



# LTKM BERHAD

(Company No. 199701027444 (442942-H))  
(Incorporated in Malaysia)

## NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fifth Annual General Meeting of the Company will be held at Ballroom 3, Level 1, Wyndham Amcar Klang, No. 1-G-1, Persiaran Bukit Raja 2/KU1, Bandar Baru Klang, 41150 Klang, Selangor on Tuesday, 6<sup>th</sup> September 2022 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 2022 together with the Directors' and Auditors' Reports thereon.
- To approve the Directors' Fees of RM261,000 and benefits payable for the period from 6 September 2022 up to the next Annual General Meeting of the Company to be held in 2023.
- To re-elect Mr. Tan Kah Poh who is retiring in accordance with Clause 88 of the Company's Constitution.
- To re-elect Ms. Loh Wei Ling who is retiring in accordance with Clause 88 of the Company's Constitution.
- To re-elect Datin Lim Hooi Tin who is retiring in accordance with Clause 88 of the Company's Constitution.
- To re-appoint Messrs. Ernst & Young as the External Auditors and to authorize the Board of Directors to fix their remuneration.

#### SPECIAL BUSINESS

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

#### 7. Ordinary Resolution

##### ● Authority For Directors To Allot And Issue Shares

"THAT pursuant to Section 75 and 76 of the Companies Act 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time 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 share capital of the Company for the time being and that the Directors, be and are hereby empowered to obtain necessary approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad AND THAT such authority conferred by this ordinary resolution shall commence upon passing this ordinary resolution until the conclusion of the next Annual General Meeting of the Company."

#### 8. Ordinary Resolution

##### ● Proposed Renewal of Authority for Share Buy-Back

"THAT subject to the Companies Act 2016, provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any applicable laws, regulations and guidelines issued by other regulatory authorities, and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorized to purchase and/or hold such amount of its ordinary shares on the market of Bursa Securities at any time upon such terms and conditions as the Directors in their absolute discretion deem fit and expedient in the best interest of the Company provided that:-

- the aggregate number of shares which may be purchased and/or held by the Company shall not exceed 10% of the total issued share capital of the Company;
- the maximum amount of funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained earnings of the Company based on the latest audited financial statements;
- upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner;
  - to cancel the shares so purchased; or
  - to retain the shares so purchased in treasury, either to be distributed as dividends to the shareholders of the Company and/or to be resold on the market of Bursa Securities; or
  - to retain part of the shares so purchased as treasury shares and cancel the remainder; or
  - any combination of the three.

AND THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first, but not as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date, and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities, relevant requirements and guidelines.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give full effect to the purchase by the Company of its own shares with full power to assent to any condition, variation, modification and/or amendment as may be required by any relevant authorities and to deal with all matters relating thereto and take all steps and do all acts and things in any manner as they may deem necessary in the interest of the Company."

#### 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 Constitution and the Companies Act 2016.

By Order Of the Board

**LTKM BERHAD**

NG YIM KONG  
Company Secretary  
LS 0009297  
SSM PC 20208000309

Dated: 28 July 2022  
Selangor Darul Ehsan

#### NOTES:

##### A. Appointment of Proxy

- A member of the Company entitled to attend, speak and vote at the meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend, speak, participate, and vote on his/her behalf. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 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) shares.
- A Proxy may but need not be a member of the Company.
- 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 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 appointment of proxy may be made in a hardcopy form or by electronic means as follows and must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor"), not less than forty-eight (48) hours before the time for holding this meeting or any adjournment thereof. Otherwise the instrument of proxy should not be treated as valid.
  - In Hardcopy Form  
The Form of Proxy must be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or drop the Form of Proxy at Tricor's Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - By Electronic Lodgement  
The Form of Proxy can be electronically submitted to Tricor via TIH Online at <https://tih.online>. Kindly refer to Note C(1) below on Administrative Guide – Electronic Lodgement of Form of Proxy

- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

#### B. Explanatory Notes

- Item 1 of the Agenda – Ordinary Business**  
**Audited Financial Statements for the financial year ended 31 March 2022**  
This item of the agenda is meant for disclosure only as the provision of Sections 248(2) and 340(1) of the Companies Act 2016 does not require a formal approval of the Shareholders for the Audited Financial Statements. Hence, this item of the agenda is not subject to voting.

