolution 6, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further private placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons/corporations at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 20% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. 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 or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.
4. **ORDINARY RESOLUTION 7 – PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("Proposed Shareholders' Mandate")**
The Ordinary Resolution 7 proposed, if passed, is to authorize the Company and/or its subsidiary companies to enter into any recurrent transactions of a revenue or trading nature with Related Parties which are necessary for the day-to-day operations of the Group, subject to the transaction being in the ordinary course of business, on arms' length basis and are based on normal commercial terms that are not more favorable to the related parties than those generally made available to the public.
Please refer to the Part A of Circular to Shareholders dated 11 June 2020 for further information.
5. **SPECIAL RESOLUTION 1 - PROPOSED CHANGE OF THE COMPANY'S NAME FROM "DAMANSARA REALTY BERHAD" TO "DAMANSARA HOLDINGS BERHAD" ("PROPOSED CHANGE OF THE COMPANY'S NAME")**
The Proposed Change of the Company's Name, if passed, shall reflect the Group's core businesses in view that the Group has diversified its principle activities to include the Property and Land Development, Integrated Facilities Management and Project and Medical Consultancy.
Please refer to the Part B of Circular to Shareholders dated 11 June 2020 for further information.

NOTES:

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 August 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
2. A member entitled to attend and vote at this meeting is entitled to appoint a proxy/(proxies or attorney) or authorised representative to attend and vote in its stead.
3. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
5. Where a member of the Company is an Exempt Authorised Nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
6. Where a member or the authorised nominee appoints two (2) or more proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed, shall be deposited at the Share Registrar of Damansara Realty Berhad, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of electronic appointment, the proxy form must be deposited via TIH Online at <https://tih.online>. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned Meeting at which the person or persons named in such instrument proposes to vote, and in default of the instrument of proxy shall not be treated as valid. The Annual Report and Proxy Form are available for access and download at the Company's website at www.dbhd.com.my.
8. In the case of the corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b) be supported by a certified true copy of the Power of Attorney.
9. If this Proxy Form is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Proxy Form.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Resolution pursuant to Directors who are retiring in accordance with the Company's Constitution:

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|--------------------------------------|----------------|---------------------|
| (i) YB. Dato' Ahmad Zahri bin Jamil | (Article 68.3) | Resolution 1 |
| (ii) YBhg. Dato' Mohd Aisom bin Omar | (Article 68.3) | Resolution 2 |

The details of the Directors standing for re-election are on pages 20 and 23.

The Annual Report and Proxy Form are available online for download at <https://dbhd.com.my> and the Notification to Shareholders who have maintained their e-mail addresses in the Record of Depositors with Bursa Malaysia Depository Sdn. Bhd. will be sent via electronic mail by the Share Registrar of DBHD, Tricor Investor & Issuing House Services Sdn. Bhd.

For Shareholders who have yet to provide their email addresses, following the Malaysian Government's announcement on 16 March 2020 with regards to the implementation of the Movement Control Order, there may be a delay in the delivery of the Notification to Shareholders.