

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Landmarks Berhad ("Landmarks" or "Company") will be held at Saujana Ballroom, Ground Floor, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on 23 May 2018 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 29th Annual General Meeting of Landmarks scheduled to be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing the following ordinary resolutions:

### ORDINARY RESOLUTION 1

#### PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" OR "SCHEME") OF UP TO FIFTEEN PER CENT (15%) OF THE TOTAL ISSUED SHARES OF LANDMARKS (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS ("PROPOSED ESOS")

"THAT subject to the approvals being obtained from the relevant authorities, including but not limited to, Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the new ordinary shares in Landmarks ("Landmarks Shares") to be issued pursuant to the Proposed ESOS, approval be and is hereby given to the Company:

- to establish, implement, and administer the Proposed ESOS for the benefit of the executive directors, non-executive directors and employees of Landmarks and/or its subsidiaries (excluding subsidiaries which are dormant) ("Landmarks Group") who meets the criteria of eligibility for participation in the Proposed ESOS ("Eligible Persons") in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the circular to the shareholders of the Company dated 30 April 2018 ("By-Laws") and subject to the Proposed ESOS not being in contravention with any laws, regulatory requirements and/or administrative constraints in each respective country where the Landmarks Group operates;
- to allot and issue from time to time such number of new Landmarks Shares as may be required to be issued to the Eligible Persons pursuant to their exercise of the options under the Proposed ESOS, provided that the total number of new Landmarks Shares to be allotted and issued shall not exceed fifteen per cent (15%) in aggregate of the total issued shares in the capital of Landmarks at any point of time during the existence of the Scheme and that such new Landmarks Shares shall, upon allotment and issuance, rank equally in all respects with the existing Landmarks Shares, except that the new Landmarks Shares will not be entitled to any dividends, voting rights, allotments and/or other forms of distributions that may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Landmarks Shares and will be subject to all the provisions of the constitution of the Company (currently referred to as the Memorandum and Articles of Association) as amended from time to time relating to transfer, transmission or otherwise;
- to make the necessary applications to Bursa Securities for the listing and quotation for the new Landmarks Shares that may hereafter from time to time be allotted and issued pursuant to the Proposed ESOS; and
- to modify, amend and/or supplement the Proposed ESOS from time to time provided that such modification and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS.

THAT the board of directors of the Company ("Board") be and is hereby authorised to give effect to the Proposed ESOS with full power to consent to and to adopt any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things and execute all necessary documents in any manner as they deem necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS;

AND THAT the proposed By-Laws of the Proposed ESOS, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), be and is hereby approved and adopted."

### ORDINARY RESOLUTION 2

#### PROPOSED GRANT OF OPTIONS TO TAN SRI ZAKARIA BIN ABDUL HAMID

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to cause the offering and granting to Tan Sri Zakaria Bin Abdul Hamid, being the Non-Executive Chairman of the Company, 1,000,000 options to subscribe for such number of new Landmarks Shares to be allocated to him under the Proposed ESOS as it shall deem fit, subject always to the By-Laws, provided that not more than ten per cent (10%) of the Landmarks Shares to be issued under the Proposed ESOS are to be allocated to him if he, either singly or collectively through persons connected to him, holds twenty per cent (20%) or more in the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the By-Laws or any prevailing guidelines issued by Bursa Securities or any other relevant authorities and as amended from time to time."

### ORDINARY RESOLUTION 3

#### PROPOSED GRANT OF OPTIONS TO MARK WEE LIANG YEE

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to cause the offering and granting to Mark Wee Liang Yee, being the Executive Deputy Chairman & Chief Executive Officer of the Company, 3,000,000 options to subscribe for such number of new Landmarks Shares to be allocated to him under the Proposed ESOS as it shall deem fit, subject always to the By-Laws, provided that not more than ten per cent (10%) of the Landmarks Shares to be issued under the Proposed ESOS are to be allocated to him if he, either singly or collectively through persons connected to him, holds twenty per cent (20%) or more in the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the By-Laws or any prevailing guidelines issued by Bursa Securities or any other relevant authorities and as amended from time to time."

### ORDINARY RESOLUTION 4

#### PROPOSED GRANT OF OPTIONS TO ROBIN TAN WEE HOONG

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to cause the offering

and granting to Robin Tan Wee Hoong, being the Executive Director of the Company, 3,000,000 options to subscribe for such number of new Landmarks Shares to be allocated to him under the Proposed ESOS as it shall deem fit, subject always to the By-Laws, provided that not more than ten per cent (10%) of the Landmarks Shares to be issued under the Proposed ESOS are to be allocated to him if he, either singly or collectively through persons connected to him, holds twenty per cent (20%) or more in the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the By-Laws or any prevailing guidelines issued by Bursa Securities or any other relevant authorities and as amended from time to time."

