



LTKM BERHAD

(Company No. 442942-H)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of LTKM Berhad ("LTKM" or "Company") will be held at Merrida Hotel, No. 18A, Lebuhraya Enggang, Off Persiaran Sultan Ibrahim, 41050 Klang, Selangor Darul Ehsan, Malaysia on Friday, 12 June 2015 at 10:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modification(s):

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 21,684,001 NEW ORDINARY SHARES OF RM1.00 EACH IN LTKM ("LTKM SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING LTKM SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED BONUS ISSUE")

"THAT subject to the approvals of all the relevant regulatory authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new LTKM Shares to be issued hereunder on the Main Market of Bursa Securities, the board of directors of the Company ("Board") be and is hereby authorised to increase the issued and paid-up capital of the Company by way of a bonus issue of 21,684,001 Bonus Shares by capitalising RM21,684,001 from the share premium and retained earnings of the Company and that the same be applied in making payment in full for the 21,684,001 Bonus Shares to be issued and credited as fully paid-up to the entitled shareholders of the Company whose names shall appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board on the basis of 1 Bonus Share for every 2 existing LTKM Shares held;

THAT such Bonus Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing LTKM Shares except that they shall not be entitled to participate in any dividends, rights, allotments and/or any other distributions whose entitlement date precedes the allotment date of the Bonus Shares;

THAT fractional entitlements of the Bonus Shares, if any, arising from the Proposed Bonus Issue shall be disregarded and be dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 LTKM SHARE HELD INTO 2 NEW ORDINARY SHARES OF RM0.50 EACH IN LTKM ON AN ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED SHARE SPLIT")

"THAT subject to the passing of Special Resolution and the approvals of all the relevant regulatory authorities, including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of RM0.50 each in the Company ("Subdivided Shares") hereunder on the Main Market of Bursa Securities, approval be and is hereby given to the Board to subdivide each of the existing LTKM Shares held by the entitled shareholders of the Company whose names shall appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, into 2 Subdivided Shares and that such Subdivided Shares shall, upon issuance and allotment, rank *pari passu* in all respects with each other;

THAT fractional entitlements of the Subdivided Shares, if any, arising from the Proposed Share Split shall be disregarded and be dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 10% OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL (EXCLUDING TREASURY SHARES, IF ANY) OF LTKM ("PROPOSED ESOS")

"THAT subject to the approvals of all the relevant regulatory authorities, including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares in the Company to be issued hereunder, the Board be and is hereby authorised:

- to establish, implement and administer an employees' share option scheme to be known as the "LTKM Employees' Share Option Scheme" ("Scheme") for the benefit of directors and employees of LTKM and its subsidiaries (excluding subsidiaries which are dormant), who meet the eligibility criteria for participation in the Proposed ESOS ("Eligible Persons") in accordance with the provisions of the by-laws of the Scheme ("By-Laws") as set out in Appendix II of the Circular to shareholders dated 21 May 2015 ("Circular") and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments thereto as the Board may deem fit or expedient and/or as may be imposed/agreed to by the regulatory authorities in connection with the Proposed ESOS;
- to do all things necessary and make the necessary applications at the appropriate time to Bursa Securities for the listing of and quotation for the new ordinary shares in LTKM which may from time to time be issued and allotted pursuant to the Scheme;
- to issue and allot from time to time such number of new ordinary shares in LTKM as may be required pursuant to the exercise of the options under the Proposed ESOS provided that the total number of new ordinary shares in LTKM to be issued and allotted under the Scheme shall not exceed in aggregate 10% of the total issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM at any point of time throughout the duration of the Scheme and that such new ordinary shares in LTKM shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing ordinary shares in LTKM, save and except that the new ordinary shares in LTKM shall not be entitled to any dividends, rights, allotments and/or any other distributions, of which the entitlement date (namely the date as at the close of business on which shareholders must be entered in the Record of Depositors in order to be entitled to any dividends, rights, allotments or any other distributions that may be declared, made or paid in respect of the ordinary shares in LTKM), of which the entitlement date precedes the relevant date of issuance and allotment of such new ordinary shares in LTKM under the Scheme and will be subject to the provisions of the Articles of Association of LTKM and such amendments thereafter, if any;
- to modify and/or amend all or any part of the Scheme, By-Laws and all rules, regulations and administration relating to the Scheme from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or the Option Committee provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- to extend the duration of the Proposed ESOS, as the Board may deem fit, for up to a maximum period of an additional 5 years ("Proposed ESOS Extension"); and
- to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements, agreements, deeds or undertakings, to make such rules and regulations, or impose such terms and conditions or delegate part or all of its powers, as may be necessary or expedient in order to implement, finalise and give full effect to the Scheme and the terms of the By-Laws;

THAT the Board be and is hereby authorised to give effect to the Proposed ESOS and Proposed ESOS Extension with full power to consent to and to adopt any such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix II of the Circular) as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the proposed By-Laws as set out in Appendix II 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 4