- Item 2 of the Agenda – Ordinary Business**  
**Approval of Directors' Fees**  
The proposed Ordinary Resolution 1, if passed, will enable the Company to pay Directors' fees to the Directors for the period from 6 September 2022 until the next Annual General Meeting of the Company in 2023 up to an amount of RM261,000 in total. The benefits payable is for meeting allowances of RM500 per meeting for the Non-Executive Directors ("NED") which is determined by the number of meeting of the Board and Board Committees and the NEDs' respective attendance.

- Item 3, 4 & 5 of the Agenda – Ordinary Business**  
**Re-election of retiring Directors**  
For the purpose of determining the eligibility of the Directors to stand for re-election at the Twenty-Fifth Annual General Meeting, the Board through its Nomination Committee had assessed Mr. Tan Kah Poh, Ms. Loh Wei Ling and Datin Lim Hooi Tin. The Directors' Profile section in the Annual Report 2022 provide details of these Directors. Their performance were assessed based on their understanding of the Group's business and also their participation at the Board and Board Committees meetings. They have shown that they were effective in the discharge of their responsibilities. No circumstances have arisen in the past year to impair their judgement on matters brought for Board discussion and they have always acted in the best interest of the Company as a whole. Based on the above, the Board supports their re-election.

- Item 7 of the Agenda – Special Business**  
**Authority for Directors to Allot and Issue Shares**  
The proposed Resolution 6, if passed, will empower the Company to pay Directors' fees to the Directors for the period from 6 September 2022 until the next Annual General Meeting of the Company in 2023 up to an amount of RM261,000 in total. The benefits payable is for meeting allowances of RM500 per meeting for the Non-Executive Directors ("NED") which is determined by the number of meeting of the Board and Board Committees and the NEDs' respective attendance.

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- Item 8 of the Agenda – Special Business**  
**Proposed Renewal of Authority for Share-Buy-Back**  
The proposed Resolution 7, if passed will empower the Company to purchase and/or hold up to 10% of the issued share capital (excluding treasury shares) of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

- Item 8 of the Agenda – Special Business**  
**Proposed Renewal of Authority for Share-Buy-Back**  
Please refer to the Statement to Shareholder in Relation to the Proposed Renewal of Authority for Share-Buy-Back on pages 118 to 121 of the Annual Report 2022 for further information.

#### C. Administrative Guide

##### 1. ELECTRONIC LODGEMENT OF FORM OF PROXY

PROCEDURES	ACTIONS
(a) Register as a user with TIH Online	<ul style="list-style-type: none"> <li>Using your computer, access the website at <a href="https://tih.online">https://tih.online</a>. Register as a user under "e-Services". You may refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIH Online, you are not required to register again.</li> </ul>
(b) Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> <li>After the release of the Notice of the 25<sup>th</sup> AGM by the Company, login with your username (i.e. email address) and password.</li> <li>Select the corporate event: "Submission of Proxy Form".</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairperson as your proxy.</li> <li>Indicate your voting instructions - FOR or AGAINST, otherwise your proxy will decide your vote.</li> <li>Review and confirm your proxy(s) appointment.</li> <li>Print e-proxy form for your record.</li> </ul>

##### 2. PRE-REGISTRATION TO ATTEND THE 25<sup>th</sup> AGM

- In order to assist the Company in managing the turnout at the 25<sup>th</sup> AGM, shareholders are encouraged to pre-register their attendance electronically.
- The following are the procedures to pre-register your attendance via Tricor's TIH Online website at <https://tih.online>:
  - Log in with your username (i.e. email address) and password under e-Services. If you have not registered as a user of TIH Online, you may refer to the tutorial guide posted on the homepage for assistance.
  - Select the corporate event: "(REGISTRATION) LTKM AGM".
  - Read and agree to the Terms & Conditions and confirm the Declaration.
  - Select "Register for Physical Attendance at Meeting Venue".
  - Review your registration and proceed to register.
  - System will send an email to notify that your registration for Physical Attendance at Meeting Venue is received and will be verified.
  - After verification of your registration against the General Meeting Record of Depositors, the system will send you an email after 4 September 2022 to approve or reject your registration to attend physically at the Meeting venue.

#### GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend the Twenty-Fifth Annual General Meeting, the Company will request Bursa Malaysia Depository Sdn Bhd in accordance with Clause 35 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 26 August 2022. Only depositors whose name appears on the Record of Depositors as at 26 August 2022 shall be entitled to attend the Twenty-Fifth Annual General Meeting or to appoint proxy/proxies to attend and/or to vote in his/her stead.