

**NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting of the Company will be held at Premiere Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor Darul Ehsan on Thursday, 29 August 2013 at 10.00 a.m. for the purpose of transacting the following business:

**A G E N D A**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2013 together with the Directors' and Auditors' Reports thereon.
2. To approve a single-tier Final Dividend of 8% for the financial year ended 31 March 2013.
3. To approve the payment of Directors' fees for the financial year ended 31 March 2013.
4. To re-elect the following Directors who are retiring in accordance with Article 83 of the Company's Articles of Association:
  - a) Datuk Tan Kok
  - b) Encik Kamarudin Bin Md Derom
5. To re-appoint Messrs. Ernst & Young as Auditors, and to authorise the Board of Directors to fix their remuneration.

**Resolution 1**  
**Resolution 2**  
  
**Resolution 3**  
**Resolution 4**  
**Resolution 5**

**SPECIAL BUSINESS**

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

**6. Ordinary Resolution**

**Authority For Directors To Allot And Issue 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 until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities."

**Resolution 6**

**7. Ordinary Resolution**

**Retention of Independent Non-Executive Director, Encik Ahmad Khairuddin Bin Illias**

"THAT authority be and is hereby given to Encik Ahmad Khairuddin Bin Illias who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

**Resolution 7**

**8. Ordinary Resolution**

**Retention of Independent Non-Executive Director, Encik Kamarudin Bin Md Derom**

"THAT authority be and is hereby given to Encik Kamarudin Bin Md Derom who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

**Resolution 8**

**9. Ordinary Resolution**

**Retention of Independent Non-Executive Director, Mr. Ooi Chee Seng**

"THAT authority be and is hereby given to Mr. Ooi Chee Seng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

**Resolution 9**

**ANY OTHER BUSINESS**

10. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS HEREBY GIVEN** that a single-tier Final Dividend of 8% in respect of the financial year ended 31 March 2013, if approved by the members, will be payable on 4 October 2013 to Depositors registered in the Record of Depositors at the close of business on 17 September 2013.

A Depositor shall qualify for entitlement only in respect of:

- a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 17 September 2013 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order Of The Board  
**LTKM BERHAD**

.....  
**NG YIM KONG**  
**OOI HOY BEE @ OOI HOOI BEE**  
Company Secretaries

Selangor Darul Ehsan  
Date: 7 August 2013

**Notes:**

- a) A member of a Company entitled to attend and vote at a meeting of a Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- b) A member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at a general meeting who shall represent all the shares held by such member. A member holding more than one thousand (1,000) ordinary shares may appoint up to ten (10) proxies to vote at the same meeting and each proxy appointed shall represent a minimum of one thousand (1,000) ordinary shares.
- c) A Proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- d) A Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- e) 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.
- f) The instrument appointing a Proxy must be deposited at the Registered Office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of Proxy shall not be treated as valid.

**Explanatory Notes on Special Business**

**(a) Authority For Directors To Allot And Issue Shares**

The proposed Resolution 6 under item 6 of the Agenda, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued and paid-up capital 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, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate sought to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the Fifteenth Annual General Meeting held on 29 August 2012. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company has not issued any shares pursuant to the mandate granted to the Directors at the Fifteenth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

**(b) Retention as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2012**

Encik Ahmad Khairuddin Bin Illias has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board has recommended that he should be retained as an Independent Non-Executive Director of the Company.

**(c) Retention as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2012**

Encik Kamarudin Bin Md Derom has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board has recommended that he should be retained as an Independent Non-Executive Director of the Company.

**(d) Retention as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2012**

Mr. Ooi Chee Seng has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board has recommended that he should be retained as an Independent Non-Executive Director of the Company.

**GENERAL MEETING RECORD OF DEPOSITORS**

For the purpose of determining a member who shall be entitled to attend this meeting, the Company will request Bursa Malaysia Depository Sdn Bhd in accordance with Article 33 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 August 2013. Only a depositor whose name appears on the Record of Depositors as at 22 August 2013 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

Details of Directors who are standing for re-election in Agenda 4 (a) (Datuk Tan Kok) and Agenda 4 (b) (Encik Kamarudin Bin Md Derom) of the Notice of the Sixteenth Annual General Meeting are laid out in page 4 of the Annual Report.