

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-eighth Annual General Meeting of Landmarks Berhad (“Landmarks” or “Company”) will be held at the Millennium Ballroom, Level 2, Grand Millennium Kuala Lumpur, 160 Jalan Bukit Bintang, 55100 Kuala Lumpur on Wednesday, 24 May 2017 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 2016 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 1 |
| 2. To approve the payment of Directors’ fees of RM316,790.00. | Resolution 1 |
| 3. To re-elect Bernard Chong Lip Tau who retires in accordance with Article 63 of the Company’s Articles of Association. | Resolution 2 |
| 4. To re-elect the following Directors who retire in accordance with Article 68 of the Company’s Articles of Association:-
(a) Mark Wee Liang Yee
(b) Tan Wee Hoong | Resolution 3
Resolution 4 |
| 5. To re-appoint Tan Sri Zakaria bin Abdul Hamid to continue in office as Director of the Company. | Resolution 5
Please refer to Note 2 |
| 6. To re-appoint Messrs KPMG PLT as auditors and to authorise the Directors to fix their remuneration. | Resolution 6
Please refer to Note 3 |

As Special Business

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

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| 7. Authority to Issue and Allot Shares | Resolution 7 |
| <p>THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, 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.</p> | |
| 8. Proposed Grant of Options to John Ko Wai Seng | Resolution 8 |
| <p>THAT the Board of Directors of the Company be and is hereby authorised, at any time and from time to time, to offer and grant to John Ko Wai Seng, the Independent Non-Executive Director of the Company, options to subscribe for such number of new ordinary shares in Landmarks (“Landmarks Shares”) to be allocated to him under the Employees’ Share Option Scheme (“Scheme”), subject to the following :</p> | |
| <p>i. not more than fifty per centum (50%) of the total new Landmarks Shares made available under the Scheme shall be allocated, in aggregate, to the executive directors, non-executive directors and senior management of the Company and its subsidiaries (excluding subsidiaries which are dormant); and</p> | |
| <p>ii. not more than ten per centum (10%) of the total new Landmarks Shares made available under the Scheme shall be allocated to any Eligible Person (as defined in the By-Laws of the Scheme) who, either singly or collectively through persons connected with him, holds twenty per centum (20%) or more of the issued share capital of Landmarks,</p> | |

provided always that it is in accordance with the By-Laws of the Scheme, any prevailing guidelines issued by Bursa Malaysia Securities Berhad (“Bursa Securities”), the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.

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9. Proposed Grant of Options to Mark Wee Liang Yee

Resolution 9

THAT the Board of Directors of the Company be and is hereby authorised, at any time and from time to time, to offer and grant to Mark Wee Liang Yee, the Executive Deputy Chairman of the Company, options to subscribe for such number of new ordinary shares in Landmarks (“Landmarks Shares”) to be allocated to him under the Employees’ Share Option Scheme (“Scheme”), subject to the following :

- i. not more than fifty per centum (50%) of the total new Landmarks Shares made available under the Scheme shall be allocated, in aggregate, to the executive directors, non-executive directors and senior management of the Company and its subsidiaries (excluding subsidiaries which are dormant); and
- ii. not more than ten per centum (10%) of the total new Landmarks Shares made available under the Scheme shall be allocated to any Eligible Person (as defined in the By-Laws of the Scheme) who, either singly or collectively through persons connected with him, holds twenty per centum (20%) or more of the issued share capital of Landmarks,

provided always that it is in accordance with the By-Laws of the Scheme, any prevailing guidelines issued by Bursa Malaysia Securities Berhad (“Bursa Securities”), the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.

10. Proposed Grant of Options to Tan Wee Hoong

Resolution 10

THAT the Board of Directors of the Company be and is hereby authorised, at any time and from time to time, to offer and grant to Tan Wee Hoong, the Executive Director of the Company, options to subscribe for such number of new ordinary shares in Landmarks (“Landmarks Shares”) to be allocated to him under the Employees’ Share Option Scheme (“Scheme”), subject to the following :

- i. not more than fifty per centum (50%) of the total new Landmarks Shares made available under the Scheme shall be allocated, in aggregate, to the executive directors, non-executive directors and senior management of the Company and its subsidiaries (excluding subsidiaries which are dormant); and
- ii. not more than ten per centum (10%) of the total new Landmarks Shares made available under the Scheme shall be allocated to any Eligible Person (as defined in the By-Laws of the Scheme) who, either singly or collectively through persons connected with him, holds twenty per centum (20%) or more of the issued share capital of Landmarks,

provided always that it is in accordance with the By-Laws of the Scheme, any prevailing guidelines issued by Bursa Malaysia Securities Berhad (“Bursa Securities”), the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.

11. Payment of Benefits to Directors

Resolution 11

To approve the payment of Benefits to Directors for the period from 31 January 2017 through to the conclusion of the next Annual General Meeting of the Company capped at a maximum amount of RM300,000.00.

12. 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
28 April 2017

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Explanatory Notes on Ordinary Business

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 and hence, is not put forward for voting.
2. Tan Sri Zakaria bin Abdul Hamid was re-appointed as Director on 24 May 2016 pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the Twenty-eighth Annual General Meeting. The Companies Act, 2016 does not require a person who has attained the age of 70 years to submit himself for re-appointment as Director. As Tan Sri Zakaria bin Abdul Hamid's tenure as a Director expires at the conclusion of the Twenty-eighth Annual General Meeting, he has offered himself for re-appointment to continue in office as Director of the Company.
3. Messrs KPMG, the auditors of the Company, has converted from a conventional partnership to a Limited Liability Partnership (Perkongsian Liabiliti Terhad) on 27 December 2016, and the conventional partnership, KPMG, was deemed dissolved on the same date.

Explanatory Notes on Special Business

Resolution 7 - Authority to Issue and Allot Shares

The proposed Ordinary 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 of the Company.

Resolutions 8, 9 and 10 - Proposed Grant of Options to John Ko Wai Seng, Mark Wee Liang Yee and Tan Wee Hoong

The Employees' Share Option Scheme ("Scheme") was implemented by the Company on 2 January 2008. The Company had on 14 December 2012 extended the Scheme which expired on 1 January 2013 for another five years from 2 January 2013 to 1 January 2018 pursuant to the By-Laws of the Scheme.

The proposed grant of options to John Ko Wai Seng, Mark Wee Liang Yee and Tan Wee Hoong is to allow for the participation of the respective Directors, who meet the criteria of eligibility set out in the By-Laws, in the Scheme. Pursuant to the By-Laws, prior approval has to be obtained from the members in order for the Board of Directors to offer and grant to the respective Directors of Landmarks, options to subscribe for new shares pursuant to the Scheme.

The Directors who will benefit from the Scheme will abstain from voting in respect of their direct and indirect shareholdings in Landmarks pertaining to the respective resolution granting them options under the Scheme. They will also ensure that persons connected with them, if any, will abstain from voting on the relevant resolution.

Resolution 11 - Payment of Benefits to Directors

The benefits payable to the Directors comprise meeting allowance for members of the Board and Board Committees, 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. This approval, 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.

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 17 May 2017 shall be entitled to attend and vote at the Meeting or appoint proxy(ies) to attend and vote on his behalf.