

Notice of 31st Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-first Annual General Meeting (“31st 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) LB 31 ST AGM
Day, Date and Time	: Wednesday, 15 July 2020 at 10.00 a.m.
Broadcast Venue	: Tricor Leadership Room Unit 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 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

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| 1. | To receive the audited financial statements for the year ended 31 December 2019 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 2019. | Ordinary Resolution 1 |
| 3. | To re-elect the following Directors who retire in accordance with Clause 18.3 of the Constitution of the Company: | |
| | (a) Mr Bernard Chong Lip Tau | Ordinary Resolution 2 |
| | (b) Mr Mark Wee Liang Yee | Ordinary Resolution 3 |
| | (c) Dato’ Sri Ramli bin Yusuff | 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. | Proposed Retention of Mr Bernard Chong Lip Tau as Independent Non-Executive Director | |
| | “ THAT subject to the passing of Ordinary Resolution 2, 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. | Proposed Retention of Mr John Ko Wai Seng as Independent Non-Executive Director | |
| | “ THAT 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 Payable to Non-Executive Directors under Section 230(1)(b) of the Companies Act 2016 | |
| | “ THAT the benefits payable to the Non-Executive Directors of the Company of up to an aggregate amount of RM300,000.00 for the period from 16 July 2020 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved for payment.” | Ordinary Resolution 8 |

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8. Authority to Issue and Allot Shares

“**THAT** subject to Sections 75 and 76 of the Companies Act 2016 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.”

Ordinary
Resolution 9

Any Other Business

9. To transact any other business that may be transacted at the 31st AGM of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

TAN AI NING (MAICSA7015852) (SSM PC No.: 202008001023)
WONG WEI FONG (MAICSA7006751) (SSM PC No.: 201908001352)
COMPANY SECRETARIES

SELANGOR DARUL EHSAN
16 June 2020

Explanatory Notes

1. Agenda 1 is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 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 6 and 7 – Proposed Retention of Mr Bernard Chong Lip Tau and Mr John Ko Wai Seng as Independent Non-Executive Directors*

Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017, 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 Main Market Listing Requirements 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.

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

The benefits payable to the Non-Executive Directors pursuant to Section 230(1)(b) of the Companies Act 2016 will only be made by the Company as and when incurred if the resolution is passed. The benefits payable has been reviewed by the Remuneration Committee and Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period of between 16 July 2020 until the next Annual General Meeting 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. The estimated amount of benefits is determined based on the scheduled and special meetings of the Board and Board Committees to be held in the financial year ending 31 December 2020 until the next Annual General Meeting as well as the number of Non-Executive Directors. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

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4. 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 Companies Act 2016 at the 31st AGM of the Company (“General Mandate”).

The Company had been granted a General Mandate by its shareholders at the Thirtieth Annual General Meeting of the Company held on 29 May 2019 (“Previous 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.

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. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

Notes:

1. IMPORTANT NOTICE

In view of the COVID-19 health concerns and to safeguard the wellbeing of Shareholders, the 31st AGM will be conducted virtually through live streaming and online voting using the Remote Participation and Voting (“RPV”) facility from the Broadcast Venue. Therefore, there will not be a physical meeting venue for Shareholders to participate the AGM in person, as we take every necessary precaution to minimise the risk of COVID-19 infections. Kindly refer to Administrative Guide for more information.

*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 31st AGM using RPV Facility provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV facility in the Administrative Guide on 31st 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 July 2020 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.*

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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. *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 31st AGM of the Company.*
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 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.*
10. *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 31st 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.*