

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting 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 Wednesday, 29 May 2019 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 2018 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 2018. | Ordinary Resolution 1 |
| 3. | To re-elect the following Directors who retire in accordance with Article 63 of the Articles of Association of the Company: | |
| | (a) Tan Sri Zakaria bin Abdul Hamid | Ordinary Resolution 2 |
| | (b) Mr John Ko Wai Seng | Ordinary Resolution 3 |
| | (c) Mr Tan Wee Hoong, Robin | Ordinary Resolution 4 |
| 4. | To re-appoint Messrs KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

As Special Business

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

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| 5. | Continuation in Office 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 Annual General Meeting of the Company. | Ordinary Resolution 6 |
| 6. | Continuation in Office 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 Annual General Meeting of the Company. | Ordinary Resolution 7 |
| 7. | Payment of Benefits to Non-Executive Directors | |
| | To approve the payment of benefits to the Non-Executive Directors of the Company of up to an amount of RM300,000.00 for the period from 30 May 2019 until the next Annual General Meeting of the Company. | Ordinary Resolution 8 |
| 8. | Authority to Issue and Allot Shares | |
| | THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby authorised to issue shares in the Company, at any time 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 issued 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 so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company. | Ordinary Resolution 9 |

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9. Proposed Adoption of New Constitution of the Company

THAT approval be and is hereby given to revoke the existing Constitution of the Company and in place thereof, the new Constitution as set out in Appendix A be and is hereby adopted with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any condition, modification and/or amendment as may be deemed fit or necessary or required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.

Special
Resolution

10. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

IRENE LOW YUET CHUN
Secretary

KUALA LUMPUR
30 April 2019

Explanatory Notes

1. Agenda 1 is meant for discussion only as the provisions of Section 340(1)(a) of the Companies Act 2016 do not require a formal approval by the members of the audited financial statements. Hence, this agenda item is not put forward for voting.
2. *Ordinary Resolutions 6 and 7 – Continuation in Office as Independent Non-Executive Directors*

In keeping with Practice 4.2 of the Malaysian Code on Corporate Governance, 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 as Independent Directors of the Company for a cumulative term of more than nine (9) years and have recommended that they be retained as Independent Directors of the Company. The justifications for both Directors to be retained as Independent Directors are:

- i. they have fulfilled the guidelines of the Main Market Listing Requirements in respect of 'Independence';
- ii. being free of management, they have and are able to exercise independent judgment to act in the best interests of the Company;
- iii. 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 Directors and have carried out their professional and fiduciary duties in the best interest of the Company.

3. *Ordinary Resolution 8 – Payment of Benefits to Non-Executive Directors*

The benefits payable to the Non-Executive Directors will only be made by the Company as and when incurred if the resolution is passed. 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. The estimated amount of benefits is determined based on the scheduled and special meetings of the Board and Board Committees as well as the number of Non-Executive Directors.

4. *Ordinary Resolution 9 – Authority to Issue and Allot Shares*

The proposed resolution on the Authority to Issue and Allot Shares, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the number of issued shares of the Company for the time being. The proposed resolution would enable the Directors to avoid delay and cost of convening further general meetings to approve the issue of shares for such purposes. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company.

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5. *Special Resolution – Proposed Adoption of New Constitution of the Company*

The proposed Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 which was effective from 31 January 2017 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. In view of the substantial amendments to be made, the Board proposed that the existing Constitution be revoked in its entirety and be replaced with a new Constitution as set out in Appendix A and circulated together with the Notice of 30th AGM dated 30 April 2019. The new Constitution shall take effect once the Special Resolution has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 30th AGM.

Notes:

1. Each member may vote in person or by proxy or by attorney or, being a corporation, by a duly authorised representative.
2. 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.
3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting.

Where a member 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 member 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.

4. Where a member 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 member, authorised nominee or exempt authorised nominee specifies the proportions of the member'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.
5. 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 under the seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Company's Registered Office at 20th Floor, Menara Haw Par, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 May 2019 shall be entitled to attend and vote at the Meeting or appoint proxy(ies) to attend and vote on his behalf.
8. 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 30th AGM will be put to vote by way of poll. A Poll Administrator and independent Scrutineer will be appointed by the Company to conduct the poll process and verify the results of the poll respectively.