

LANDMARKS

LANDMARKS BERHAD

Registration No. 198901007900 (185202-H)

BOARD CHARTER

1 Introduction

The Board of Directors (“Board”) of Landmarks Berhad (“Landmarks” or “Company”) is accountable and responsible for the business and financial performance and affairs of Landmarks and its Group of Companies (“Group”). The Board in fulfilling its responsibility ensures that Landmarks Group has an appropriate corporate governance structure aimed at creating and preserving shareholder value.

This Board Charter sets out the duties and responsibilities of all Directors in performing their functions which are governed by the Constitution and the prevailing laws and regulations.

2 The Board

2.1 Board Composition

The Board will consist of qualified individuals with diverse experience, skills set and knowledge.

The Constitution of the Company provides that the number of Directors shall not be less than 2 and not more than 20. At all times, at least 2 Directors or one-third, whichever is higher, of the Board members will be Independent Directors. The composition and size of the Board shall be reviewed from time to time to ensure conformity.

2.2 Appointments and Re-election

The appointment of Directors will be considered and decided by the Board upon recommendation from the Nominating Committee. The Nominating Committee will consider the required mix of skills, experience and knowledge that a Director brings to the Board to enhance its performance.

The Constitution of the Company provides that all newly appointed Directors shall retire and be re-elected by the shareholders at the Company’s Annual General Meeting (“AGM”). Apart thereto, one-third of the Board shall retire from office and be eligible for re-election at every AGM. All Directors shall be subject to retirement once in every 3 years.

2.3 Directors’ Training

In addition to the Mandatory Accreditation Programme prescribed by Bursa Malaysia Securities Berhad, the Directors shall continue to undertake relevant training courses to keep abreast with developments in the capital markets, relevant changes in laws and regulations, corporate governance matters and to enhance their existing or acquire additional skills and knowledge to effectively discharge their responsibilities and sustain active participation in Board deliberations.

2.4 Independence of Directors

The Nominating Committee and the Board shall undertake an annual assessment of the status of Independent Directors.

2.5 Board Meeting

The Board shall schedule at least four (4) meetings a year at quarterly intervals with additional meetings convened whenever urgent and important matters or decisions are required. The Board will deliberate and consider a variety of matters including strategies and policies, corporate governance, risk management, corporate proposals and budgets, the financial results, and the business plans and direction of the Group at its meetings. The Board ensures that its decisions as well as the issues deliberated on before arriving at those decisions are properly documented and implemented.

A full agenda of the meeting and Board papers will be distributed in advance of each Board and Board Committee meeting to ensure Directors are well informed and have the opportunity to seek further information on matters to be deliberated. The Board reports cover the areas of corporate, financial, operational and regulatory compliance matters.

Proceedings of all meetings are minuted and signed by the Chairman of the meeting upon approval by the Board at the subsequent meeting.

2.6 Financial Reporting

The Board is responsible to present a balanced and meaningful assessment of the Group's financial performance and prospects when presenting the annual financial statements and quarterly financial results to the shareholders.

The Board ensures that the financial statements are prepared in accordance with the Companies Act 2016 and approved accounting standards so as to give a true and fair view of the state of affairs of the Group and Company. The Board is supported by the Audit and Risk Management Committee in the Group's process and quality of financial reporting.

2.7 Directors' Remuneration

The Remuneration Committee reviews and recommends the remuneration of the Executive Directors and senior management to the Board for approval based on the specific targets set and achieved in relation to the performance of the Group and the approved operating budget. The Committee also reviews and recommends to the Board the fees and allowances payable to the Non-Executive members of the Board and the Committees in accordance with the level of responsibilities undertaken.

2.8 Company Secretary

The Board is supported by the Company Secretary who plays an advisory role to the Board and the Board Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Group and the Company.

3 Duties and Responsibilities of the Board

The Board has a formal schedule of matters reserved for its decision, specifically:

- establishing the corporate vision and mission, and philosophy of the Landmarks Group;
- establishing strategic and financial objectives and plans for the Landmarks Group;
- approving the annual budget and business plans, monitors its achievement and evaluates and approves major capital expenditure, capital management and major corporate transactions;
- identifying, evaluating, managing and monitoring the principal risks and the risk management strategy of the Landmarks Group;
- reviewing the adequacy and integrity of internal controls and reporting systems, evaluating their effectiveness, and identifying and rectifying deficiencies;
- together with senior management, promoting good corporate governance culture which is infused with environmental, social and governance (“ESG”) considerations within the Landmarks Group to sustain and reinforce ethical, prudent and professional behaviour;
- review, challenge and decide on management’s proposals for the Company, and monitor its implementation by management;
- ensuring that the strategic plan of the company supports long-term value creation and includes strategies on economic and ESG considerations underpinning sustainability with profit;
- overseeing the management of the business and affairs of the Landmarks Group to evaluate whether the business is being properly managed;
- assessing potential legal actions as they arise, taking steps to protect the Landmarks Group from legal action and to sanction legal action for redress;
- appointing senior management and directors who possess the necessary skills and experience, and approving a succession plan for senior management and for the Board; and
- ensuring the standards and integrity of the Company’s financial and non-financial reporting.

