



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Damansara Holdings Berhad (“**DBHD**” or the “**Company**”) (“**EGM**”) will be conducted on a virtual basis and entirely via remote participation and voting (“**RPV**”) from the Broadcast Venue at Gemilang Room Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 2 February 2023, at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF DBHD PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 (“**ACT**”) (“**PROPOSED SCR**”)

THAT, subject to the required approvals and consents being obtained from all relevant authorities and parties and subject to the confirmation of the High Court of Malaysia (“**High Court**”) for the reduction of the issued share capital of DBHD in accordance with Section 116 of the Act, approval be and is hereby given for DBHD to undertake and effect the Proposed SCR in the following manner:

(i) to cancel all the ordinary shares in DBHD (“**DBHD Shares**”) in issue held by all the shareholders of DBHD (save for JLand Group Sdn Bhd, Sindora Berhad and Kulim (Malaysia) Berhad (collectively, “**Non-Entitled Shareholders**”)) whose names appear in the Record of Depositors of DBHD on an entitlement date to be determined and announced later by the board of directors of DBHD (“**Board**”) in respect of the Proposed SCR (“**Entitlement Date**”) (“**Entitled Shareholders**”); and

(ii) thereafter, to effect the capital repayment of RM0.80 in cash for each DBHD Share held by the Entitled Shareholders on the Entitlement Date.

AND THAT pursuant to the Proposed SCR, the Board be and is hereby authorised to take all such steps as they may deem necessary in connection with the Proposed SCR including:

(i) to determine the Entitlement Date;

(ii) to file an application to seek the confirmation from the High Court for the reduction of share capital under Section 116 of the Act;

(iii) to lodge a copy of the order of the High Court granted pursuant to Section 116 of the Act confirming the reduction of share capital with the Registrar of Companies on such date as the Board may determine;

(iv) subject to the order of the High Court being granted pursuant to Section 116 of the Act with regards to the Proposed SCR, to effect the capital repayment of RM0.80 in cash for each DBHD Share held by the Entitled Shareholders on the Entitlement Date;

(v) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interest of DBHD or as a consequence of any requirements imposed by the relevant authorities, the High Court and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR; and

(vi) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of DBHD in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.

BY ORDER OF THE BOARD

Shaiful Azhar bin Ahmad
(LS0008390)(SSM PC NO. 201908001576)
Company Secretary

Kuala Lumpur, Malaysia
11 January 2023

NOTES:

1. The EGM will be conducted fully virtual and entirely via remote participation and voting (“**RPV**”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s (“**Share Registrar**”, “**Tricor**” or “**TIIH**”) TIIH Online website at <https://tiih.online>.
2. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting and all meeting participants including Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.

Please read and follow the procedures as set out in the Remotely via RPV facilities.

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Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote collectively, “participate” remotely at the EGM via the RPV facilities provided by Tricor.

3. For the purpose of determining a member who shall be entitled to vote at the EGM, the Company shall be requesting the Record of Depositors (“**ROD**”) as at 25 January 2023. Only a depositor whose name appears on the ROD as at 25 January 2023 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
4. A member entitled to attend and vote at the EGM is entitled to appoint proxy(ies) or attorney or authorised representative to attend and vote in his/her stead.
5. 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.
6. 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 with ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee who 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds.
8. Where a member or the authorised nominee appoints two (2) 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 failing which the appointment(s) shall be invalid.
9. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at DBHD’s Share Registrar’s Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively to be submitted via TIIH Online website at <https://tiih.online>, not less than 48 hours before the time for holding the EGM i.e. before Tuesday, 31 January 2023 or any adjournment thereof.
10. In the case of a corporate member, the instrument appointing a proxy shall be executed under its common seal or under the hand of its officer or attorney duly authorised.
11. A member who has appointed a proxy or attorney or representative to participate at this meeting must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIIH Online website at <https://tiih.online>.
12. If the instrument appointing a proxy 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 the instrument appointing a proxy 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 instrument appointing a proxy.
13. The Administrative Notes and Proxy Form are available online for download at www.dbhd.com.my. A notification to shareholders of the Company who have maintained their e-mail addresses in the ROD will be sent via electronic mail by the Share Registrar of DBHD, Tricor Investor & Issuing House Sdn. Bhd.