

Notice of Annual General Meeting

LANDMARKS

LANDMARKS BERHAD (185202-H)

NOTICE IS HEREBY GIVEN that the Twenty-fourth 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 Thursday, 27 June 2013 at 10.00 a.m. for the following purposes:-

1. To receive the audited financial statements for the year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**
2. To approve the payment of Directors' fees of RM295,000.00. **Resolution 1**
3. To re-elect the following Directors who retire in accordance with Article 63 of the Company's Articles of Association:-
(a) Datuk Zakaria bin Abdul Hamid **Resolution 2**
(b) Sulip R Menon **Resolution 3**
4. To re-elect the following Director who retires in accordance with Article 68 of the Company's Articles of Association:-
(a) John Ko Wai Seng **Resolution 4**
5. To re-appoint Messrs KPMG as auditors and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

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

6. Authority to Issue and Allot Shares

THAT pursuant to Section 132D of the Companies Act, 1965, 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 issued capital 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.

Resolution 6

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

BY ORDER OF THE BOARD

CHEW ENG KIONG
SECRETARY

KUALA LUMPUR
5 June 2013

Note A

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval by the members and hence, is not put forward for voting.

Explanatory Notes on Special Business

Resolution No. 6 - 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 issued share capital 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.

The Company had obtained the general mandate to issue shares at the Twenty-third Annual General Meeting. As at the date of this notice, the Company did not issue any new shares pursuant to this mandate. With the renewed authority to issue shares, the Company will be able to raise funds for the purpose of funding future investment, working capital and/or acquisitions.

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 same meeting and where a member appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportions of the member's holdings to be represented by each proxy.
4. 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 proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. 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.
6. Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
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 under the seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and paragraphs (a) and (b) of Section 149(1) of the Companies Act, 1965 shall not apply.
8. 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.
9. In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 June 2013 shall be entitled to attend and vote at the general meeting or appoint proxy(ies) to attend and vote on his behalf.