

**LINGKARAN TRANS KOTA HOLDINGS BERHAD**

(Company No. 335382-V)

(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the 24<sup>th</sup> 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, 28 August 2019 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 2019 together with the Report of the Auditors thereon.
2. To re-elect the following Directors who are retiring by rotation in accordance with Article 81 of the Company’s Constitution and being eligible, offer themselves for re-election:
  - (i) Ir Haji Yusoff bin Daud (Resolution 1)
  - (ii) Dato’ Haji Azmi bin Mat Nor (Resolution 2)
3. To approve the payment of Directors’ fees of RM455,178 for the financial year ended 31 March 2019. (Resolution 3)
4. To approve the payment of Directors’ benefits (excluding Directors’ fees) up to an amount of RM106,000 for the period from 28 August 2019 until the next AGM of the Company to be held in 2020. (Resolution 4)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

**Special Business**

6. To consider and if deemed fit, to pass the following **Special Resolution**:  
**Proposed Adoption of New Constitution of The Company (Proposed Adoption)** (Resolution 6)

“THAT the existing Constitution of the Company be replaced in its entirety with a new Constitution as set out in Appendix A of the Circular to Shareholders dated 31 July 2019 with immediate effect AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by the relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption.”

7. 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 2019

## Notes:

### 1. General Meeting Record of Depositors

For the purpose of determining a member's eligibility to attend and vote at the 24<sup>th</sup> AGM, the Company shall obtain a General Meeting Record of Depositors as at 21 August 2019 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 2<sup>nd</sup> Floor, 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. Resolutions 1 and 2 – Re-election of Directors in accordance with Article 81 of the Company's Constitution

Pursuant to Article 81 of the Company's Constitution, Ir Haji Yusoff bin Daud and Dato' Haji Azmi bin Mat Nor shall retire by rotation at the forthcoming 24<sup>th</sup> AGM and being eligible, have offered themselves for re-election. The Board via the annual evaluation is satisfied that Ir Haji Yusoff and Dato' Haji Azmi continue to demonstrate the necessary commitment to be fully effective members of the Board and therefore recommended that they be re-elected as Directors of the Company.

Please refer to page 14 for the profiles of Ir Haji Yusoff and Dato' Haji Azmi.

c. Resolutions 3 and 4 – 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 24<sup>th</sup> AGM for payment of Directors’ fees and benefits to Non-Executive Directors under Resolutions 3 and 4.

The proposed payment of Directors’ fees of RM455,178 to Independent Non-Executive Directors under Resolution 3 comprises Directors’ fees of RM373,096 and Audit Committee fees of RM82,082 for the financial year ended 31 March 2019. The Board is of the view that the proposed payment is reflective of their responsibilities and performances during the financial year ended 31 March 2019.

Shareholders’ approval is also being sought under Resolution 4 for the proposed payment of Directors’ benefits which comprise solely of estimated meeting allowances of up to RM106,000 to Non-Executive Directors for the period from 28 August 2019 until the next AGM of the Company to be held in 2020.

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 4 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.

d. Resolution 5 – Re-appointment of Auditors

Messrs Ernst & Young shall be retiring at the forthcoming 24<sup>th</sup> 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 2020. 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.

e. Resolution 6 – Adoption of New Constitution

Please refer to the Circular to Shareholders dated 31 July 2019 for further information.

**4. Statement Accompanying Notice of AGM**

There is no individual standing for election as Director (excluding Directors standing for re-election) at the forthcoming 24<sup>th</sup> AGM of the Company.