



NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth 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 Wednesday, 29 August 2012 at 2.30 p.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 2012 together with the Directors' and Auditors' Reports thereon. **Resolution 1**
- To approve a single-tier Final Dividend of 5% for the financial year ended 31 March 2012. **Resolution 2**
- To approve the payment of Directors' fees for the financial year ended 31 March 2012. **Resolution 3**
- To re-elect the following Directors who are retiring in accordance with Article 83 of the Company's Articles of Association: **Resolution 4**
 - Encik Ahmad Khairuddin Bin Ilias **Resolution 3**
 - Ms. Tan Soh Yee **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 Resolutions:

- Ordinary Resolution** **Resolution 6**
 - 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."
- Special Resolution** **Resolution 7**
 - Proposed Amendments to the Company's Articles of Association**

"THAT the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the Annual Report 2012 ("Proposed Amendments") be and are hereby approved and adopted."

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 5% in respect of the financial year ended 31 March 2012, if approved by the members, will be payable on 4 October 2012 to Depositors registered in the Record of Depositors at the close of business on 14 September 2012.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 14 September 2012 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: 7 August 2012

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(he) 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

a) 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 Fourteenth Annual General Meeting held on 25 August 2011. 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 has not issued any shares pursuant to the mandate granted to the Directors at the Fourteenth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

b) PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

The proposed Resolution 7 under item 7 is to amend the Company's Articles of Association to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. In addition, the appointment of proxies was further clarified and explained in the amendment to Article 60 of the Proposed Amendments. The details of the Proposed Amendments are as set out in Appendix 1 on pages 104 to 106 of the Annual Report 2012.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the 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 Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 August 2012. Only a depositor whose name appears on the Record of Depositors as at 22 August 2012 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.