

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 the “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 on Friday, 30 April 2021 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY TIARA GATEWAY PTE LTD, A WHOLLY-OWNED SUBSIDIARY OF PRIMARY GATEWAY SDN BHD, WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF LANDMARKS (“TIARA GATEWAY” OR THE “BUYER”) OF THE RIGHTS AND INTEREST UNDER HAK GUNA BANGUNAN NO. 00105/SEBONG LAGOI (“HGB”) IN RELATION TO A PARCEL OF LAND, IDENTIFIED AS LOT AR1 WISMA, LOCATED AT TREASURE BAY BINTAN, BINTAN ISLAND, REPUBLIC OF INDONESIA, HAVING A TOTAL ESTIMATED AREA OF 12,578 SQUARE METERS (“LAND”) AND THE BUILDINGS CONSTRUCTED THEREON (“PROPERTY”) FOR A TOTAL CONSIDERATION OF SGD9.78 MILLION (EQUIVALENT TO APPROXIMATELY RM29.77 MILLION) (“PURCHASE CONSIDERATION”) TO BE SATISFIED THROUGH THE ISSUANCE OF 84,830,494 NEW ORDINARY SHARES IN LANDMARKS AT THE ISSUE PRICE OF RM0.34 EACH (“CONSIDERATION SHARES”) AND CASH CONSIDERATION OF SGD303,750 (EQUIVALENT TO APPROXIMATELY RM924,919), THROUGH THE PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN PT BUANA WISATAMA (“PROPOSED ACQUISITION”)

“THAT subject to the applicable approvals of all relevant authorities or parties being obtained (where required), approval be and is hereby given to Tiara Gateway to acquire the rights and interests under the HGB and the Property through the acquisition of the entire equity interest in PTBW from Mark Wee Liang Yee (“Vendor”) for the Purchase Consideration to be satisfied through the issuance of 84,830,494 Consideration Shares at an issue price of RM0.34 per Consideration Share and the Cash Consideration of SGD303,750 (equivalent to approximately RM924,919), subject to the terms and conditions contained in the conditional share sale agreement dated 2 December 2020 (“SSA”), between Tiara Gateway and the Vendor and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities;

THAT approval be and is hereby given to the Board of Directors of Landmarks (“Board”) to allot and issue the Consideration Shares to the Vendor for the purpose of part satisfaction of the Purchase Consideration for the Proposed Acquisition;

THAT the Consideration Shares shall, upon issuance and allotment, be of the same class and rank pari passu in all respects with the then existing ordinary shares in Landmarks, save and except that the holders of such Consideration Shares shall not be entitled to any dividends and/or other distributions declared by Landmarks, the entitlement date of which is prior to the date of allotment of the Consideration Shares, and shall be free from all encumbrances;

AND THAT, the Board (save for the Interested Director, as set out in the circular to shareholders dated 15 April 2021 (“Circular”), where required) be and is hereby authorised to give effect to the Proposed Acquisition 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 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 to the Proposed Acquisition.”

By order of the Board,

LANDMARKS BERHAD

TAN AI NING (MAICSA7015852) (SSM PC No.: 202008001023)

WONG WEI FONG (MAICSA7006751) (SSM PC No.: 201908001352)

COMPANY SECRETARIES

SELANGOR DARUL EHSAN

Date: 15 April 2021

Notes:-

- As a precautionary measure in view of the COVID-19 outbreak, the EGM will be conducted on a fully 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 TIH Online website at <https://tth.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://tth.online> by selecting “e-Services” to login, pose questions and submit electronically no later than 28 April 2021 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.
- In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 23 April 2021 shall be entitled to attend, participate, speak and vote at the EGM.
- Each shareholder may vote remotely 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 EGM. A proxy need 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.
- 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, 30 April 2021, 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 5 March 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).
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notationally 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://tth.online>. For further information on the electronic lodgement of form of proxy, please refer to the Administrative Guide for the EGM of the Company.
- 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:-
 - the constitution of the quorum at such meeting;
 - the validity of anything he did as chairman of such meeting;
 - the validity of a poll demanded by him at such meeting; or
 - the validity of the vote exercised by him at such meeting.
- 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 Scrutinisers will be appointed by the Company to conduct the poll process and verify the results of the poll respectively.