#### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting ("23rd AGM") of Lagenda Properties Berhad will be held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <a href="https://web.vote20.mm">https://web.vote20.mm</a> (Domain Registration No with MYNIC: D6A471702) on Monday, 24 June 2024 at 10.30 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

(Refer to Explanatory Note A) (Ordinary Resolution 1) (Ordinary Resolution 3) (Ordinary Resolution 4) (Ordinary Resolution 4)

#### **Ordinary Business**

- 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
- 2. To approve the payment of Directors' fees up to an aggregate amount of RM585,000 for the Non-Executive Directors of the Company for the financial year ending 31 December 2024.
  3. To approve the payment of Directors' benefits (excluding Directors' fees) up to an aggregate amount of RM87,000 for the financial year ending 31 December 2024.
  4. To re-elect Tan Sri Dato' Seri Panglima Dr. Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin, who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
  5. To re-elect Ms Looi Sze Shing, who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
  6. 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.

lusiness ler and if thought fit, to pass the following ordinary resolutions:

Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016
"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 and yield and the pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), 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 ("Bursa Securities") AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Directions de aftire and interesting responsible to account of death of the provided that the aggingate number of shares issued shares (excluding treasury shares) of the Company for the interior of the additional shares so issued on Bursa Malaysia Securities Behald ("Bursa Securities") AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company purpose of the interior of the Annual General Meeting ("AGM") of the Company purpose of the constitution of the Company and the security of the Company purpose of the Company of

SIEW SUET WEI (SSM PC No. 202008001690) (MAICSA 701125 LIM YEN TENG (SSM PC No. 201908000028) (LS 0010182) LIEW SEE SEE (SSM PC No. 202008001371) (MAICSA 7062468) Ibirt Company Secretaries 7011254) Joint Company Kuala Lumpur

30 April 2024

# Notes:

(1) Only members whose names appear on the Record of Depositors on 14 June 2024 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at the 23rd AGM.

(2) 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.

(3) A member shall be entitled to appoint not more than two proxies to attend and vote at the 23rd 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.

(4) 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 "() member 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."

(5) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing.

(6) Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, all resolutions at the 23rd AGM shall be put by way of poll.

(7) 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 thereof, must be deposited at the business address of the Company at Level 4, No. 131, Persiaran PM 2/1, Pusta Bandar Seri Manjung Serksyen 2, 23040 Seri Manjung, Persk Darral Ridzuan not be shorted the time of holding the 23rd AGM or any adjournment thereof. Alternatively, the form of proxy may also be lodged electronically via the Vote2U Online at https://web.vote2u.my. Kindly refer to the Administrative Guide for the 23rd AGM for further information on t

#### **Explanatory Notes**

Note A - Audited Financial Statements for the financial year ended 31 December 2023
This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Act, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

Ordinary Resolution 1 - Payment of Directors' Fees
The Directors' fees approved for the financial year ended 31 December 2023 was up to an amount of RM595,000 to the
Non-Executive Directors ("NEDs") for the financial year ending 31 December 2024, which have been estimated by taking into account the proposed increase in NEDs' fees and the addition of new NEDs to be appointed for the financial year ending 31 December 2024. 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 AGM for

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 Nomination and Remuneration Committee and the Board of Directors of the Company, which 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 att meetings by the Directors of the Company.

Ordinary Resolutions 3 and 4 - Re-election of Directors

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 3 or a multiple of 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 3 years but shall be eligible for re-election.

The Board through its Nomination and Remuneration Committee had assessed the Directors and agreed that they meet the criteries as prescribed by Paragraph 2:20A of the Listing Requirement of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their roles as Directors. Tan Sri Dato' Seri Panglima Dr. Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin and Ms Looi Sze Shing are standing for re-election as Directors of the Company The profiles of the Directors standing for re-election are set out in the Annual Report 2023.

Ordinary Resolution 5 - Re-appointment of Auditors
The Board and Audit and Risk Management Committee had at their respective meetings on 15 April 2024 recommended the re-appointment of Moore Stephens Associates PLT for the financial year ending 31 December 2024. Moore Stephens Associates The Thes met the criteria prescribed under the Paragraph 15.21 of the Listing Requirements of Bursa Securities and indicated their willingness to continue their services for the next financial year.

Ordinary Resolution 6 - Authority to issue shares pursuant to Sections 75 and 76 of the Act The Company had during its 22nd AGM held on 28 June 2023 obtained from its shareholders, a total number of issued shares (excluding treasury shares) of the Company and this mandate had

Ordinary Resolution 6 - Authority to issue shares pursuant to Sections 75 and 76 of the Act
The Company had during in \$22nd AGM held on 28 June 2023 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Act 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) of the Company and this mandate had not been exercised by the Company.
The proposed Ordinary Resolution 6 is a renewal mandate of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Act. Pursuant to Section 85 of the Act and Clause 57 of the Company's Constitution, shareholders have pre-emptitive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 6, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.
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. This mandate would provide the Company the flexibility to raise fund, including but not limited to placing of shares to finance future investment(s), project(s), acquisition(s) and/or working capital without having to convene a general meeting.

Ordinary Resolution 7 - Proposed renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature
The proposed Ordinary Resolution 7, if passed, will give the authority for the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature are undertaken in the ordinary course or business which are necessary for the day-to-day operations on arms 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 to the detrimental to the minority shareholders of the Company and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at the next general meeting. Please refer to the Circular to Shareholded at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at the next general meeting. Please refer to the Circular to Shareholded attended to the company and the next general meeting.

Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back Authority
This resolution 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 at a general meeting, will expire at the conclusion of the next AGM of the Company. Further information on the proposed share buy-back authority is set out in the Share Buy-Back This resolution will empower the of the Company. This authority, Statement dated 30 April 2024.

PERSONAL DATA PRIVACY

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 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 lightly and provided in the provided i

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Be

Details of individuals who are standing for election as Directors

No individuals who are standing for election as Directors standing for re-election) at the 23rd AGM of the Company.

The profiles of the Directors who are standing for re-election as per Ordinary Resolutions 3 to 4 of the Notice of 23rd AGM are stated in the section on the Profile of Directors in this Annual Report.

Statement relating to general mandate for issue of securities in accordance with Paragraph 4.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Pro Ordinary Resolution 6 as stated in the Notice of the 23rd AGM of the Company for details.



Registration No: 200101000008 (535763-A) (Incorporated in Malaysia)

# **ADMINISTRATIVE GUIDE FOR SHAREHOLDERS**

# 23RD ANNUAL GENERAL MEETING

#### Dear Shareholders of Lagenda

We are pleased to invite you to participate in the 23<sup>rd</sup> AGM of the Company which will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting Facilities ("RPV Facilities"):

Date : Monday, 24 June 2024

Time : 10.30 a.m. or at any adjournment thereof

Meeting Venue : https://web.vote2u.my

**Domain Registration Number** : D6A471702

with MYNIC

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 14 June 2024 and holders of proxy for those shareholders to participate in the virtual AGM and vote remotely at this AGM. In line with Practice 13.3 of the Malaysian Code on Corporate Governance 2021, 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 a proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

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 Facilities provided by Agmo Digital Solutions Sdn Bhd ("AGMO") via its Vote2U Online website at <a href="https://web.vote2u.my">https://web.vote2u.my</a>

# 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	<ul> <li>The registration will open from the day of notice</li> <li>a. Access website at https://web.vote2u.my.</li> <li>b. Click "Sign Up" to sign up as a user.</li> <li>c. Read the 'Privacy Policy' and 'Terms &amp; Conditions' and indicate your acceptance of the 'Privacy Policy' and 'Terms &amp; Conditions' on a small box □. Then click "Next".</li> <li>d. *Fill-in your details (note: create your own password). Then click "Continue".</li> </ul>
		<ul> <li>e. Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).</li> <li>f. Click "Submit" to complete the registration.</li> </ul>
		g. Your registration will be verified and an email notification will be sent to you. Please check your email.
		Note:
		If you have registered as a user with Vote2U Online previously, you are not required to register again.
		*Check your email address is keyed in correctly.  *Remember the password you have keyed-in.

# **B: REGISTER PROXY**

# Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<ul> <li>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information: <ul> <li>MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy</li> <li>*Email address of the Proxy</li> </ul> </li> <li>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.</li> </ul>

	Note: 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.  *Check the email address of Proxy is written down correctly.
ii. Electronic Lodgement of Proxy Form (e-Proxy Form) For individual shareholders only	<ul> <li>a. Individual shareholders to log in to Vote2U with your email address and password that you have registered with Vote2U.</li> <li>b. Click "Register Proxy Now" for e-Proxy registration.</li> <li>c. Select the general meeting event that you wish to attend.</li> <li>d. Select/add your Central Depository System ("CDS") account number and number of shares.</li> <li>e. Select "Appoint Proxy".</li> <li>f. Fill-in the details of your proxy(ies) – ensure proxy(ies) email address(es) is/are valid.</li> <li>g. Indicate your voting instruction should you prefer to do so.</li> <li>h. Thereafter, select "Submit".</li> <li>i. Your submission will be verified.</li> <li>j. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address &amp; password, to log in to Vote2U.</li> <li>Note:</li> <li>You need to register as a shareholder before you can register a proxy and submit the e-Proxy form. Please refer above 'A: Registration' to register as shareholder.</li> </ul>

Shareholders who appoint Proxy(ies) to participate in the virtual AGM must ensure that the hardcopy Form of Proxy or e-Proxy Form 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.	The Vote2U online portal will open for log in starting from <b>10.00</b> a.m., Monday, <b>24</b> June <b>2024</b> , one (1) hour before the commencement of the AGM.
		<ul> <li>a. Login with your email and password</li> <li>b. Select the General Meeting event (for example, "LAGENDA 22<sup>nd</sup> AGM").</li> <li>c. Check your details.</li> <li>d. Click "Watch Live" button to view the live streaming.</li> </ul>

# **B: ASK QUESTION**

# **Individual Shareholders & Proxies**

	Description		Procedures
i.	Ask Question AGM (real-time)	during	Questions submitted online using typed text 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.  a. Click "Ask Question" button to post question(s). b. Type in your question and click "Submit".
			The Chairman / Board of Directors will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.

# C: VOTING REMOTELY

# **Individual Shareholders & Proxies**

	Description	Procedures
i.	Online Remote	Once the Chairman announces the opening of remote voting:
	Voting	<ul> <li>a. Click "Confirm Details &amp; Start Voting".</li> <li>b. 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.</li> <li>c. To change your vote, click "Back" and select another voting choice.</li> <li>d. 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.</li> <li>[Please note that you are not able to change your voting choices after you have confirmed and submitted your votes.]</li> </ul>

#### **ADDITIONAL INFORMATION**

### **Voting Procedure**

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 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.

# 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. For enquiries relating to the AGM Administrative Guide for Shareholders, please email your enquiries or contact our **Investor Relation** during office hours (9.00 a.m. to 5.00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Email: ir@lagendaprops.com

Tel No: +605 6887179

b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9.00 a.m. to 5.00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Tel No: +603 76648520 / +603 76648521

Email: vote2u@agmostudio.com