



LINGKARAN TRANS KOTA HOLDINGS BERHAD
(Registration No. 199501006186 (335382-V))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Lingkaran Trans Kota Holdings Berhad (“**LITRAK Holdings**” or the “**Company**”) will be conducted fully virtual through online meeting platform via TIIHOnline website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia on Friday, 5 August 2022 at 3.30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

SPECIAL RESOLUTION 1

PROPOSED DISPOSAL BY LITRAK HOLDINGS OF ALL THE SECURITIES IN LINGKARAN TRANS KOTA SDN BHD (“LITRAK”) TO AMANAT LEBUHRAYA RAKYAT BERHAD (“ALR”), SUBJECT TO THE TERMS AND CONDITIONS CONTAINED IN THE SHARE SALE AND PURCHASE AGREEMENT BETWEEN LITRAK HOLDINGS AND ALR (“PROPOSED DISPOSAL OF LITRAK”)

“**THAT**, subject to the fulfilment of all conditions precedent under the conditional letter of offer from ALR dated 2 April 2022, the Directors of the Company be and are hereby authorised and empowered to enter into and execute the final form of the conditional share sale and purchase agreement between the Company and ALR (“**LITRAK Finalised SSPA**”) with full powers to assent to any modifications, conditions, variations and/or amendments to the LITRAK Finalised SSPA prior to the execution thereof.

THAT subject to the execution of the LITRAK Finalised SSPA with any modifications, conditions, variations and/or amendments as authorised above (“**LITRAK Executed SSPA**”) and subject to all approvals being obtained from the relevant authorities and parties (where applicable), approval be and is hereby given for LITRAK Holdings to dispose 50,000,000 ordinary shares in LITRAK, representing 100% of the issued share capital of LITRAK to ALR for a disposal consideration of RM2,326 million to be fully satisfied in cash which is based on the enterprise value of LITRAK of RM2,119 million as at 31 December 2021, upon such terms and conditions contained in the LITRAK Executed SSPA.

AND THAT the Directors of the Company be and are hereby authorised and empowered to assent to any further modifications, conditions, variations and/or amendments to the LITRAK Executed SSPA, as may be required or permitted by the relevant authorities or as they may deem fit, necessary and/or expedient and to take all such steps and do all such acts, matters and things, as they may deem fit to implement and give full effect to the Proposed Disposal of LITRAK.”

SPECIAL RESOLUTION 2

PROPOSED DISPOSAL BY SISTEM PENYURAIAN TRAFIK KL BARAT HOLDINGS SDN BHD (“SPRINT HOLDINGS”) OF ALL THE SECURITIES IN SISTEM PENYURAIAN TRAFIK KL BARAT SDN BHD (“SPRINT”) TO AMANAT LEBUHRAYA RAKYAT BERHAD (“ALR”), SUBJECT TO THE TERMS AND CONDITIONS CONTAINED IN THE SHARE SALE AND PURCHASE AGREEMENT BETWEEN SPRINT HOLDINGS AND ALR, IN RESPECT OF LITRAK HOLDINGS’ 50% DIRECT INTEREST IN SPRINT HOLDINGS (“PROPOSED DISPOSAL OF SPRINT”)

“**THAT**, subject to the fulfilment of all conditions precedent under the conditional letter of offer from ALR dated 2 April 2022, the Directors of the Company be and are hereby authorised and empowered to take all such steps and do all such acts, matters and things, as they may deem fit, necessary and/or expedient to procure SPRINT Holdings to enter into and execute the final form of the conditional share sale and purchase agreement between SPRINT Holdings and ALR (“**SPRINT Finalised SSPA**”) with full powers to assent to any modifications, conditions, variations and/or amendments to the SPRINT Finalised SSPA prior to the execution thereof.

THAT subject to the execution of the SPRINT Finalised SSPA with any modifications, conditions, variations and/or amendments as authorised above (“**SPRINT Executed SSPA**”) and subject to all approvals being obtained from the relevant authorities and parties (where applicable), approval be and is hereby given for SPRINT Holdings to dispose 50,000,000 ordinary shares in SPRINT, representing 100% of the issued share capital of SPRINT for a disposal consideration of RM904 million to be fully satisfied in cash which is based on the enterprise value of SPRINT of RM1,808 million as at 31 December 2021, upon such terms and conditions contained in the SPRINT Executed SSPA.

AND THAT the Directors of the Company be and are hereby authorised and empowered to assent to any further modifications, conditions, variations and/or amendments to the SPRINT Executed SSPA, as may be required or permitted by the relevant authorities or as they may deem fit, necessary and/or expedient and to take all such steps and do all such acts, matters and things, as they may deem fit, necessary and/or expedient to implement and give full effect to the Proposed Disposal of SPRINT.”

BY ORDER OF THE BOARD

LIM SOO LYE (LS 006461)
CHIEW TENG JUAN (MAICSA 7029864)
Company Secretaries

Subang Jaya
14 July 2022

Notes:

1. Virtual EGM

In support of the Government of Malaysia’s ongoing efforts to contain the spread of Covid-19 and as part of our Group’s safety measures, our EGM will be conducted fully virtual through online meeting platform via TIIH Online website. The members are advised to follow the procedures as set out in the Administrative Guide sent out together with this notice on the registration and voting process for the EGM.

2. General Meeting Record of Depositors

For the purpose of determining a member’s eligibility to attend and vote at our EGM, our Company shall obtain a General Meeting Record of Depositors as at 28 July 2022 from Bursa Malaysia Depository Sdn Bhd in accordance with Clause 73 of our Company’s Constitution and Paragraph 7.16(2) of Bursa Malaysia’s Main Market Listing Requirements. Only depositors whose names appear therein shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at our EGM.

3. Appointment of Proxy

- a. *A proxy may but need not be a member of our Company. There shall be no restriction as to the qualification of a proxy.*
- b. *A member shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead.*
- c. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- d. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of our Company standing to the credit of the said securities account.*
- e. *Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in our Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. If more than one (1) proxy is appointed, the appointment shall be invalid unless the exempt authorised nominee specifies the number of shares to be represented by each proxy.*
- f. *In the case of a corporate member, the instrument appointing a proxy must be executed under its Common Seal or the hand of its attorney.*
- g. *The instrument appointing a proxy must be deposited/submitted via the following ways not less than 48 hours before the time set for holding our EGM or any adjournment thereof:*
 - (i) *By hardcopy form*
The Proxy Form must be deposited with Tricor Investor & Issuing House Services Sdn Bhd (Tricor) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) *By electronic form*
The Proxy Form can be electronically submitted/lodged via Tricor’s TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the procedures on electronic lodgement of proxy form.
- h. *Pursuant to Paragraph 8.29A of the Listing Requirements, all resolutions set out in the Notice of EGM will be put to vote by poll.*