

NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Sixth (“36th”) Annual General Meeting (“AGM”) of Landmarks Berhad (“Landmarks” or “Company”) will be held at the Saujana Ballroom, Ground Floor, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 29 May 2025 at 10.00 a.m. for the following purposes:-

As Ordinary Business

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| 1. To receive the audited financial statements for the year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 1 |
| 2. To approve the payment of Directors’ fees for Landmarks and its subsidiaries amounting to RM448,350.00, for the financial year ended 31 December 2024. | Ordinary Resolution 1 |
| 3. To approve the payment of Benefits Payable to Non-Executive Directors up to an aggregate amount of RM350,000.00 for the period from 29 May 2025 until the next AGM of the Company pursuant to Section 230(1)(b) of the Companies Act 2016 (“the Act”). | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire in accordance with Clause 18.3 of the Constitution of the Company:
(a) Tan Wee Hoong
(b) Dato’ Sri Ramli bin Yusuff
(c) Pardianawati
(d) Fong Chee Khuen | Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6 |
| 5. To re-appoint KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |
| 6. Authority to Issue and Allot Shares | Ordinary Resolution 8 |

“THAT subject to Sections 75 and 76 of the Companies Act 2016 and the approval of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be allotted pursuant to this resolution during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also authorised to obtain approval for the listing of and quotation for the additional shares to be allotted on Bursa Malaysia Securities Berhad, AND THAT such authority shall continue to be in force commence immediately upon the passing of this resolution and until the conclusion of the next Annual General Meeting of the Company.

THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 and Clause 4.3 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

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.”

Any Other Business

7. To transact any other business that may be transacted at the 36th AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

TAN AI NING (MAICSA7015852) (SSM PC No.: 202008000067)
NELSON FOO CHEAN EE (MAICSA7070316) (SSM PC No.: 202008003986)
COMPANY SECRETARIES

SELANGOR DARUL EHSAN
30 April 2025

Explanatory Notes

1. Agenda 1 is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a shareholders’ approval of the Audited Financial Statements. Hence, this agenda item will not be put forward for voting.
2. *Ordinary Resolutions 1 and 2 – Approval of the payment of Directors’ fees and Payment of Benefits Payable to Non-Executive Directors (“NEDs”)*

Section 230(1) of the Act provides that the fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. The Company had, at its Thirty-Fifth AGM (“35th AGM”) held on 29 May 2024, obtained approval from the shareholders in respect of: -

- (a) the payment of Directors’ fees to the NEDs for Landmarks and its subsidiaries of RM419,223.30 for the financial year ended 31 December 2023; and
- (b) the payment of the Directors’ benefits payable (excluding Directors’ fees) an amount up to RM350,000.00 to NEDs for the period from 29 May 2024 until the next AGM of the Company.

There is no revision to the proposed Directors’ Benefits payable to the NEDs of the Company. The benefits payable to the NEDs will only be made by the Company as and when incurred if the resolution is passed. The benefits payable have been reviewed by the Remuneration Committee and Board of Directors of the Company, which recognise that the benefits payable are in the best interest of the Company for the applicable period from 29 May 2025 until the next AGM of the Company.

The benefits comprise allowances for attendance at the Board and Board Committee meetings, subscription to club membership, outpatient medical expenses, hospitalisation and surgical insurance, handphone allowances, travelling allowances and such other benefits which have been/may be approved by the Board of Directors.

Details of the Directors’ Remuneration for the financial year ended 31 December 2024 are enumerated on page 47 of the Corporate Governance Overview Statement of the Company’s annual report.

3. *Ordinary Resolutions 3, 4, 5 and 6 – Re-election of Directors*

The Nominating Committee (“NC”) has assessed the performance, contribution, effectiveness, and independence of the Retiring Directors, and has conducted a fit and proper assessment of Mr. Tan Wee Hoong, Dato’ Sri Ramli bin Yusuff, Mrs. Pardianawati and Mr. Fong Chee Khuen (collectively referred to as “Retiring Directors”).

Based on the justification and recommendation of the NC, the Board supports the re-election of the Retiring Directors as Directors of the Company.

The profiles of the Directors who are standing for re-election are set on pages 13, 15 and 16 respectively of the Company’s Annual Report 2024.

4. *Ordinary Resolution 8 – Authority to Issue and Allot Shares*

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the 36th AGM of the Company (“General Mandate”).

The Company had been granted a General Mandate by its shareholders at the 35th AGM of the Company held on 29 May 2024 (“Previous Mandate”).

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company fund raising activities, including but not limited to placement of shares for the purpose of funding the Company’s current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or such other purposes as the Directors may deem fit in the best interest of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 4.3 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this notice, the Previous Mandate granted by the shareholders has not been utilised and hence, no proceeds were raised therefrom. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Notes:

1. *In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 21 May 2025 shall be entitled to attend, participate, speak and vote at the Meeting.*
2. *Each shareholder may vote in person or by proxy or by attorney or, being a corporation, by a duly authorised representative.*
3. *If there is no indication as to how you wish your vote(s) to be cast, the proxy will vote or abstain from voting at his/her discretion.*
4. *A shareholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting. A proxy needs not be a shareholder of the Company.*

Where a shareholder of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint 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.

Where a shareholder of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

5. *Where a shareholder or an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless the shareholder, authorised nominee or exempt authorised nominee specifies the proportions of the shareholder’s, authorised nominee’s or exempt authorised nominee’s holdings, as the case may be, to be represented by each proxy in the instrument appointing the proxies.*
6. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either be executed under the seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.*
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 of that power or authority must be deposited at the 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, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the 36th AGM or at any adjournment thereof, otherwise the instrument of proxy should not be treated as valid. Alternatively, you may also submit the form of proxy electronically via TIH Online at website: <https://tlih.online> before the proxy appointment cut off time as mentioned above. Please refer to the Administrative Guide for the 36th AGM of the Company on the procedures for electronic lodgement of Form of Proxy, which is also available at <https://www.landmarks.com.my/agm>.*
8. *Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Act: -*
- (a) *the constitution of the quorum at such meeting;*
- (b) *the validity of anything he did as chairman of such meeting;*
- (c) *the validity of a poll demanded by him at such meeting; or*
- (d) *the validity of the vote exercised by him at such meeting.*
9. *Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the 36th AGM will be put to vote by way of poll. Poll Administrator and independent Scrutineers will be appointed by the Company to conduct the poll process and verify the results of the poll respectively.*