

LANDMARKS

LANDMARKS BERHAD

Registration No.: 198901007900 (185202-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EGM**”) of Landmarks Berhad (“**Landmarks**” or “**Company**”) will be conducted virtually through live streaming and online voting using the Remote Participation and Voting (“**RPV**”) facility from the broadcast venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (“**Broadcast Venue**”) on Friday, 8 April 2022 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF THE REMAINING 49% EQUITY INTEREST IN MENDOL INVESTMENTS PTE LTD, 100% EQUITY INTEREST IN HINAKO INVESTMENTS PTE LTD, 60% EQUITY INTEREST IN PRIME HOLDINGS PTE LTD, 60% EQUITY INTEREST IN ENGGANO INVESTMENTS PTE LTD AND 60% EQUITY INTEREST IN MESAWAK INVESTMENTS PTE LTD BY TIARA GATEWAY PTE LTD, A WHOLLY-OWNED SUBSIDIARY OF PRIMARY GATEWAY SDN BHD, WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF LANDMARKS, TO SOUTHERN ARCHIPELAGO LTD (FORMERLY KNOWN AS BLUMONT GROUP LTD (“BLUMONT**”)) FOR A TOTAL AGGREGATE CONSIDERATION OF SGD63.40 MILLION (EQUIVALENT TO APPROXIMATELY RM195.10 MILLION) TO BE SATISFIED VIA THE ISSUANCE OF NEW ORDINARY SHARES IN BLUMONT (“**PROPOSED DISPOSALS**”)**

“**THAT**, subject to the applicable approvals of all relevant authorities or parties being obtained (where required), approvals be and are hereby given to Tiara Gateway Pte Ltd (“**TGPL**”), a wholly-owned subsidiary of the Company to undertake the following:

- (A) Proposed disposal of 2,385,514 ordinary shares in Mendol Investments Pte Ltd (“**Mendol**”), representing the remaining 49% equity interest held by TGPL in Mendol to Blumont for a consideration of SGD14.38 million (equivalent to approximately RM44.24 million) subject to the terms and conditions contained in the conditional share sale agreement dated 1 October 2021 (“**Mendol SSA**”) between TGPL (together with other shareholders for their 51% equity interest on the one part) and Blumont on the other part and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities; and
- (B) Proposed disposals of the equity interest of the following wholly-owned subsidiaries to Blumont subject to the terms and conditions contained in the conditional share sale agreement dated 1 October 2021 (“**Seychelles SSA**”) between TGPL and Blumont and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities:
 - (i) 100% equity interest in Hinako Investments Pte Ltd for a consideration of SGD13.73 million (equivalent to approximately RM42.26 million);
 - (ii) 60% equity interest in Prime Holdings Pte Ltd for a consideration of SGD15.57 million (equivalent to approximately RM47.92 million);
 - (iii) 60% equity interest in Enggano Investments Pte Ltd for a consideration of SGD12.82 million (equivalent to approximately RM39.46 million); and
 - (iv) 60% equity interest in Mesawak Investments Pte Ltd for a consideration of SGD6.90 million (equivalent to approximately RM21.23 million).

THAT the Proposed Disposals amounting to a total aggregate of SGD63.40 million (equivalent to approximately RM195.10 million) (“**Disposal Considerations**”) are to be satisfied via the issuance of 12,680,116,600 new ordinary shares in Blumont ranking pari passu (“**Blumont Shares**”) at an issue price of SGD0.005 (equivalent to approximately RM0.015) per Blumont Share, subject to the terms and conditions as set out in Mendol SSA and Seychelles SSA for the Proposed Disposals.

AND THAT the Board (save for the Interested Director, as set out in the circular to shareholders dated 24 March 2022 (“**Circular**”), where required) be and is hereby empowered and authorised to give effect to the Proposed Disposals with full power (i) to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities; (ii) to deal with all matters relating to the Mendol SSA and Seychelles SSA thereto; and (iii) to do all such acts and things as they may consider necessary or expedient to implement, finalise and give full effect for the completion of the Proposed Disposals.”

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

Date: 24 March 2022

Notes: -

1. As a precautionary measure in view of the COVID-19 outbreak, the EGM will be conducted on a virtual basis through live streaming and online remote voting via RPV facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIH Online website at <https://tjih.online>. Please follow the procedures provided in the Administrative Details of Landmarks' EGM in order to register, participate and vote remotely via the RPV facilities.

The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be at the main venue of the meeting. Members/proxies/corporate representatives are not allowed to physically present at the Broadcast Venue on the day of the EGM.

Shareholders may submit questions to the Board of Directors prior to the EGM via Tricor's TIH Online website at <https://tjih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than 6 April 2022 at 10.00 a.m., or may use the query box to transmit questions to the Board of Directors via RPV facilities during the live streaming of the EGM.

2. In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 31 March 2022 shall be entitled to attend, participate, speak and vote at the EGM.
3. Each shareholder may vote remotely or by proxy or by attorney or, being a corporation, by a duly authorised representative.
4. 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.
5. A shareholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the EGM. 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.

6. 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.
7. 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.
8. If a Member of the Company entitled to attend and vote at a meeting of the Company is not able to participate in the EGM via RPV facility on Friday, 8 April 2022, in line with the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, released by Securities Commission Malaysia on 18 April 2020 and revised on 16 July 2021 ("SC Guidance Note"), we strongly encourage all Members to appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the instrument appointing a proxy (Proxy Form).
9. 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, the Customer Services Centre 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 stipulated for holding the EGM as indicated below, 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://tjih.online>. For further information on the electronic lodgement of form of proxy, please refer to the Administrative Guide for the EGM of the Company.
10. 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 Companies Act 2016: -
 - (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.

11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution sets out in the notice of EGM 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.