



LINGKARAN TRANS KOTA HOLDINGS BERHAD

199501006186 (335382-V)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 26th Annual General Meeting (AGM) of Lingkaran Trans Kota Holdings Berhad will be conducted fully virtual through online meeting platform via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia, on Thursday, 30 September 2021 at 11.00 a.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 2021 together with the Report of the Auditors thereon.
2. To re-elect the following Directors who are retiring by rotation in accordance with Clause 100 of the Company's Constitution and being eligible, offer themselves for re-election:
 - (i) Ir Haji Yusoff bin Daud (Resolution 1)
 - (ii) Datin Lee Choi Chew (Resolution 2)
3. To approve the payment of Directors' fees of RM379,800 for the financial year ended 31 March 2021. (Resolution 3)
4. To approve the payment of Directors' benefits (excluding Directors' fees) up to an amount of RM104,000 for the period from 30 September 2021 until the next AGM of the Company to be held in 2022. (Resolution 4)
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)
6. 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
30 August 2021

Notes:

1. Virtual AGM

In support of the Government of Malaysia's ongoing efforts to contain the spread of Covid-19 and as part of the Group's safety measures, the 26th AGM will be conducted fully virtual through online meeting platform via TIIH Online website. The members are advised to follow the procedures as set out in the Administrative Guide sent out together with this notice on the registration and voting process for the AGM.

2. General Meeting Record of Depositors

For the purpose of determining a member's eligibility to attend and vote at the 26th AGM, the Company shall obtain a General Meeting Record of Depositors as at 24 September 2021 from Bursa Malaysia Depository Sdn Bhd in accordance with Clause 73 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.

3. 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 more than one (1) proxy 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/submitted via the following ways not less than 48 hours before the time set for holding the AGM or any adjournment thereof:
 - (i) By hardcopy form

The Proxy Form must be deposited with Tricor Investor & Issuing House Services Sdn Bhd (Tricor) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) By electronic form

The Proxy Form can be electronically submitted/lodged via Tricor's TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the procedures on electronic lodgement of proxy form.
- h. Pursuant to Paragraph 8.29A of Bursa Malaysia's Main Market Listing Requirements, all resolutions set out in the Notice of AGM will be put to vote by poll.

4. 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 Clause 100 of the Company's Constitution

Pursuant to Clause 100 of the Company's Constitution, Ir Haji Yusoff bin Daud and Datin Lee Choi Chew shall retire by rotation at the forthcoming 26th AGM and being eligible, have offered themselves for re-election. The Board via the annual evaluation is satisfied that Ir Haji Yusoff bin Daud and Datin Lee Choi Chew 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 4 and page 6 of the Annual Report 2021 for the profiles of Ir Haji Yusoff and Datin Lee.

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 26th AGM for payment of Directors’ fees and benefits to Non-Executive Directors under Resolutions 3 and 4.

In view of the Group’s profitability has dropped significantly arising from the Covid-19 pandemic and the ensuing movement control orders implemented by the Government since 18 March 2020, the Group has initiated various cost cutting measures including one year salary reduction for the Executive Director and key management staff, no bonus for calendar year 2020 and no increment for calendar year 2021.

In solidarity with the Group, the Non-Executive Directors of the Company have also voluntarily decided to reduce their fees for financial year ended 31 March 2021 by 10% as follows:

	Before 10% Reduction (RM)	After 10% Reduction (RM)
Directors’ fees	340,000	306,000
Audit and Risk Management Committee fees	82,000	73,800
	422,000	379,800

The Board is of the view that the proposed payment is reflective of their responsibilities and performances during the financial year ended 31 March 2021.

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 RM104,000 to Non-Executive Directors for the period from 30 September 2021 until the next AGM of the Company to be held in 2022.

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 PLT shall be retiring at the forthcoming 26th 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 2022. The Audit and Risk Management Committee has assessed the suitability and independence of Messrs Ernst & Young PLT as auditors of the Company. The Board on the recommendation of the Audit and Risk Management Committee, recommended that Messrs Ernst & Young PLT be re-appointed as auditors of the Company.

5. Statement Accompanying Notice of AGM

There is no individual standing for election as Director (excluding Directors standing for re-election) at the forthcoming 26th AGM of the Company.



LINGKARAN TRANS KOTA HOLDINGS BERHAD

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Administrative Guide

26th Annual General Meeting (AGM)

Day & Date : Thursday, 30 September 2021

Time : 11.00 a.m.

Online Meeting Platform: TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia

MODE OF MEETING

In support of the Government of Malaysia's ongoing efforts to contain the spread of Covid-19 and as part of the Group's safety measures, the 26th AGM of the Company will be conducted entirely through online meeting platform via TIIH Online website. This is in line with the latest Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021, including any amendment that may be made from time to time.

REMOTE PARTICIPATION AND VOTING FACILITIES (RPV)

Shareholders are to attend, speak (in the form of real time submission of typed texts to the Board of Directors of the Company (Board)) and vote (collectively, "participate") remotely at the 26th AGM of the Company using RPV provided by Tricor Investor & Issuing House Services Sdn Bhd (Tricor) via its **TIIH Online** website at <https://tiih.online>.

Shareholders who appoint proxies to participate via RPV in the 26th AGM of the Company must ensure that the duly executed Proxy Forms are deposited either by hardcopy or electronic means no later than **Tuesday, 28 September 2021 at 11.00 a.m.** in the following manner:

- a. at **Tricor Investor & Issuing House Services Sdn Bhd**, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur; OR
- b. lodge electronically via Tricor's **TIIH Online** website at <https://tiih.online>. Please refer to the Administrative Guide for the procedures on electronic lodgement of proxy form.

Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative at **Tricor Investor & Issuing House Services Sdn Bhd**, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, no later than **Tuesday, 28 September 2021 at 11.00 a.m.** in order to participate via RPV in the 26th AGM of the Company.

Attorneys appointed by power of attorney must deposit their power of attorney at **Tricor Investor & Issuing House Services Sdn Bhd**, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, no later than **Tuesday, 28 September 2021 at 11.00 a.m.** in order to participate via RPV in the 26th AGM of the Company.

A shareholder who has appointed a proxy or attorney or corporate representative to attend, participate, speak and vote at the 26th AGM of the Company via RPV must request his/her proxy to register himself/herself for RPV at Tricor's TIIH Online website at <https://tiih.online>.

As the 26th AGM of the Company is a fully virtual AGM, members who are unable to participate in this AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 26th AGM of the Company using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action BEFORE THE DAY OF AGM
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one working day and you will be notified via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an email to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request	<ul style="list-style-type: none"> Registration is open from Monday, 30 August 2021 until the day of 26th AGM Thursday, 30 September 2021. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 26th AGM to ascertain their eligibility to participate in the 26th AGM using RPV. Log in with your user ID and password and select the corporate event: “(REGISTRATION) LITRAK 26TH AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an email to notify that your registration for remote participation has been received and will be verified. After verification of your registration against the General Meeting Record of Depositors dated 24 September 2021, the system will send you an email after 28 September 2021 to approve your registration for remote participation and the procedures to use the RPV are detailed therein. In the event your registration is not approved, you will also be notified via email. <p><i>(Note: Please allow sufficient time for approval as a new user of TIIH Online as well as the registration for RPV in order for you to log into TIIH Online and participate in the 26th AGM remotely.)</i></p>
	Procedure	Action ON THE DAY OF AGM (Thursday, 30 September 2021)
(c)	Log into TIIH Online	<ul style="list-style-type: none"> Log in with your user ID and password for remote participation at the AGM at any time from 10.00 a.m. i.e. 1 hour before the commencement of the AGM at 11.00 a.m. on Thursday, 30 September 2021.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAMING MEETING) LITRAK 26TH AGM” to engage in the proceedings of the AGM remotely. If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will try to respond to questions submitted by remote participants during the AGM. If there is time constraint, the responses will be emailed to you at the earliest possible, after the meeting.

	Procedure	Action ON THE DAY OF AGM (Thursday, 30 September 2021)
(e)	Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 11.00 a.m. on Thursday, 30 September 2021 until a time when the Chairman announces the end of the session. Select the corporate event: “(REMOTE VOTING) LITRAK 26TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the 26th AGM, the Live Streaming will end.

Note to users of the RPV:

1. Should your application to join the meeting be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or email to tiih.online@my.tricorglobal.com for assistance.

ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge your Proxy Form electronically via Tricor’s **TIIH Online** website are summarised below:

	Procedure	Action
I. Steps for Individual Members		
(a)	Register as a User with Tricor’s TIIH Online website	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, log in with your user name (i.e. email address) and password. • Select the corporate event: “LITRAK 26TH AGM – Submission of Proxy Form”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(ies) appointment. • Print Form of Proxy for your record.

	Procedure	Action
II. Steps for Corporation or Institutional Members		
(a)	Register as a User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate member electronic proxy submission. Please contact our Tricor [refer to Enquiry section below] if you need clarifications on the user registration.)</i></p>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Log in to Tricor's TIIH Online website at https://tiih.online. • Select the corporate event: "LITRAK 26TH AGM - Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

VOTING PROCEDURE

The voting at the 26th AGM of the Company will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia's Main Market Listing Requirements.

To facilitate the voting process, the Company has appointed Tricor as the Poll Administrator to conduct the poll by way of online remote voting and Coopers Professional Scrutineers Sdn Bhd as the Scrutineers to verify the poll results. (Please refer to "Online Remote Voting" under item (e) in the table above on the procedure for online remote voting).

Upon completion of the voting session for the 26th AGM of the Company, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend the 26th AGM of the Company, only the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd on **24 September 2021** shall be entitled to attend the said meeting or appoint proxies to attend on their behalf.

The hardcopy Proxy Form duly completed and signed must be deposited at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur no later than **Tuesday, 28 September 2021 at 11.00 a.m.** or not less than 48 hours before the time for holding the meeting or any adjournment thereof.

You may also submit the Proxy Form electronically via Tricor's TIIH Online at <https://tiih.online> no later than **Tuesday, 28 September 2021 at 11.00 a.m.** or not less than 48 hours before the time for holding the meeting or any adjournment thereof. Please refer to the Electronic Lodgement of Proxy Form above for further information on submission via TIIH Online.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF THE COMPANY

Shareholders may submit questions for the Board of the Company in advance of the 26th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to log in, pose questions and submit electronically no later than **Tuesday, 28 September 2021 at 11.00 a.m.** The Board will endeavour to answer the questions received at the 26th AGM of the Company.

NO GIFT VOUCHERS

There will be **no distribution** of gift vouchers for the AGM of the Company since the meeting will be conducted on a fully virtual basis.

The Board of Lingkar Trans Kota Holdings Berhad would like to thank all its shareholders for their kind co-operation and understanding on this matter.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the AGM of the Company.

ENQUIRY

If you have any enquiry on the above, please contact the following officers during office hours from 9.00 a.m. to 5.30 p.m., Monday to Friday (except public holidays):

Tricor Investor & Issuing House Services Sdn Bhd

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons: Ms Christine Cheng
+603-2783 9265 (Christine.Cheng@my.tricorglobal.com)

Mr Ang Wai Meng
+603-2783 9281 (Wai.Meng.Ang@my.tricorglobal.com)

En Zulkifli bin Mohd Yusof
+603-2783 9249 (Zulkifli@my.tricorglobal.com)