

**FORM OF ACCEPTANCE AND TRANSFER FOR THE OFFER SHARES (“FORM”)**

**TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER**

**THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 13 AUGUST 2019 ISSUED BY AMINVESTMENT BANK BERHAD ON BEHALF OF LADANG TERNAKAN KELANG SDN BERHAD, YBJ CAPITAL SDN BHD, DATUK TAN KOK, DATIN LIM HOUI TIN, TAN YEE BOON, TAN YEE SIONG AND TAN CHEE HUEY (COLLECTIVELY, THE “JOINT OFFERORS”)**

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”), Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has prescribed the LTKM Shares (as defined herein) as securities required to be deposited into the Central Depository System (“**CDS**”) account. Therefore, all dealings in LTKM Shares that have been deposited into the CDS, will be carried out in accordance with the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”).

If you intend to accept the Offer (as defined in the Offer Document), made by AmInvestment Berhad on behalf of the Joint Offerors, you should complete and sign this Form in accordance with the instructions contained in this Form and the Offer Document. **YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.**

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you have any doubt about the Offer. If you have sold or transferred all your LTKM Shares, you should at once hand this Form and the accompanying Offer Document immediately to the agent through whom you effected the sale or transfer for delivery to the purchaser or transferee. Unless the context otherwise requires or otherwise defined in this Form, the definition contained in the Offer Document shall apply in this Form.

**CONDITIONAL VOLUNTARY TAKE-OVER OFFER**

**BY**

**LADANG TERNAKAN KELANG SDN BERHAD**

(Company No. 26837-A)  
(Incorporated in Malaysia)

**YBJ CAPITAL SDN BHD**

(Company No. 972876-H)  
(Incorporated in Malaysia)

**DATUK TAN KOK, DATIN LIM HOUI TIN, TAN YEE BOON,  
TAN YEE SIONG AND TAN CHEE HUEY**

**(COLLECTIVELY, THE “JOINT OFFERORS”)**

**THROUGH**



**AmInvestment Bank**

**AmInvestment Bank Berhad**

(Company No. 23742-V)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

**TO ACQUIRE**

- (I) ALL THE REMAINING ORDINARY SHARES IN LTKM BERHAD (“LTKM”) (“LTKM SHARES”) NOT ALREADY HELD BY THE JOINT OFFERORS; AND**
- (II) ANY NEW LTKM SHARES THAT MAY BE ISSUED AND ALLOTTED PRIOR TO THE CLOSING DATE OF THE OFFER ARISING FROM THE EXERCISE OF OUTSTANDING OPTION UNDER THE EMPLOYEES’ SHARE OPTION SCHEME IN LTKM,**

**(COLLECTIVELY KNOWN AS THE “OFFER SHARES”)**

**FOR A CASH CONSIDERATION OF RM1.35 PER OFFER SHARE (“OFFER”)**

**For Holders whose Offer Shares are deposited into the CDS, if you wish to accept the Offer, please refer to Note 1(A) of this Form.**

**For Holders who have purchased the Offer Shares before the Closing Date but the Offer Shares have not been credited into your CDS account, if you wish to accept the Offer, please refer to Note 1(D) of this Form.**

**For Non-Resident Holders, if you wish to accept the Offer, please refer to Note 1(E) of this Form.**

Acceptances in respect of the Offer must be received by **5.00 p.m.** (Malaysian time) on **3 September 2019**, being the First Closing Date or such later date(s) as the Joint Offerors may decide and announced by AmInvestment Bank, on behalf of the Joint Offerors, at least 2 days before the Closing Date. Notices of such extension will be posted to the Holders accordingly. Subject to the provisions of the Rules on Take-Overs, Mergers and Compulsory Acquisition, the Joint Offerors may extend the date and time for the acceptance of the Offer beyond the First Closing Date.

This Form consists of 6 printed pages only

## NOTES REGARDING THE COMPLETION AND LODGEMENT OF THIS FORM

If you are an individual, you must, except as mentioned below, personally sign this Form. If you are a corporation, you must execute this Form under your common seal, which has to be affixed and witnessed in accordance with your Constitution or other regulations and signed on your behalf by an authorised officer or attorney in accordance with your Constitution or other regulations.

