



**LTKM BERHAD** (442942-H)  
(Incorporated in Malaysia)

## NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting of the Company will be held at Kelab Golf Sultan Abdul Aziz Shah, 1 Rumah Kelab, Jalan Kelab Golf 13/6, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 25 August 2011 at 10.00 a.m. for the purpose of transacting the following business:

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2011 together with the Directors' and Auditors' Reports thereon.
- To approve a single-tier Final Dividend of 8% for the financial year ended 31 March 2011. **Resolution 1**
- To approve the payment of Directors' fees for the financial year ended 31 March 2011. **Resolution 2**
- To re-elect the following Directors who are retiring in accordance with Article 83 of the Company's Articles of Association:
  - Madam Lim Hooi Tin **Resolution 3**
  - Mr. Ooi Chee Seng **Resolution 4**
- To re-appoint Messrs. Ernst & Young as Auditors, and to authorise the Board of Directors to fix their remuneration. **Resolution 5**

#### SPECIAL BUSINESS

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

##### 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**

#### ANY OTHER BUSINESS

- 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 2011, if approved by the members, will be payable on 6 October 2011 to Depositors registered in the Record of Depositors at the close of business on 8 September 2011.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 8 September 2011 in respect of ordinary transfers; and
- 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**

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**NG YIM KONG**

**OOI HOY BEE @ OOI HOOI BEE**

Company Secretaries

Selangor Darul Ehsan

Dated: 3 August 2011

#### Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint Proxy(Proxies) to attend and vote on his(her) behalf. Where a member appoints two or more Proxies to attend the same meeting, the appointment shall be invalid unless he(she) specifies the proportion of his(her) holdings to be represented by each Proxy.
- 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 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.
- 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 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

##### 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 Thirteenth Annual General Meeting held on 25 August 2010. 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 did not issue any shares pursuant to the mandate granted to the Directors at the Thirteenth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.