

**KTI LANDMARK BERHAD**  
**[Registration No. 201601008159 (1179087-X)]**  
(Incorporated in Malaysia)

**NOTICE OF 2025 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 2025 Annual General Meeting ("AGM") of the Company will be conducted at Ballroom 1, Level 2, Hilton Hotel Kota Kinabalu, Jalan Tunku Abdul Rahman, Asia City, 88000 Kota Kinabalu, Sabah, Malaysia on Thursday, 29 May 2025 at 10.00 a.m. to transact the following businesses:-

**AGENDA**

**Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note)
2. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Company's Constitution, as Directors of the Company:-
  - (i) Stella Loke Pei Wen (Resolution 1)
  - (ii) Datuk Tan Kok Liang (Resolution 2)
3. To approve and ratify the additional payment of Directors' benefits amounting to RM13,500 which was in excess of the earlier approved amount of RM32,000 for the period commencing from 1 January 2024 until the conclusion of 2025 AGM of the Company. (Resolution 3)
4. To approve the payment of Directors' fees to each of the following Non-Executive Directors for the period from 1 June 2025 until the next 2026 AGM of the Company:-
  - (i) Dato' Haji Hamzah Bin Haji Ghazalli – RM60,000 (Resolution 4)
  - (ii) Datuk Tan Kok Liang – RM36,000 (Resolution 5)
  - (iii) Lim Guik Moi – RM36,000 (Resolution 6)
  - (iv) Chua Chai Hua – RM36,000 (Resolution 7)
5. To approve the payment of Directors' benefits up to an amount of RM53,000 to the Non-Executive Directors for the period from 1 June 2025 until the next 2026 AGM of the Company. (Resolution 8)
6. To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 9)

**Special Business**

To consider and if thought fit, to pass the following resolution with or without modifications:

7. **ORDINARY RESOLUTION**  
**AUTHORITY TO ALLOT SHARES OF THE COMPANY PURSUANT**  
**TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

(Resolution 10)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant governmental/regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to allot 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 allotted pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.”

8. To consider any other business of which due notice shall be given in accordance with the Companies Act 2016.

By Order of the Board

**NUR SHAHFAIZA BINTI MD YUSOFF (MAICSA 7052006) (SSM PC NO. 202008000953)**

**FOO JIA YEE (MAICSA 7071771) (SSM PC NO. 202108000268)**

Company Secretaries

Kuala Lumpur

29 April 2025

**Notes:-**

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 22 May 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend in this General Meeting or appoint proxy(ies) to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, this proxy form must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) By electronic means

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the 2025 AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposited in the drop box located 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 appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging the proxy form is on Tuesday, 27 May 2025 at 10.00 a.m.
12. Please bring the **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:-
  - (i) Identity card (NRIC) (Malaysian), or
  - (ii) Police report (for loss of NRIC)/ Temporary NRIC (Malaysian), or
  - (iii) Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative executed in the manner as stated in the proxy form with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. Alternatively, please bring the **ORIGINAL** certificate of appointment of authorised representative if it has not been deposited with the Company's Share Registrar earlier.

## EXPLANATORY NOTES TO THE AGENDA

### 1. Audited Financial Statements for the financial year ended 31 December 2024

This agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 ("the Act") do not require a formal approval of shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting by shareholders.

### 2. Resolutions 1 and 2 – Re-election of Directors

Stella Loke Pei Wen and Datuk Tan Kok Liang ("Retiring Directors") are standing for re-election as Directors pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election at the 2025 Annual General Meeting ("AGM").

The Retiring Directors had provided the fit and proper declarations and the Board had through the Nominating and Remuneration Committee carried out the assessment on the Retiring Directors and agreed that they met the criteria as prescribed by Rule 2.20A of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time to effectively discharge their role as Directors.

### 3. Resolution 3 – Additional Payment of Directors' Benefits

At the 2024 AGM of the Company held on 7 June 2024, the shareholders of the Company had approved RM32,000 as total Directors' benefits payable to the Non-Executive Directors of the Company for the period commencing from 1 January 2024 up to the next AGM of the Company.

The total Directors' benefits incurred for the aforementioned period was amounted to RM45,500. The request on the additional amount of RM13,500 in excess of the RM32,000 is required due to the Company incurred an additional Directors' benefits resulted from the additional meetings held during the financial year.

### 4. Resolutions 4 to 8 – Non-Executive Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

Resolutions 4 to 7 are to seek shareholders' approval to facilitate the payment of the Directors' fees to the Non-Executive Directors from 1 June 2025 until the next 2026 AGM of the Company.

The proposed Directors' benefits under Resolution 8 are calculated based on the current Board size and the number of scheduled Board and Committee meetings from 1 June 2025 until the next 2026 AGM. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next 2026 AGM for the shortfall.

**5. Resolution 9 – Re-appointment of Auditors**

The Board had through the Audit and Risk Management Committee, assessed the suitability, objectivity and independence of the External Auditors, Messrs Moore Stephens Associates PLT and considered the re-appointment of Messrs Moore Stephens Associates PLT as Auditors of the Company.

**6. Resolution 10 – Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

This resolution, if passed, will empower the Directors to issue and allot up to a maximum of ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority 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 the earlier.

This mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of the proposed 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 for any possible fund raising activities including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

This is the first general mandate to be sought by the Company since its listing on the ACE Market of Bursa Securities on 19 June 2024. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.