Please refer to the following procedures to facilitate your completion of this Form:

### 1. (A) If your Offer Shares are deposited into your CDS account

To accept the Offer, you are required to:

- (i) Complete and sign this Form;
- (ii) Complete and sign the Bursa Depository Transfer Form, which can be obtained from your Authorised Depository Agent (“**ADA**”)/Authorised Direct Member (“**ADM**”), in accordance with the instructions printed on the reverse side of the Bursa Depository Transfer Form;
- (iii) Complete in full the following particulars as contained in the Bursa Depository Transfer Form:
  - (a) Particulars of the securities;
  - (b) Particulars of the depositor;
  - (c) Particulars of the witness;
  - (d) Particulars of the transferee as shown below; and
  - (e) Category and approved reasons for transfer as shown below.

In respect of (d) and (e) above, you are requested to complete the particulars on the transferee as follows:

CDS account no.	: 086-001-064909336
Name of transferee	: AMSEC NOMINEES (TEMPATAN) SDN BHD PLEGDED SECURITIES ACCOUNT - AMBANK (M) BERHAD FOR LADANG TERNAKAN KELANG SDN BHD
Category of transfer	: To cross (X) on category B only (change in beneficial ownership)
Reason for transfer	: To cross (X) on category B1 only (take-over offer)

- (iv) Proceed to lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM for the transfer of the Offer Shares deposited in the CDS on any Market Day prior to the Closing Date.

The transfer request shall be submitted by 3.30 p.m. (Malaysian time) to effect the transfer on the same Market Day provided that the request for transfer is in compliance with the instructions and Rules of Bursa Depository; and

- (v) Enclose the Depositor’s Copy of your Bursa Depository Transfer Form (with the details of the reference number to be issued by Bursa Depository for the transfer, as evidence that the transfer has been effected) duly verified and acknowledged by your ADA/ADM, together with this completed and signed Form and despatch by ordinary mail at your own risk or deliver by hand to the Share Registrar at the following address, so as to arrive **not later than 5.00 p.m. (Malaysian time) on 3 September 2019**, being the First Closing Date or in the event the date and time for acceptance of the Offer is revised or extended in accordance with the Rules, such revised or extended closing date as the Joint Offerors may decide and announced by AmlInvestment Bank on behalf of the Joint Offerors, at least 2 days before the Closing Date:

#### **Tricor Investor & Issuing House Services Sdn Bhd (11324-H)**

Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

Telephone no. : +(603) 2783 9299  
Facsimile no. : +(603) 2783 9222

The Share Registrar will not issue any acknowledgement of receipt of this Form and the accompanying documents in respect of the Offer. Proof of time of postage shall not constitute proof of time of receipt by the Share Registrar.

**(B) If the Holder is away from his/her registered address in Malaysia and this Form is received by agent of the Holder**

The agent of the Holder should send this Form by the quickest means (e.g. courier or express post) to the Holder for execution or, if he/she has executed a Power of Attorney, have this Form signed by the attorney and accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, a copy of the Power of Attorney which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised and recognised as valid in Malaysia, should be enclosed with this Form for noting and lodged with the Share Registrar at the address set out in Note 1(A)(v) above.

The Holder should then proceed to perform the procedures as set out in Note 1(A) above. No other signature is acceptable.

**(C) If the Holder is deceased**

In order to accept the Offer, the duly completed Form of Notification of Death of Depositor ("**Form of Notification**") as prescribed by the Rules of Bursa Depository must be submitted to Bursa Depository and the transfer of the Offer Shares from the CDS account of the deceased to the CDS account of the executor or administrator of the deceased's estate must be effected by Bursa Depository. This Form must be signed by the executor or administrator of the deceased's estate, named in the Form of Notification to whom the Offer Shares have been effectively transferred by Bursa Depository and who is registered as the Holder and the procedures set out in Note 1(A) above shall be applicable.

**(D) If your Offer Shares purchased have yet to be credited into your CDS account**

If you have purchased the Offer Shares before the Closing Date but the Offer Shares have yet to be credited into your CDS account, you should forward this completed Form together with the relevant contract note for the Offer Shares as evidence of your beneficial ownership of the Offer Shares to the Share Registrar at the address set out in Note 1(A)(v) above so as to arrive no later than 5.00 p.m. (Malaysian time) on the Closing Date. You must then perform the procedures as set out in Notes 1(A)(ii) and (iii) above. Once your Offer Shares have been credited into your CDS account, you must perform the procedure as set out in Note 1(A)(iv) above and then forward the Depositor's Copy of your Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Share Registrar at the address as set out in Note 1(A)(v) above so as to arrive within 7 days from the Closing Date.

