

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Fifty-Seventh Annual General Meeting** ("AGM") of DutaLand Berhad ("the Company") will be conducted on **Friday, 29 November 2024 at 10.30 a.m.**, or at any adjournment thereof, as a **fully virtual meeting** through an online meeting platform at <https://tliih.online> (registered with MYNIC Berhad in the domain name <https://tliih.com.my> under the registration number D1A282781) to transact the following businesses:

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM427,000 for the financial year ended 30 June 2024.
- To approve the payment of Directors' fees of up to RM1,054,000 for the period from 1 July 2024 until the next Annual General Meeting of the Company.
- To approve the payment of Directors' meeting allowances of up to RM105,000 for the period from the Fifty-Seventh AGM until the next Annual General Meeting of the Company.
- To re-elect the following Directors who are retiring by rotation pursuant to Clause 101(1) of the Constitution of the Company and, being eligible, offer themselves for re-election:
 - Datuk Yap Wee Chun;
 - Datuk Ooi Woon Chee; and
 - Dato' Hazli bin Ibrahim.
- To re-elect Tun Arifin bin Zakaria who is retiring in accordance with Clause 98 of the Constitution of the Company and, being eligible, offers himself for re-election.
- To re-appoint Messrs Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

As Special Business:

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

8. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT approval be and is hereby given for Dato' Abdul Majit bin Ahmad Khan to continue to act as an Independent Non-Executive Director of the Company."

9. AUTHORITY TO ISSUE AND ALLOT SHARES

"THAT, subject to the Companies Act 2016 ("Act") and approval of the relevant regulatory bodies, if required, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company from time to time pursuant to Sections 75 and 76 of the Act and upon such terms and conditions for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby authorised and empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND FURTHER THAT in connection with the above and Section 85 of the Act to be read together with Clause 28 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, if any, and that such new shares, when issued, shall rank *pari passu* with the existing issued shares in the Company."

10. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

"THAT approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into all arrangements and/or transactions involving the interests of the Directors, major shareholders and/or persons connected with the Directors and/or major shareholders of the Group ("Related Parties"), comprising recurrent related party transactions of a revenue or trading nature as set out under section 2.4 in Part A of the Circular/Statement to Shareholders dated 30 October 2024 ("Proposed RRPT Mandate"), provided that such recurrent related party transactions are carried out in the ordinary course of business; necessary for the day-to-day operations of the Group; on normal commercial terms which are consistent with the Group's normal business practices and policies; on terms not more favourable to the Related Parties than those generally available to the public; and not to the detriment of the minority shareholders of the Company and in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

AND THAT such authority conferred by the shareholders of the Company, upon passing this resolution pertaining to the Proposed RRPT Mandate, will continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company unless, by a resolution passed at the next AGM of the Company, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company, after that date, is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- the authority is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to take all such steps and do all such acts and things as they may consider expedient or necessary in the best interests of the Company including execution of all such documents, as may be required, to implement, complete and give effect to the Proposed RRPT Mandate."

11. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

"THAT the Directors of the Company be and are hereby authorised to purchase the ordinary shares in the Company ("Shares") through Bursa Malaysia Securities Berhad ("Bursa Securities") at any time, upon such terms and conditions as the Directors may, in their absolute discretion, deem fit provided that:

- the aggregate number of Shares to be purchased and/or held by the Company shall not exceed 10% of the total number of issued Shares of the Company; and
- the funds allocated for the purchase of Shares shall not exceed the retained profits of the Company, ("Proposed Share Buy-back Mandate").

AND THAT the Directors be and are hereby authorised to deal with the Shares so purchased, in their absolute discretion, which may be distributed as dividends, resold, transferred, cancelled and/or in any other manner as prescribed by the Companies Act 2016 ("Act"), the Main Market Listing Requirements of Bursa Securities and the relevant rules, regulations and/or requirements.

AND THAT such authority conferred by the shareholders of the Company, upon passing this resolution pertaining to the Proposed Share Buy-back Mandate, shall commence immediately and continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company unless, by an ordinary resolution passed at the next AGM of the Company, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company, after that date, is required to be held pursuant to Section 340(2) of the Act but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised and empowered to take all such steps and do all such acts and things as they may consider expedient or necessary in the best interests of the Company including execution of all such documents, as may be required, to implement, complete and give effect to the Proposed Share Buy-back Mandate."

12. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

Lim Yoke Si [MA/ICSA 0825971 (SSM PC No. 202008000548)]

Company Secretary

Kuala Lumpur

30 October 2024

Notes:

- The Fifty-Seventh Annual General Meeting of the Company ("AGM") will be conducted pursuant to the Securities Commission Malaysia's Guidance Notes and Section 327(2) of the Companies Act 2016.
- Members of the Company whose names appear in the Record of Depositors as at **21 November 2024** shall be entitled to participate and vote remotely at the AGM through <https://tliih.online>. In this context, the term "participate" aforesaid shall include the right to posing questions to the Board via real time submission of typed texts at the portal specified above.
- Members and all proxies/corporate representatives/attorneys duly appointed/authorised shall adhere to the procedures as stated in the **AGM Administrative Details** (available on the Company's website at www.dutaland.com.my) in order to sign-up/register, participate and vote remotely at the AGM.
- Each member is entitled to appoint not more than 2 proxies to participate and vote remotely on his/her/its behalf. A proxy may not need to be a member of the Company. Any member who appoints more than 1 proxy without specifying in the Proxy Form the proportion of the shareholdings to be represented by each proxy, such appointment shall be invalid.
- A member who is an authorised nominee, may appoint not more than 2 proxies in respect of each securities account held. For any member who is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in a securities account ("Omniбус Account"), there is no limit to the number of proxies such member may appoint in respect of each Omniбус Account held.
- Appointment of proxy(ies) shall be made as follows **no later than 10.30 a.m. on 27 November 2024** (Wednesday):
 - electronically** through <https://tliih.online> (refer to the **AGM Administrative Details** for further details); or
 - by way of a duly signed **hard copy Proxy Form** which must be **deposited at the Share Registrar's** office below:
 - 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, Malaysia; or
 - The Customer Service Centre (Tricor Investor & Issuing House Services Sdn Bhd), Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.The Proxy Form shall be completed with all the appropriate information required and signed with a date inserted thereon. For appointment of proxy by any corporate member, its Proxy Form must be signed under its common seal or under the hand of its attorney duly authorised in writing or in accordance with the applicable laws for the time being in force.
- Any authority to appoint a proxy by way of power of attorney and any corporate members who appoint representatives to participate and vote remotely, shall be made **no later than 10.30 a.m. on 27 November 2024** (Wednesday), as more particularly described in the **AGM Administrative Details**.
- You are advised to read and understand the contents of the Personal Data Protection Statement which is annexed with the Notice of AGM before providing any relevant personal data to the Company or its agent(s), as the case may be.
- All resolutions as set out herein will be put to vote by way of poll pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

EXPLANATORY NOTES FOR AGENDA ITEMS

1. Audited Financial Statements 2024

Agenda 1 is for presentation of the Audited Financial Statements 2024 and the Reports of the Directors and Auditors thereon to shareholders in accordance with Section 340(1)(a) of the Companies Act 2016 ("Act") and for discussion during the Annual General Meeting ("AGM"). No voting is required.

2. Ordinary Resolutions 1 and 2 - Payment of Directors' Fees to Non-Executive Directors

Shareholders' approval is sought for the payment of the Directors' fees of RM427,000.00 to the Non-Executive Chairman appointed during the financial year 2024 ("FY2024"), RM60,000.00 to each Non-Executive Director for FY2024, RM5,000.00 to a Non-Executive Director appointed during the FY2024 and RM30,000.00 to the Non-Executive Chairman who retired during the FY2024.

The proposed Ordinary Resolution 2 is to seek shareholders' approval for the payment of fees to Non-Executive Directors of the Company for the period from 1 July 2024 until the next AGM of the Company, to be held in year 2025 (17 months) payable on a quarterly basis. The total Directors' fees, up to RM1,054,000.00, are calculated based on the current Board size and the assumption that all Directors (including potential new Director(s)) will hold office until the next AGM.

With the exception of the proposed increase in Directors' fees for the Non-Executive Chairman (revised to RM20,000.00 per month) and a Non-Executive Director who is the Audit Committee Chairman (revised to RM7,000.00 per month), the proposed payment of Directors' fees to other Non-Executive Directors shall remain unchanged from 1 July 2024.

The Board has endorsed the recommendation of the Remuneration Committee on the proposed payment of Directors' fees to the Non-Executive Directors of the Company.

3. Ordinary Resolution 3 - Payment of Meeting Allowances to Non-Executive Directors

Shareholders' approval is sought for the payment of meeting allowances to Non-Executive Directors including potential new Director(s) and Board/Board Committees/general meetings which could possibly be convened, during the period from this AGM to the next Annual General Meeting.

The Board has endorsed the recommendation of the Remuneration Committee on the proposed payment of meeting allowances to Non-Executive Directors of the Company.

4. Ordinary Resolutions 4, 5 and 6 - Re-election of Directors

The Constitution of the Company provides that, at every AGM, 1/3 of the Directors for the time being shall retire from office and every Director shall retire from office at least once in each 3 years but shall be eligible for re-election. In this respect, Datuk Yap Wee Chun, Datuk Ooi Woon Chee and Dato' Hazli bin Ibrahim are due to retire by rotation at this AGM.

The Board through the Nomination Committee had assessed the retiring Directors based on the Fit and Proper criteria and is satisfied that they have experience, competence, integrity and character in their respective roles as Board members.

5. Ordinary Resolution 7 - Re-election of Director (casual vacancy)

Clause 98 of the Company's Constitution summarises that any person appointed as a Director, either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election.

