

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 23rd Annual General Meeting (“AGM”) of Lingkaran Trans Kota Holdings Berhad will be held at Permai Room, Kota Permai Golf & Country Club, No. 1 Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia, on Wednesday, 29 August 2018 at 2.00 p.m. for the purpose of transacting the following businesses:

1. To receive the Report of the Directors and the Audited Financial Statements for the financial year ended 31 March 2018 together with the Report of the Auditors thereon.
2. To re-elect Datin Lee Choi Chew who is retiring by rotation in accordance with Article 81 of the Company’s Constitution and being eligible, offer herself for re-election. **(Resolution 1)**
3. To re-elect the following Directors who retire in accordance with Article 87 of the Company’s Constitution:
 - (i) Tan Sri Dato’ Setia Haji Ambrin bin Buang **(Resolution 2)**
 - (ii) Puan Nazli binti Mohd Khir Johari **(Resolution 3)**
4. To approve the payment of Directors’ fees of RM421,102 for the financial year ended 31 March 2018. **(Resolution 4)**
5. To approve the payment of Directors’ benefits (excluding Directors’ fees) up to an amount of RM233,364 for the period from 1 April 2017 until the next AGM of the Company to be held in 2019. **(Resolution 5)**
6. To approve an ex-gratia payment of RM100,000 to Dato’ Ir Chew Swee Hock who is retiring at the conclusion of the 23rd AGM. **(Resolution 6)**
7. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

As Special Business

ORDINARY RESOLUTIONS

8. **PROPOSED GRANT OF OPTIONS TO NON-EXECUTIVE DIRECTORS UNDER THE EMPLOYEES SHARE OPTION SCHEME OF THE COMPANY (THE “SCHEME”)**

To consider and if deemed fit, to pass the following resolutions:

- (i) “THAT subject to the passing of Resolution 1 above, the Board of Directors of the Company be and is hereby authorised at any time and from time to time, to offer and to grant to Datin Lee Choi Chew, who is an Independent Non- **(Resolution 8)**

Executive Director of the Company, options to subscribe for up to 40,000 new ordinary shares in the Company under the Scheme, AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme.”

- (ii) “THAT subject to the passing of Resolution 2 above, the Board of Directors of the Company be and is hereby authorised at any time and from time to time, to offer and to grant to Tan Sri Dato’ Setia Haji Ambrin bin Buang, who is the Independent Non-Executive Chairman of the Company, options to subscribe for up to 100,000 new ordinary shares in the Company under the Scheme, AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme.” **(Resolution 9)**

- (iii) “THAT subject to the passing of Resolution 3 above, the Board of Directors of the Company be and is hereby authorised at any time and from time to time, to offer and to grant to Puan Nazli binti Mohd Khir Johari, who is an Independent Non-Executive Director of the Company, options to subscribe for up to 100,000 new ordinary shares in the Company under the Scheme, AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Scheme.” **(Resolution 10)**

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

BY ORDER OF THE BOARD

LIM SOO LYE
CHIEW TENG JUAN
Company Secretaries
Subang Jaya
31 July 2018

Notes:

1. General Meeting Record of Depositors

For the purpose of determining a member's eligibility to attend and vote at the 23rd AGM, the Company shall obtain a General Meeting Record of Depositors as at 21 August 2018 from Bursa Malaysia Depository Sdn Bhd in accordance with Article 55 of the Company's Constitution and Paragraph 7.16(2) of Bursa Malaysia's Main Market Listing Requirements. Only depositors whose names appear therein shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the AGM.

2. Appointment of Proxy

- a. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy.
- b. A member shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead.
- c. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- d. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- e. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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 the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. If more than one (1) proxy is appointed, the appointment shall be invalid unless the exempt authorised nominee specifies the number of shares to be represented by each proxy.
- f. In the case of a corporate member, the instrument appointing a proxy must be executed under its Common Seal or the hand of its attorney.
- g. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Kompleks Operasi LITRAK, KM19 Lebuhraya Damansara-Puchong, Bandar Sunway, PJS 9, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.

3. Explanatory Notes on Notice of AGM

- a. Audited Financial Statements

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 (CA 2016) for discussion only. The statements do not require shareholders' approval and hence, will not be put forward for voting.

- b. Resolution 1 – Re-election of Director in accordance with Article 81 of the Company's Constitution

Pursuant to Article 81 of the Company's Constitution, Datin Lee Choi Chew shall retire by rotation at the forthcoming 23rd AGM and being eligible, has offered herself for re-election. The Board via the annual evaluation is satisfied that Datin Lee

continues to demonstrate the necessary commitment to be a fully effective member of the Board and therefore recommended that she be re-elected as a Director of the Company.

Please refer to page 11 for Datin Lee's profile.

- c. Resolutions 2 and 3 – Re-election of Directors in accordance with Article 87 of the Company's Constitution

Tan Sri Dato' Setia Haji Ambrin bin Buang was appointed as a Director and Chairman of the Company on 6 September 2017 in place of Tan Sri Dato' Ir (Dr) Wan Abdul Rahman bin Haji Wan Yaacob who retired at the conclusion of the 22nd AGM held on 29 August 2017 whilst Puan Nazli binti Mohd Khir Johari was appointed on 2 January 2018 in compliance with the Malaysian Code on Corporate Governance's calling for 30% women on the Board of Director.

Please refer to pages 9 and 12 for profiles of Tan Sri Dato' Setia Haji Ambrin and Puan Nazli.

- d. Resolutions 4 and 5 – Directors' Fees and Benefits

Section 230(1) of the CA 2016 provides that 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. Pursuant thereto, shareholders' approval shall be sought at the Company's 23rd AGM for payment of Directors' fees and benefits to Non-Executive Directors under Resolutions 4 and 5.

The proposed payment of Directors' fees of RM421,102 to Independent Non-Executive Directors under Resolution 4 comprises Directors' fees of RM338,961 and Audit Committee fees of RM82,141 for the financial year ended 31 March 2018. The Board is of the view that the proposed payment is reflective of their responsibilities and performances during the financial year ended 31 March 2018.

Shareholders' approval is also being sought under Resolution 5 for the proposed payment of Directors' benefits of up to RM233,364 to Non-Executive Directors. The benefits comprise meeting allowances of RM174,000 from 1 April 2018 until the next AGM of the Company to be held in 2019 and benefits-in-kind of RM59,364 payable to Tan Sri Dato' Ir (Dr) Wan Abdul Rahman bin Haji Wan Yaacob for the period from 1 April 2017 up to his retirement on 29 August 2017.

In determining the estimated meeting allowances payable to the Non-Executive Directors, the Board had considered the number of scheduled meetings and other factors which may call for additional meetings of the Board and its Board Committees as well as the number of Non-Executive Directors involved in the meetings. Resolution 5 if passed, will facilitate the payment of meeting allowances to Non-Executive Directors as and when meetings are held.

The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid such allowances upon them discharging their responsibilities and rendering their services to the Company. In the event that the payment of meeting allowances during the aforesaid period exceeded the estimated amount sought, shareholders' approval will be sought at the next AGM.

e. Resolution 6 – Ex-gratia Payment to Dato’ Ir Chew Swee Hock

The proposed ex-gratia payment of RM100,000 to Dato’ Ir Chew Swee Hock who is retiring at the conclusion of the forthcoming 23rd AGM, is a token of appreciation of his contribution to the Company and the Group since his appointment to the Board on 1 August 1996.

f. Resolution 7 – Re-appointment of Auditors

Messrs Ernst & Young shall be retiring at the forthcoming 23rd AGM of the Company and have expressed their willingness to be re-appointed as auditors of the Company for the financial year ending 31 March 2019. The Audit Committee has assessed the suitability and independence of Messrs Ernst & Young as auditors of the Company. The Board on the recommendation of the Audit Committee, recommended that Messrs Ernst & Young be re-appointed as auditors of the Company.

g. Resolutions 8 to 10 - Proposed Grant of Options to Non-Executive Directors Under the Employees Share Option Scheme (the “Scheme”)

The Scheme was established on 9 October 2013 (Effective Date) following the shareholders’ approval obtained at the Company’s 18th AGM held on 27 August 2013. Pursuant to the By-laws of the Scheme, the ESOS Committee shall have the discretion, without the Company’s shareholders’ approval, to extend in writing the tenure of the Scheme (as the ESOS Committee may deem fit) for up to another 5 years immediately from the expiry of the first 5 years (1st Period) provided that the total tenure of the Scheme shall not be more than 10 years from the Effective Date of the Scheme. The Scheme will be expiring on 8 October 2018. The Board has on the recommendation of the ESOS Committee, given its approval on 23 July 2018 to extend the Scheme for a further 5 years (2nd Period).

Datin Lee Choi Chew was granted 60,000 share options in 2015 during the 1st Period of the Scheme. Resolution 8 if passed, will allow the Board of Directors to offer and grant to Datin Lee a further 40,000 share options, making the total granted to Datin Lee 100,000 share options.

Tan Sri Dato’ Setia Haji Ambrin bin Buang and Puan Nazli binti Mohd Khir Johari were appointed to the Board of Directors on 6 September 2017 and 2 January 2018 respectively. Resolutions 9 and 10, if passed, will allow the Board of Directors to offer and grant to Tan Sri Dato’ Setia Haji Ambrin and Puan Nazli, options to subscribe for up to 100,000 new ordinary shares in the Company under the Scheme after one year of service with the Company.

4. Statement Accompanying Notice of AGM

There is no individual standing for election as Director (excluding Directors standing for re-election) at the forthcoming 23rd AGM of the Company.