

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of Landmarks Berhad ("Landmarks" or "Company") will be held at the Ballroom, Mezzanine Floor, Hotel Equatorial, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 25 June 2009 at 10.00 a.m. for the following purposes:-

- 1) To receive the audited financial statements for the year ended 31 December 2008 together with the Reports of the Directors and Auditors thereon.
- 2) To approve the payment of Directors' Fees of RM319,999.00.
- 3) To re-elect the following Directors who retire in accordance with Article 63 of the Company's Articles of Association : -
 - (a) Dato' Abdul Malek bin Abdul Hamid
 - (b) Gabriel Teo Yee Yen
- 4) To re-elect Bernard Chong Lip Tau who retires in accordance with Article 68 of the Company's Articles of Association.
- 5) To re-appoint Messrs KPMG as auditors and to authorise the Directors to fix their remuneration.

As Special Business

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

6) Authority to Issue and Allot Shares

THAT subject to the approval of the Securities Commission and any other governmental or regulatory authority, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965, from time to time to issue and allot ordinary shares from the unissued share capital of the Company upon such terms and conditions and at such times as may be determined by the Directors in their absolute discretion 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.

7) Proposed Grant of Options to Sulip R Menon

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 Sulip R Menon, the Non-Independent Non-Executive Director of the Company, options to subscribe for such number of new ordinary shares of RM1.00 each 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 should be allocated, in aggregate, to executive directors and 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 will 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 and paid-up 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.

8) Proposed Grant of Options to Daryl Sim Swee Kheng

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 Daryl Sim Swee Kheng, the Executive Director of the Company, options to subscribe for such number of new ordinary shares of RM1.00 each 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 should be allocated, in aggregate, to executive directors and 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 will 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 and paid-up 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.

9) Proposed Grant of Options to Bernard Chong Lip Tau

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 Bernard Chong Lip Tau, the Independent Non-Executive Director of the Company, options to subscribe for such number of new ordinary shares of RM1.00 each 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 should be allocated, in aggregate, to executive directors and 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 will 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 and paid-up 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) 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
3 June 2009

Explanatory Notes on Special Business

1) 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, for such purposes as the Directors shall consider would be in the interest of the Company, in order to avoid any delay and costs involved in convening a general meeting to approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

2) Proposed Grant of Options to Sulip R Menon, Daryl Sim Swee Kheng and Bernard Chong Lip Tau

The Scheme was implemented by the Company on 2 January 2008 ("Effective Date") and is in force for a duration of five years, subject however, to an extension at the discretion of the Option Committee for a period of up to another five years immediately from the expiry of the first five years and shall not in aggregate exceed a duration of ten years from the Effective Date.

The proposed grant of options to Sulip R Menon, Daryl Sim Swee Kheng and Bernard Chong Lip Tau 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 shareholders 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 their respective entitlements under the Scheme. They will also ensure that persons connected with them, if any, will abstain from voting on the relevant resolution.

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. 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.
4. 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.
5. The instrument appointing a proxy must be deposited at the Company's Registered Office at 20th Floor, Menara Hwa Par, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting.