

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-fourth Annual General Meeting ("34th AGM") of Landmarks Berhad ("Landmarks" or "Company") will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

- Meeting Platform : <https://tiih.online>
Meeting Title : (LIVE STREAMING MEETING) LANDMARKS BERHAD 34TH AGM
Day, Date and Time : Tuesday, 6 June 2023 at 10.00 a.m.
Broadcast Venue : Tricor Business Centre, Gemilang Room,
Unit 29-01, Level 29, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8 Jalan Kerinchi,
59200 Kuala Lumpur.
Mode of Communication : 1) Submit questions via query box facility via Tricor's TIiH Online website at <https://tiih.online> during the Meeting.
2) Submit questions via Tricor's TIiH Online website at <https://tiih.online> prior to the Meeting.

As Ordinary Business

- To receive the audited financial statements for the year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. Please refer to Note 1
- To approve the payment of Directors' fees for Landmarks and its subsidiaries amounting to RM360,193.15 for the financial year ended 31 December 2022. **Ordinary Resolution 1**
- To approve the payment of Benefits Payable to Non-Executive Directors up to an aggregate amount of RM350,000.00 for the period from 6 June 2023 until the next Annual General Meeting ("AGM") of the Company pursuant Section 230(1)(b) of the Companies Act 2016 ("the Act"). **Ordinary Resolution 2**
- To re-elect the following Directors who retire in accordance with Clause 18.3 of the Constitution of the Company:
(a) Bernard Chong Lip Tau **Ordinary Resolution 3**
(b) Mark Wee Liang Yee **Ordinary Resolution 4**
(c) Dato' Abdul Malek bin Abdul Hamid **Ordinary Resolution 5**
- To re-elect the following Directors who retire in accordance with Clause 18.10 of the Constitution of the Company:
(a) Pardianawati **Ordinary Resolution 6**
(b) Fong Chee Khuen **Ordinary Resolution 7**
- To re-appoint Messrs. KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**
- Authority to Issue and Allot Shares **Ordinary Resolution 9**
"THAT subject to Sections 75 and 76 of the Act 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 Act 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

- To transact any other business that may be transacted at the 34th 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
28 April 2023

Explanatory Notes

- 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.
- 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-third AGM ("33rd AGM") held on 15 June 2022, obtained approval from the shareholders in respect of:-
(a) the payment of Directors' fees of RM338,100 to the NEDs for the period from 15 June 2022 until the 34th AGM; and
(b) the payment of the Directors' benefits payable (excluding Directors' fees) an amount up to RM300,000.00 to NEDs for the period from 15 June 2022 until the next AGM of the Company.
The proposed Directors' Benefits payable to the NEDs of the Company has been revised to RM350,000 due to enlarged board composition size. 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 6 June 2023 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 2022 are enumerated on page 45 of the Corporate Governance Overview Statement of the Company's annual report.
- Ordinary Resolution 3, 4 and 5 – Re-election of Directors**
The Nomination Committee ("NC") has assessed the performance, contribution, effectiveness, and independence of the Retiring Directors, and has conducted a fit and proper assessment of Mr. Bernard Chong Lip Tau, Mr. Mark Wee Liang Yee, Dato' Abdul Malek bin Abdul Hamid, 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 11 to 15 respectively of the Company's Annual Report 2022.
The Board, having considered the NC's recommendation, approved the redesignation of Mr. Bernard Chong Lip Tau from his current designation as Independent Director to Non-Independent Non-Executive Director upon the conclusion of the 34th AGM.
- Ordinary Resolution 9 – 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 34th AGM of the Company ("General Mandate"). The Company had been granted a General Mandate by its shareholders at the 33rd AGM of the Company held on 15 June 2022 ("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:

- The 34th AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting (RPV) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIiH Online website at <https://tiih.online>. To participate, members are required to register via Tricor's TIiH Online. For more details, please refer to the Procedures for RPV of the Administrative Guide.
The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act and Clause 15.4 of the Company's Constitution which stipulated that a general meeting may be held at more than one venue, using any technology or method that enables the shareholders of the Company to participate and to exercise the shareholders' right to speak and vote at the general meeting and the Chairperson shall be present at the main venue of the AGM. Shareholders should not be physically present and WILL NOT BE ALLOWED entry to the Broadcast Venue during the AGM. Any Shareholders who turn up at the Broadcast Venue would be requested to leave the venue politely.
- In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 25 May 2023 shall be entitled to attend, participate, speak and vote at the Meeting.
- Each shareholder may vote in person or by proxy or by attorney or, being a corporation, by a duly authorised representative.
- 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.
- 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.
- 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.
- 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.
- 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 for holding the Meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, you may also submit the form of proxy electronically via TIiH Online at website: <https://tiih.online> before the proxy appointment cut off time as mentioned above. For further information on the electronic lodgement of form of proxy, please refer to the Administrative Guide for the 34th AGM of the Company for the procedures on RPV via TIiH Online at website: <https://tiih.online>, which is also available at <https://www.landmarks.com.my/agm>.
- 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.
- Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all resolutions set out in the notice of the 34th 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.