### ORDINARY RESOLUTION 5

#### PROPOSED GRANT OF OPTIONS TO DATO' ABDUL MALEK BIN ABDUL HAMID

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to cause the offering and granting to Dato' Abdul Malek Bin Abdul Hamid, being the Non-Executive Director of the Company, 1,000,000 options to subscribe for such number of new Landmarks Shares to be allocated to him under the Proposed ESOS as it shall deem fit, subject always to the By-Laws, provided that not more than ten per cent (10%) of the Landmarks Shares to be issued under the Proposed ESOS are to be allocated to him if he, either singly or collectively through persons connected to him, holds twenty per cent (20%) or more in the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the By-Laws or any prevailing guidelines issued by Bursa Securities or any other relevant authorities and as amended from time to time."

### ORDINARY RESOLUTION 6

#### PROPOSED GRANT OF OPTIONS TO BERNARD CHONG LIP TAU

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to cause the offering and granting to Bernard Chong Lip Tau, being the Non-Executive Director of the Company, 1,000,000 options to subscribe for such number of new Landmarks Shares to be allocated to him under the Proposed ESOS as it shall deem fit, subject always to the By-Laws, provided that not more than ten per cent (10%) of the Landmarks Shares to be issued under the Proposed ESOS are to be allocated to him if he, either singly or collectively through persons connected to him, holds twenty per cent (20%) or more in the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the By-Laws or any prevailing guidelines issued by Bursa Securities or any other relevant authorities and as amended from time to time."

### ORDINARY RESOLUTION 7

#### PROPOSED GRANT OF OPTIONS TO JOHN KO WAI SENG

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to cause the offering and granting to John Ko Wai Seng, being the Non-Executive Director of the Company, 1,000,000 options to subscribe for such number of new Landmarks Shares to be allocated to him under the Proposed ESOS as it shall deem fit, subject always to the By-Laws, provided that not more than ten per cent (10%) of the Landmarks Shares to be issued under the Proposed ESOS are to be allocated to him if he, either singly or collectively through persons connected to him, holds twenty per cent (20%) or more in the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the By-Laws or any prevailing guidelines issued by Bursa Securities or any other relevant authorities and as amended from time to time."

### ORDINARY RESOLUTION 8

#### PROPOSED GRANT OF OPTIONS TO DATO' SRI RAMLI BIN YUSUFF

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to cause the offering and granting to Dato' Sri Ramli Bin Yusuff, being the Non-Executive Director of the Company, 1,000,000 options to subscribe for such number of new Landmarks Shares to be allocated to him under the Proposed ESOS as it shall deem fit, subject always to the By-Laws, provided that not more than ten per cent (10%) of the Landmarks Shares to be issued under the Proposed ESOS are to be allocated to him if he, either singly or collectively through persons connected to him, holds twenty per cent (20%) or more in the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the By-Laws or any prevailing guidelines issued by Bursa Securities or any other relevant authorities and as amended from time to time."

### ORDINARY RESOLUTION 9

#### PROPOSED GRANT OF OPTIONS TO CHIN MUI KHIONG

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to cause the offering and granting to Chin Mui Khiong, being the Non-Executive Director of the Company, 1,000,000 options to subscribe for such number of new Landmarks Shares to be allocated to him under the Proposed ESOS as it shall deem fit, subject always to the By-Laws, provided that not more than ten per cent (10%) of the Landmarks Shares to be issued under the Proposed ESOS are to be allocated to him if he, either singly or collectively through persons connected to him, holds twenty per cent (20%) or more in the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the By-Laws or any prevailing guidelines issued by Bursa Securities or any other relevant authorities and as amended from time to time."

### BY ORDER OF THE BOARD

Irene Low Yuet Chun  
Company Secretary

30 April 2018

### Notes:

- Each member may vote in person 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 member shall not be entitled to appoint more than two (2) proxies to attend and vote at the EGM.  
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.
- 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.
- 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.
- 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, Malaysia not less than forty-eight (48) hours before the time for holding the EGM.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 May 2018 shall be entitled to attend and vote at the EGM or appoint proxy(ies) to attend and vote on his behalf.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the notice of the EGM 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.