



LTKM BERHAD

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

NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting of the Company will be held on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd at <https://tiuh.online> on Monday, 27th September 2021 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 2021 together with the Directors' and Auditors' Reports thereon.
- To approve the Directors' Fees of RM264,000 and benefits payable for the period from 28 September 2021 up to the next Annual General Meeting of the Company to be held in 2022.
- To re-elect Datuk Tan Kok who is retiring in accordance with Clause 88 of the Company's Constitution.
- To re-elect Ms. Tan Chee Huey who is retiring in accordance with Clause 88 of the Company's Constitution.
- To re-elect Mr. Choo Seng Choon who is retiring in accordance with Clause 91 of the Company's Constitution.
- To re-appoint Messrs. Ernst & Young PLT as the External Auditors and to authorize the Board of Directors to fix their remuneration.

Please refer to Explanatory Notes of this Notice.

Resolution 1
Resolution 2
Resolution 3
Resolution 4
Resolution 5

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 20% of the total issued share capital of the Company for the time being and that the Directors, be and 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."

Resolution 6

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 manners as they may deem necessary in the interest of the Company."

Resolution 7

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

Dated: 27 August 2021
Selangor Darul Ehsan

NOTES:

- The 24th AGM will be held on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd at <https://tiuh.online>. Please follow the procedures in the Administrative Guide for the 24th AGM for shareholders to register, participate and vote remotely via PRV facilities. The Administrative Guide for the 24th AGM is available on the Company's website at <https://www.ltkm.com.my/24th-agm> and Bursa Malaysia's website at www.bursamalaysia.com together with the Company's Notice of the 24th AGM.
- 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 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 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 TIUH Online at <https://tiuh.online> and steps to submit are summarized in the Administrative Guide for the 24th AGM.
- 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.

Explanatory Notes

a) Item 1 of the Agenda – Ordinary Business

Audited Financial Statements for the financial year ended 31 March 2021

This item of the agenda is meant for discussion 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.

b) Item 7 of the Agenda – Special Business

Authority for Directors to Allot and Issue Shares

The proposed Resolution 6, is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot ordinary shares at any time to such person in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company at time being. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The 20% General Mandate is pursuant to temporary relief measures due to Covid-19 pandemic issued by Bursa Malaysia Securities on 16 April 2020. The temporary relief may be utilised until 31 December 2021, and thereafter, unless extended by Bursa Malaysia Securities Berhad, the 10% limit according to paragraph 6.03 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad will be reinstated.

The Boards of Directors of the Company is of the view that the proposed 20% General Mandate is in the best interest of the Company and its shareholders as the 20% General Mandate will give the Directors flexibility and cost effectively to raise funds quickly and efficiently during this challenging time to ensure the long term sustainability of the Company and safeguard the interest of the Company and the shareholders.

Up to the date of this Notice, 13,010,000 new ordinary shares were issued by way of private placement ("Private Placement") pursuant to the mandate granted to the Directors at the 23rd AGM held on 8 September 2020. The gross proceeds raised from the Private Placement was RM11,643,950.

c) 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.

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 2021 for further information.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend the Twenty-Fourth 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 17 September 2021 Only depositors whose name appears on the Record of Depositors as at 17 September 2021 shall be entitled to attend the 24th AGM or to appoint proxy/proxies to attend and/or to vote in his/her stead.