Tun Arifin bin Zakaria who was appointed to the Board on 1 December 2023 is due to retire at this AGM and being eligible, has offered himself for re-election. The Nomination Committee had assessed Tun Arifin bin Zakaria based on the Fit and Proper criteria and the Board recommends the re-election of Tun Arifin bin Zakaria as Director at this AGM.

6. Ordinary Resolution 8 - Re-appointment of Auditors

The appointment of Messrs Ernst & Young PLT ("EY") as Auditors of the Company shall end at the conclusion of this AGM. The Audit Committee had conducted an annual assessment of the Auditors for the financial year 2024 and the Board has endorsed the recommendation of the Audit Committee to re-appoint EY as Auditors of the Company until the conclusion of the next Annual General Meeting.

7. Ordinary Resolution 9 - Continuing in office as Independent Non-Executive Director

Practice 5.3 of the Malaysian Code on Corporate Governance 2021 provides that justification is needed and shareholders' approval be sought in the event the Company intends to retain an Independent Director who has served beyond 9 years through a two-tier voting process.

Dato' Abdul Majit bin Ahmad Khan has served the Company as an Independent Non-Executive Director for a cumulative term of more than 9 years.

The Board, through the Nomination Committee, had carried out an annual evaluation and assessment and is satisfied that Dato' Abdul Majit bin Ahmad Khan has fulfilled the criteria under the definition of Independent Director as set out in the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"). He has always been able to demonstrate his independence and exercise objective judgement during Board deliberations. The length of his service does not in any way impair his objective and independent judgement nor his ability to act in the best interest of the Company. The Board is confident that he will continue to exercise independent and objective judgement in Board meetings regardless of his length of service in the Company. Furthermore, he has the character, experience, integrity and competence in his role as a Board member.

The Board endorsed the recommendation of the Nomination Committee for Dato' Abdul Majit bin Ahmad Khan to continue in office as an Independent Non-Executive Director. In this regard, approval from shareholders is sought through a two-tier voting process.

8. Ordinary Resolution 10 - Authority to Issue and Allot Shares

The proposed resolution, if passed, will renew the mandate obtained at the last AGM and authorise the Directors to issue and allot up to 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being, for purposes of, including but not limited to, fundraising activities, placement of shares, funding future investments or projects, working capital and/or acquisitions and so forth. The general mandate will provide flexibility and expediency for issuance of new shares and waive shareholders' pre-emptive rights over new shares in connection with Section 85 of the Act to be read together with Clause 28 of the Constitution of the Company. As at the date of this Notice of AGM when the existing mandate is in force, the Company did not issue any new shares and hence no proceeds were raised.

9. Ordinary Resolution 11 - Renewal of Recurrent Related Party Transactions Mandate

The proposed resolution, if passed, will renew the shareholders' mandate obtained at the last AGM and allow DutaLand Berhad Group to enter into the recurrent related party transactions of a revenue or trading nature as detailed in Part A of the Circular/Statement to Shareholders dated 30 October 2024.

10. Ordinary Resolution 12 - Renewal of Share Buy-back Mandate

The proposed resolution, if passed, will renew the shareholders' mandate obtained at the last AGM and authorise the Directors of the Company to purchase not exceeding 10% of the total number of issued shares in the Company for the time being and hold the shares so purchased in the manner as the Directors may deem appropriate in accordance with the Act as detailed in Part B of the Circular/Statement to Shareholders dated 30 October 2024.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

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

1. Election of Directors

No individual is seeking election as Director of the Company at the Fifty-Seventh Annual General Meeting of the Company ("AGM").

2. General Mandate for Issuance of Shares

Shareholders' approval is sought at this AGM for the proposed renewal of the general mandate obtained at the last AGM for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016 and Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The said general mandate, if renewed, will provide flexibility and expediency for issuance of new shares for purposes of, including but not limited to, fundraising activities, placement of shares, funding future investments or projects, working capital and/or acquisitions and so forth. As at the date of this Notice of AGM, the Company did not issue any new shares and hence no proceeds were raised during which the existing mandate is in force.

PERSONAL DATA PROTECTION STATEMENT

Any member of the Company, by providing his/her/its personal data to the Company (or its agents) to attend/speak/participate/vote (including remotely via electronic means) at the Annual General Meeting of the Company ("AGM") or by submitting an instrument (hard copy or electronically) to appoint a proxy(ies) and/or representative(s) to attend/speak/participate/vote on such member behalf at the AGM and/or any adjournment thereof, shall indicate that such member (i) consents to the collection, use and disclosure of his/her/its personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of such member and his/her/its proxies and/or representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance/participation lists, minutes and other documents (including in electronic form or using electronic communications) 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 such member discloses the personal data of member, proxy(ies) and/or representative(s) to the Company (or its agents), such member has obtained the prior consent of proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of his/her/its proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that such member shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of breach of the aforesaid warranty by such member.

Please refer to
Explanatory Note 1

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

Ordinary Resolution 10

Ordinary Resolution 11

Ordinary Resolution 12