PROPOSED ALLOCATION OF OPTIONS TO IR. KAMARUDIN BIN MD DEROM

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Ir. Kamarudin bin Md Derom, the Independent Non-Executive Chairman of LTKM, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF OPTIONS TO DATUK TAN KOK

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Datuk Tan Kok, the Managing Director of LTKM, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF OPTIONS TO DATIN LIM HOOI TIN

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Datin Lim Hooi Tin, the Non-Independent Non-Executive Director of LTKM, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF OPTIONS TO OOI CHEE SENG

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Ooi Chee Seng, the Independent Non-Executive Director of LTKM, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF OPTIONS TO RAVINDRAN A/L MARKANDU

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Ravindran A/L Markandu, the Independent Non-Executive Director of LTKM, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF OPTIONS TO TAN YEE BOON

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Tan Yee Boon, a director of LTK Omega Plus Sdn Bhd, a wholly-owned subsidiary of LTKM, and who is a son of Datuk Tan Kok, the Managing Director of LTKM, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF OPTIONS TO TAN YEE SIONG

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Tan Yee Siong, the Account Manager of LTK (Melaka) Sdn Bhd, a wholly-owned subsidiary of LTKM, and who is a son of Datuk Tan Kok, the Managing Director of LTKM, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 11

PROPOSED ALLOCATION OF OPTIONS TO TAN YEE HOU

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Tan Yee Hou, the Business Development Manager of LTK Development Sdn Bhd, a wholly-owned subsidiary of LTKM, and who is a son of Datuk Tan Kok, the Managing Director of LTKM, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 12

PROPOSED ALLOCATION OF OPTIONS TO TAN CHEE HUEY

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Tan Chee Huey, the Corporate Affairs Manager of LTKM, and who is a spouse of Tan Yee Boon, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

ORDINARY RESOLUTION 13

PROPOSED ALLOCATION OF OPTIONS TO LOH WEI LING

"THAT subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities or parties being obtained, the Board be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and allocate to Loh Wei Ling, the Administration Manager of Lumi Jaya Sdn Bhd, a wholly-owned subsidiary of LTKM, and who is a spouse of Tan Yee Siong, options to subscribe for not more than 10% of the new ordinary shares in LTKM available under the Scheme at the point in time when the Offer is made, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with that Eligible Person, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares, if any) of LTKM;

AND THAT subject always to such terms and conditions of the Proposed ESOS and/or any adjustments which may be made in accordance with the provision of the By-Laws."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("PROPOSED M&A AMENDMENT")

"THAT subject to the passing of Ordinary Resolution 2, the Memorandum and Articles of Association of the Company be amended as follows to facilitate the Proposed Share Split:

Existing	Proposed M&A Amendment
Memorandum of Association	Memorandum of Association
Clause 5	Clause 5
The capital of the Company is RM50,000,000.00 ¹ divided into 50,000,000 ¹ shares of RM1.00 each. The Company shall have the power to increase or reduce its capital, to consolidate or subdivide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights; privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the point of the Company is liable, to be redeemed.	The capital of the Company is RM100,000,000.00 divided into 200,000,000 shares of RM0.50 each. The Company shall have the power to increase or reduce its capital, to consolidate or subdivide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights; privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the point of the Company is liable, to be redeemed.
Articles of Association	Articles of Association
Article 5	Article 5
The authorised share capital of the Company at the date of adoption of these Articles is Ringgit Malaysia One Hundred Million only (RM50,000,000.00) ¹ divided into 50,000,000 ¹ ordinary shares of RM1.00 each. The Company may from time to time by ordinary resolution change its authorised share capital.	The authorised share capital of the Company at the date of adoption of these Articles is Ringgit Malaysia One Hundred Million only (RM100,000,000.00) divided into 200,000,000 ordinary shares of RM0.50 each. The Company may from time to time by ordinary resolution change its authorised share capital.

¹ On 23 February 2006, the Company had passed an ordinary resolution to increase its authorised share capital from RM50,000,000 comprising 50,000,000 LTKM Shares to RM100,000,000 comprising 100,000,000 LTKM Shares but no amendment was made to the Memorandum and Articles of Association of the Company to reflect such increase then.

AND THAT the Board be and is hereby authorised to take all such necessary steps with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as it may consider necessary or expedient to implement, finalise and give full effect to the Proposed M&A Amendment."

By Order of the Board

LTKM BERHAD

NG YIM KONG

OOI HOY BEE @ OOI HOOI BEE

Company Secretaries

Selangor Darul Ehsan

21 May 2015

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 5 June 2015 (General Meeting Record of Depositors) shall be eligible to attend and vote at the EGM or to appoint proxy or proxies to attend and vote on his behalf.
- 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 (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. Where a member appoints two (2) or more proxies to attend the same meeting, the members shall specify the proportions of his shareholding to be represented by each proxy.
- A member of the Company entitled to attend and vote at the EGM, 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 EGM. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 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.
- A Proxy Form 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.
- 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.
- 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 Trapicaan, Trapicaan Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof at which the person named in the instrument proposing to vote, and in default the instrument of proxy shall not be treated as valid.