

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-third Annual General Meeting ("33rd 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://tihh.online>
Meeting Title : (LIVE STREAMING MEETING) LANDMARKS BERHAD 33RD AGM
Day, Date and Time : Wednesday, 15 June 2022 at 10.00 a.m.
Broadcast Venue : Tricor Leadership Room
Level 32-01, Level 32, 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 TIH Online website at <https://tihh.online> during the Meeting.
2) Submit questions via Tricor's TIH Online website at <https://tihh.online> prior to the Meeting.

As Ordinary Business

1. To receive the audited financial statements for the year ended 31 December 2021 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 RM338,100.00 for the financial year ended 31 December 2021. **Ordinary Resolution 1**
3. To approve the payment of Benefits Payable to Non-Executive Directors up to an aggregate amount of RM300,000.00 for the period from 15 June 2022 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**
4. To re-elect the following Directors who retire in accordance with Clause 18.3 of the Constitution of the Company:
(a) John Ko Wai Seng **Ordinary Resolution 3**
(b) Robin Tan Wee Hoong **Ordinary Resolution 4**
(c) Dato' Sri Ramli bin Yusuff **Ordinary Resolution 5**
5. To re-appoint Messrs KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business

To consider and, if thought fit, to pass the following resolutions:

6. Proposed Retention of Mr Bernard Chong Lip Tau as Independent Non-Executive Director
"THAT Mr Bernard Chong Lip Tau, having served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company." **Ordinary Resolution 7**

7. Proposed Retention of Mr John Ko Wai Seng as Independent Non-Executive Director
"THAT subject to the passing of Ordinary Resolution 3, Mr John Ko Wai Seng, having served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company." **Ordinary Resolution 8**

8. Authority to Issue and Allot Shares
"THAT subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company at any time to such persons, 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 issued pursuant to this resolution must not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("Proposed 20% General Mandate"). **Ordinary Resolution 9**
THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022.

THAT with effect from 1 January 2023, the general mandate shall be reinstated from a 10% limit to a 10% limit pursuant to Rule 6.03 of the MMLR of Bursa Securities provided that the aggregate number of such new shares to be issued by the Company from time to time, at such price, to such persons and for such purposes and such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate").

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company held after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as "Proposed General Mandate").

THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued on Bursa Securities;

AND THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

Any Other Business

9. To transact any other business that may be transacted at the 33rd 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
17 May 2022

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-Second AGM ("32nd AGM") held on 23 June 2021, obtained approval from the shareholders in respect of:
(a) the payment of Directors' fees of RM338,100 to the NEDs for the period from 23 June 2021 until the 33rd 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 23 June 2021 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 of from 15 June 2022 until the next AGM of the Company.

The benefits comprise allowance 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 2021 are enumerated on page 57 of the Corporate Governance Overview Statement of the Company's annual report.

Ordinary Resolution 3, 4 and 5 – Re-election of Directors

Based on the justification and recommendation of the Nomination Committee, the Board supports the re-election of Mr John Ko Wai Seng, Mr Robin Tan Wee Hoong and Dato' Sri Ramli bin Yusuff as Directors of the Company.

The profiles of the Directors who are standing for re-election are set on pages 18 to 20 respectively of the Company's Annual Report 2021.

Ordinary Resolutions 7 and 8 – Proposed Retention of Mr Bernard Chong Lip Tau and Mr John Ko Wai Seng as Independent Non-Executive Directors

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021, the Nominating Committee and the Board of Directors have conducted an assessment of the independence of Mr Bernard Chong Lip Tau and Mr John Ko Wai Seng, who have both served the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and have recommended them to be retained as Independent Non-Executive Directors of the Company, subject to the approval from the shareholders of the Company based on the following justifications:

- i. they have fulfilled the guidelines of the MMLR in respect of 'Independence';
- ii. they are being free of management, they have and are able to exercise independent judgment to act in the best interests of the Company;
- iii. they having served the Board for more than nine (9) years, they understand the Group's operations which will enable them to bring valuable recommendations to Board deliberations; and
- iv. they have exercised care as Independent Non-Executive Directors and have carried out their professional and fiduciary duties in the best interest of the Company.

Ordinary Resolution 9 – Authority to Issue and Allot Shares

Bursa Securities had vide its letters dated 16 April 2020 and 23 December 2021 respectively, allowed and extended the implementation period of the increased general mandate of not more than twenty per centum ("20%") of the total number of issued shares (excluding treasury shares) for new issue of securities. The Ordinary Resolution 9 is to seek a general mandate for issuance and allotment of shares by the Company from time to time pursuant to the Act at the forthcoming 33rd AGM of the Company provided that aggregate number of shares allotted pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2022. With effect from 1 January 2023, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Rule 6.03 of the MMLR of Bursa Securities.

The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as the Proposed 20% General Mandate will give the Directors the flexibility and cost effectively to raise funds quickly and efficiently during this challenging time to ensure the long-term sustainability of the Company and safeguard the interest of the Company and the shareholders.

As at the date of this notice, the Previous Mandate granted by the shareholders has not been utilized and hence, no proceeds were raised therefrom.

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.

Notes:

1. The 33rd 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 TIH Online website at <https://tihh.online>. To participate members are required to register via Tricor's TIH Online. For more details, please refer to the Procedures for RPV of the Administrative Guides of the 33rd AGM.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 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.

Shareholders are to attend, speak in the form of real time submission of typed texts and vote (collectively, "participate") remotely at the 33rd AGM using RPV facility provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tihh.online>. Please follow the Procedures for RPV facility in the Administrative Guide on 33rd AGM in order to participate remotely via RPV facility.

2. In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 8 June 2022 shall be entitled to attend, participate, speak and vote at the Meeting.
3. Each shareholder may vote in person 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 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.

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.

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 notariarily 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 TIH Online at website: <https://tihh.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 33rd AGM of the Company for the procedures on RPV via TIH Online at website: <https://tihh.online>, which is also available at <https://www.landmarks.com.my/agm>.

9. 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.

10. Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all resolutions set out in the notice of the 33rd AGM will be put to vote by 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.