

DutaLand Berhad

Company Registration No. 196701000326 (7296-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Fifty-Eighth Annual General Meeting** (“AGM”) of DutaLand Berhad (“the Company”) will be held on **Thursday, 27 November 2025** at **10.30 a.m.** at Grand Ballroom, Level 3, Pullman Kuala Lumpur City Centre Hotel & Residences, Jalan Conlay, 50450 Kuala Lumpur, to transact the following businesses:

AGENDA

As Ordinary Business:

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. | <i>Please refer to
Explanatory Note 1</i> |
| 2. To approve the payment of Directors’ fees of up to RM744,000 for the period from December 2025 until the next Annual General Meeting of the Company. | Ordinary Resolution 1
<i>Please refer to
Explanatory Note 2</i> |
| 3. To approve the payment of Directors’ meeting allowances of up to RM93,000 for the period from December 2025 until the next Annual General Meeting of the Company. | Ordinary Resolution 2
<i>Please refer to
Explanatory Note 3</i> |
| 4. To approve the Benefits in kind of RM32,200 for the financial year ended 30 June 2025. | Ordinary Resolution 3
<i>Please refer to
Explanatory Note 4</i> |
| 5. To approve the Benefits in kind of up to RM82,000 for the period from 1 July 2025 until the next Annual General Meeting. | Ordinary Resolution 4
<i>Please refer to
Explanatory Note 4</i> |
| 6. To re-elect the following Directors who retire by rotation pursuant to Clause 101(1) of the Constitution of the Company and, being eligible, offer themselves for re-election:

(i) Tan Sri Dato’ Yap Yong Seong; and
(ii) Dato’ Abdul Majit bin Ahmad Khan.

Dato’ Sri Yap Wee Keat, who also retires by rotation pursuant to Clause 101(1) of the Constitution of the Company, has expressed his intention not to seek for re-election at the Fifty-Eighth AGM. Hence, he will retain office until the conclusion of the Fifty-Eighth AGM. | Ordinary Resolution 5
Ordinary Resolution 6
<i>Please refer to
Explanatory Note 5</i> |
| 7. 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. | Ordinary Resolution 7
<i>Please refer to
Explanatory Note 6</i> |

As Special Business:

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

8. RETENTION OF DATO' ABDUL MAJIT BIN AHMAD KHAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Ordinary Resolution 8

Please refer to

Explanatory Note 7

"THAT approval be and is hereby given to Dato' Abdul Majit bin Ahmad Khan, whose tenure as an Independent Non-Executive Director of the Company has reached nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in year 2026."

9. AUTHORITY TO ISSUE AND ALLOT SHARES

Ordinary Resolution 9

Please refer to

Explanatory Note 8

"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 do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

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

Ordinary Resolution 10

Please refer to

Explanatory Note 9

"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 2025 of the Company ("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:

- (i) 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
- (ii) 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
- (iii) 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

Ordinary Resolution 11
Please refer to
Explanatory Note 10

“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:

- (i) 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
- (ii) 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:

- (i) 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
- (ii) 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

- (iii) 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. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Special Resolution
Please refer to
Explanatory Note 11

“THAT the proposed amendments to the Constitution of the Company as set out in Appendix A, be approved and adopted with immediate effect AND THAT the Directors and/or Secretaries of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company.”

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

BY ORDER OF THE BOARD

Khoo Ming Siang [MAICSA 7034037 (SSM PC No. 202208000150)]
Company Secretary

Kuala Lumpur
30 October 2025

Notes:

- Members of the Company whose names appear in the Record of Depositors as at **19 November 2025** shall be entitled to attend, speak and vote at the Fifty-Eighth Annual General Meeting (“AGM”) or to appoint proxy(ies) to attend, speak and vote on behalf of the member(s).
- Each member is entitled to appoint not more than 2 proxies to attend, speak and vote at the meeting. A proxy may but need not 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 (“Omnibus Account”), there is no limit to the number of proxies such member may appoint in respect of each Omnibus Account held.
- Appointment of proxy(ies) shall be made as follows **no later than 10.30 a.m. on 25 November 2025** (Tuesday):
 - electronically** via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>; 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
 - alternatively, to be deposited into the drop box located at 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 attend, speak and vote at the meeting, shall be made **no later than 10.30 a.m. on 25 November 2025** (Tuesday), 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 2025

Agenda 1 is for presentation of the Audited Financial Statements 2025 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 Resolution 1 - Payment of Directors' Fees to Non-Executive Directors

Shareholders' approval is sought for the payment of Directors' fees to Non-Executive Directors including potential of One (1) new Director which could possibly be appointed, for the period from December 2025 to the next Annual General Meeting and the fees shall be paid on quarterly basis.

The proposed fees to be paid to the Non-Executive Directors is based on the following fees structure as approved at the previous AGM of the Company, except proposed fee to Non-Executive Chairman (revised to RM30,000 per month):

	Board (RM/annum)
Chairman	360,000
Member who is the Audit Committee Chairman	84,000
Member	60,000

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 2 - Payment of Meeting Allowances to Non-Executive Directors

Shareholders' approval is sought for the payment of meeting allowances to Non-Executive Directors including potential of One (1) new Director and Board/Board Committees/general meetings which could possibly be convened, for the period from December 2025 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 3 and 4 - Payment of Benefits In Kind to Non-Executive Directors

The proposed Ordinary Resolution 3 is to seek shareholders' approval for the payment of Benefits in kind to Non-Executive Director for the financial year ended 30 June 2025.

The proposed Ordinary Resolution 4 is to seek shareholders' approval for the payment of Benefits in kind to Non-Executive Director(s) of the Company for the period from 1 July 2025 until the next Annual General Meeting of the Company, payable in monthly basis.

The Board has endorsed the recommendation of the Remuneration Committee on the proposed payment of Benefits in kind to Non-Executive Directors of the Company.

5. Ordinary Resolutions 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, Tan Sri Dato' Yap Yong Seong and Dato' Abdul Majit bin Ahmad Khan 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.

Dato' Sri Yap Wee Keat who is subject to retirement by rotation pursuant to Clause 101(1) of the Constitution of the Company had indicated that he will not be seeking re-election and shall be retiring as Director at the conclusion of the Fifty-Eighth AGM.

6. Ordinary Resolution 7 - 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 2025 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 8 – Retention of Dato' Abdul Majit bin Ahmad Khan as an 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 Non-Executive 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 9 - 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 without delay and incurring additional cost in convening general meetings to approve such issuance of shares. 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 10 – 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 2025.

10. Ordinary Resolution 11 - 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 2025.

11. Special Resolution - Proposed Amendments to the Constitution of the Company

The Proposed Amendments to the Constitution of the Company under item 12 of the Agenda are mainly to streamline the Constitution with the relevant regulatory requirements as well as to enhance administrative efficiency. Board decision by majority voting allows for quicker resolutions and avoiding delays, and also provides a more streamlined and efficient decision making process.

The Proposed Amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the meeting.

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-Eighth 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 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) 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.

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