



LTKM BERHAD

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

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of the Company will be held at Merrida Hotel, No. 18A, Lebuhraya Enggang, Off Persiaran Sultan Ibrahim, 41050 Klang, Selangor Darul Ehsan on Wednesday, 20 September 2017 at 10.00 a.m. for the purpose of transacting the following business:-

A G E N D A

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Directors' and Auditors' Reports thereon.
- To approve a single-tier Final Dividend of 1.5 sen per ordinary share for the financial year ended 31 March 2017.
- To approve the following payments to Directors:-
 - The Directors' Fees of RM206,000 and benefits for the financial year ended 31 March 2017.
 - The Directors' Fees of RM242,000 and benefits payable for the financial year ending 31 March 2018.
- To re-elect Datin Lim Hooi Tin who is retiring in accordance with Article 83 of the Company's Articles of Association.
- To re-elect Mr. Ravindran A/L Markandu who is retiring in accordance with Article 83 of the Company's Articles of Association.
- To re-elect Mr. Tan Kah Poh who is retiring in accordance with Article 87 of the Company's Articles of Association.
- To re-appoint Messrs. Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration.

Explanatory Note (a)
Resolution 1

Resolution 2
Resolution 3
Resolution 4
Resolution 5
Resolution 6
Resolution 7

SPECIAL BUSINESS

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

8. Ordinary Resolution

• Authority For Directors To Allot And Issue Shares

"THAT pursuant to Section 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and 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 8

9. Ordinary Resolution

• Proposed Renewal of Authority for Share Buy-Back

"THAT subject to the Companies Act 2016, provisions of the Company's Memorandum and Articles of Association 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 authorised 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 and paid-up 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 profits and/or share premium account 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 revocation of the period within which the next AGM of the Company is required by law to be held; or
 - expired 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 manners as they may deem necessary in the interest of the Company."

Resolution 9

10. Ordinary Resolution

• Proposed Allocation of An Employees' Share Option Scheme to Ooi Hoy Bee @ Ooi Hooi Bee

"THAT pursuant to the LTKM Employees' Share Option Scheme ("Scheme") approved at the Extraordinary General Meeting held on 12 June 2015, the Board of Directors of the Company be and is hereby authorized at any time and from time to time during the duration of the Scheme, to offer and allocate to Ooi Hoy Bee @ Ooi Hooi Bee, the Non-Independent Non-Executive Director of LTKM, options to subscribe for new shares under the Scheme that has not yet been allocated at the point in time when the Offer is made in accordance with the By-Laws of the Scheme;

AND THAT the Board be and is hereby authorized to issue such number of new shares from time to time pursuant to the exercise of the options.

Resolution 10

11. Ordinary Resolution

• Authority for Ir. Kamarudin bin Md Derom To Continue In Office as Independent Non-Executive Director

"THAT Ir. Kamarudin bin Md Derom who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby authorised to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."

Resolution 11

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 2016.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a single-tier Final Dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 March 2017, if approved by the members, will be payable on 6 October 2017 to Depositors registered in the Record of Depositors as at the close of business on 15 September 2017.

A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 15 September 2017 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

NG YIM KONG

Company Secretary

Dated: 28 July 2017

Selangor Darul Ehsan

Notes:

- A member of the Company entitled to attend 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 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 attorney or 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 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, Tropicana Golf & Country Resort, 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

a) Item 1 of the Agenda

The proposed Item 1 of the Agenda above is meant for discussion purpose only. The provisions of Section 248(2) and Section 340(1)(a) of the Companies Act 2016 and the Articles of Association of the Company require that the Audited Financial Statements and the Directors' and Auditors' Report thereon be laid before the Company at its Annual General Meeting. As such Item 1 does not require a resolution to be put to vote by the shareholders.

b) Resolutions 2 and 3 – Payment of Directors' fees and benefits

Section 230(1) of the Companies Act 2016 which came into effect on 31 January 2017, provides amongst others, 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.

In this respect, the Board wishes to seek shareholders' approval for the following payments of Directors' fees and benefits payable to the Directors:-

- Resolution 2 on the Directors' fees of RM206,000 and benefits for the financial year ended 31 March 2017;
- Resolution 3 on the proposed Directors' fees of RM242,000 and benefits for the financial year ending 31 March 2018.

c) Resolution 8 - Authority for Directors to Allot and Issue Shares

The proposed Resolution 8 under item 8 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 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 Nineteenth Annual General Meeting held on 5 September 2016. 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 Nineteenth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

d) Resolution 9 - Proposed Renewal of Authority for Share Buy-Back

The proposed Resolution 9, if passed will empower the Company to purchase and/or hold up to 10% of the issued and paid-up 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 conclusion of the next AGM of the Company.

Please refer to the Statement to Shareholders in Relation to the Proposed Renewal of Authority for Share Buy-Back on pages 113 to 117 of the Annual Report for further information.

e) Resolution 11 - Authority for Ir. Kamarudin bin Md Derom to continue in office as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2012

Ir. Kamarudin bin Md Derom was appointed as an Independent Non-Executive Director of the Company on 23 December 1999 and has therefore served for more than nine (9) years as at the forthcoming Twentieth Annual General Meeting. However, he has met the independence criteria as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"). The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director. Further rationale for his retention as Independent Non-Executive Director can be found on page 17 of the Annual Report.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend this meeting, the Company will request Bursa Malaysia Depository Sdn Bhd in accordance with Article 33 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositors) Act 1991, to issue a General Meeting Record of Depositors as at 15 September 2017. Only depositors whose name appears on the Records of Depositors as at 15 September 2017 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his/her stead.