3.1 Role of the Chairman

The Chairman of the Board provides leadership so that the Board can perform its responsibilities effectively. The principal role of the Chairman is to:

- lead board meetings and discussions;
- act as a facilitator and encourage active participation at meetings of the Board to ensure that no member, whether executive or non-executive, dominates discussions, that appropriate discussions take place and that relevant opinion among members and management is forthcoming;
- lead the Board in the adoption and implementation of good corporate governance practices incorporating ESG in the Company and Group;
- maintain regular dialogue with the management over operational matters and to consult the other members of the Board over any matter that gives cause for major concern;
- maintain and manage the interface between the Board and management; and
- represent the Board to shareholders and ensure that appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

3.2 Role of Directors

All Directors shall:

- collectively, lead and manage the Company and Group in an effective and responsible manner;
- exercise their fiduciary duties by demonstrating good stewardship, acting professionally and upholding values of integrity, sincerity and corporate responsibility;
- act in good faith and in the best interest of the Company and Group;
- exercise reasonable care, skill and diligence in accordance with the knowledge, skill and experience which may reasonably be expected of the Director and bring any additional knowledge, skill and experience which the Director in fact has;
- avoid conflict of interest and self-dealing through improper use of the Group's property, position, corporate opportunity or competing with the business of the Group;
- understand their oversight role, including the exercise of independent and objective judgment in decision making;
- commit and devote sufficient time and efforts in discharging their duties responsibly;
- contribute actively in Board discussions and deliberation of issues by providing sound advice based on the Director's experience and specific expertise; and
- attend regular training programmes in order to be appraised of changes such as legal and regulatory requirements and the prevailing issues like sustainability or ESG issues that are relevant to the Company and Group.

3.3 Role of Independent Directors

Independent Directors play an essential role in protecting the interests of minority shareholders and ensure that the interests of all stakeholders are taken into account. They provide independent judgment, experience and objectivity to the deliberations of the Board. Their contributions include bringing impartiality to Board deliberations, particularly by constructively challenging the development of the Group's strategy proposed by the Management. They are also expected to oversee the performance of Management in meeting agreed goals and objectives as well as monitor the reporting of performance.

4 Board Committees

The Board may from time to time establish committees as appropriate to assist it in fulfilling its duties and responsibilities. The Board has established and delegated certain functions to the following Committees to assist it in the execution of its responsibilities:

- i) Audit and Risk Management Committee to assist and support the Board primarily in the areas of financial reporting, risk management and internal control;
- ii) Nominating Committee to assist the Board in the selection and assessment of Directors; and
- iii) Remuneration Committee to assist the Board to assess the remuneration of Directors and senior management.

The newest Committee that had been established by the Board is the Environmental, Social and Governance or ESG Committee with a Charter mandating it to support the Company and Group's on-going commitment to sustainability in the environmental, corporate social responsibility, corporate governance and other public policy matters relevant to the Company and the Group.

Each of the Committees operate under clearly defined terms of reference. The Chairman of the respective Committees reports to the Board on the significant issues deliberated at the Committee meetings, and where appropriate, make recommendations to the Board.

The minutes of the Committee meetings are included in the Board agenda and papers for information and deliberation of the Board, where relevant.

The Terms of Reference of the respective Committees may be accessed at the Company's website at www.landmarks.com.my.

5 The Management

The management is responsible to support the Board on the development of, advising on and implementation of the corporate and business strategies, policies and decisions set by the Board as well as coordinating and overseeing the day-to-day operations to ensure the effective implementation of the Company's sustainability strategies and plans.

5.1 Chief Executive Officer ("CEO")

The management is led by the CEO who is responsible to ensure the effective implementation of the Group's strategic and business plans and policies established by the Board as well as to manage the daily conduct of the business and affairs to ensure its smooth operation.

The responsibilities of the CEO are, amongst others, to:

- develop and implement corporate strategies for the Group;
- regularly review the performance of the various functions contributing to the success of the Group;
- ensure the efficiency and effectiveness of the operations of the Group;
- assess business opportunities which are of potential benefit to the Group;
- development of and implementation of good corporate governance practices incorporating ESG in the Company and Group; and
- bring material and other relevant matters to the attention of the Board in an accurate and timely manner.

6 Investor Relations and Shareholder Communications

The Company is committed to promoting on-going and interactive communications with its entire shareholder base, both institutional and private investors. This link is achieved through the annual reports, the quarterly announcements and the shareholders' meetings. The Company uses the AGM and other general meetings to gather views of, and answers questions from the shareholders on issues relevant to the Group. Shareholders' participation is encouraged during the question and answer sessions in the general meetings, and for shareholders to provide suggestions and comments for consideration by management.

The Company's website, www.landmarks.com.my, further provides a comprehensive avenue for up-to-date information dissemination such as dedicated sections on corporate information including financial information and news on the Group.

7 Code of Ethics and Conduct

The Company's Code of Ethics and Conduct ("Code") is to be observed by all Directors and employees of the Landmarks Group. The areas of conduct covered in the Code include:

- i) Conflicts of Interest;
- ii) Confidential Information;
- iii) Inside Information and Securities Trading
- i) Protection of Assets and Funds
- v) Compliance with the Law
- vi) Personal Gifting
- vii) Health and Safety
- viii) Harassment
- ix) Additional Interest or Employment
- x) Fair and Courteous Behaviour
- xi) Misconduct

The Board of Directors will monitor compliance with this Code and review the Code regularly to ensure that it continues to remain relevant and appropriate.

The Code may be accessed at the Company's website at www.landmarks.com.my.

8 Review of Board Charter

This Board Charter approved by the Board shall be reviewed periodically and updated to ensure that new laws, regulations or relevant developments having an impact on the discharge of the Board's duties and responsibilities are incorporated where relevant.