**(E) If you are a Non-Resident Holder**

To accept the Offer, the procedures set out below and in Note 1(A) above are applicable to you. You should also refer to Section 3 of Appendix II of the Offer Document for further information.

If you wish to accept the Offer, you are solely responsible to satisfy yourself as to the full observance of the laws of the relevant jurisdiction where you reside and in Malaysia in connection with the Offer, including without limitation the following:

- (i) receipt of cash payments in Ringgit Malaysia by you;
- (ii) repatriation of any monies by you out of Malaysia;
- (iii) obtaining of any governmental, exchange control or other consents which may be required;
- (iv) compliance with the necessary formalities required to be observed; and
- (v) payment of any costs relating to the transfer or other taxes or duties due in such jurisdiction.

You will be solely responsible for the payment of any transfer fees or taxes or other requisite payments due in such jurisdiction. The Joint Offerors, AmInvestment Bank and Share Registrar shall be fully entitled to be indemnified and held harmless by you for any transfer fees or taxes or other payments which you may be required to pay.

If you receive a copy of the Offer Document and this Form in any jurisdiction other than Malaysia, you may not:

- (i) treat the same as constituting an invitation or offer to sell your securities or participate in the Offer;
- (ii) use this Form unlawfully by contravening any relevant registration or other legal requirements; or
- (iii) use this Form, if in the relevant jurisdiction, such an invitation or offer cannot lawfully be made to you.

In such circumstances, the Offer Document and this Form are sent for information only and any use or acceptance thereof may be invalid and disregarded.

2. This Form must be completed in English or Bahasa Malaysia and submitted to the Share Registrar at the address set out in Note 1(A)(v) above in its entirety.
3. Please type or write clearly in ink using BLOCK LETTERS. Forms defaced by erasures or any kind of correcting fluid may be rejected at the absolute discretion of the Joint Offerors. Amendments must be clearly legible and should be countersigned by you.
4. Additional copies of this Form may be obtained from the office of the Share Registrar at the address set out in Note 1(A)(v) above from the Posting Date up to the Closing Date. You may also download this Form from the website of Bursa Malaysia Berhad at [www.bursamalaysia.com](http://www.bursamalaysia.com).
5. Further instructions are contained in Appendix II of the Offer Document.
6. If you fail to comply with any of the terms or conditions pertaining to the acceptance of the Offer as set out in this Form and the Offer Document, the Joint Offerors may, at its discretion, elect to consider whether or not you have accepted the Offer. The decision of the Joint Offerors is final and binding.

**Settlement of the cash consideration under the Offer cannot be made until all relevant documents have been properly completed, signed and lodged with the Share Registrar. All documents sent to the Share Registrar will be at your own risk.**

**The latest time and date for the lodgement of this completed Form (together with the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Shares) is 5.00 p.m. (Malaysian time) on the Closing Date, subject to Note 1(D) above, if your Offer Shares have yet to be credited into your CDS account.**



Notes:

- (1) *Save for the Dividend (as defined in the Offer Document), if LTKM declares, makes or pays any further dividend and/or other distribution on or after the date of Notice but prior to the Closing Date and the Holder is entitled to retain such dividend and/or distribution, the Offer Price shall be reduced by an amount equivalent to the net dividend and/or net distribution per LTKM Share which such Holder of the Offer Shares is entitled to retain.*
- (2) *Where Note 1(B) of this Form for the Offer Shares is applicable.*
- (3) *Where Note 1(C) of this Form for the Offer Shares is applicable.*
- (4) *Where Note 1(D) of this Form for the Offer Shares is applicable.*
- (5) *A corporation must affix its common seal which must be witnessed in accordance with its Constitution or other regulations and signed on its behalf by an authorised officer or attorney in accordance with your Constitution or other regulations.*

**This completed and signed Form of Acceptance and Transfer together with the Depositor's Copy of Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Shares must be submitted to the Share Registrar at the following address:**

**Tricor Investor & Issuing House Services Sdn Bhd (11324-H)**

Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
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