



LINGKARAN TRANS KOTA HOLDINGS BERHAD
199501006186 (335382-V)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting (AGM) of Lingkaran Trans Kota Holdings Berhad will be conducted fully virtual through online meeting platform via TIIH Online 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 Wednesday, 28 September 2022 at 11.00 a.m. for the purpose of transacting the following businesses:

1. To receive the Report of the Directors and the Audited Financial Statements for the financial year ended 31 March 2022 together with the Report of the Auditors thereon.
2. To re-elect the following Directors who are retiring by rotation in accordance with Clause 100 of the Company's Constitution and being eligible, offer themselves for re-election:
 - a. Tan Sri Dato' Setia Haji Ambrin bin Buang **(Resolution 1)**
 - b. Dato' Haji Azmi bin Mat Nor **(Resolution 2)**
3. To approve the payment of Directors' fees of RM422,000 for the financial year ended 31 March 2022. **(Resolution 3)**
4. To approve the payment of Directors' benefits (excluding Directors' fees):
 - a. up to an amount of RM104,000 for the period from 29 September 2022 until the next AGM of the Company to be held in 2023; **(Resolution 4)**
 - b. an additional RM20,000 incurred/to be incurred up to the 27th AGM **(Resolution 5)**
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

LIM SOO LYE (LS0006461) (SSM PC No. 201908002053)
CHIEW TENG JUAN (MAICSA 7029864) (SSM PC No. 201908001599)
Company Secretaries

Subang Jaya
29 July 2022



Notice of Annual General Meeting

Notes:

1. Virtual AGM

In support of the Government of Malaysia's ongoing efforts to contain the spread of Covid-19 and as part of the Group's safety measures, the 27th AGM 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 AGM.

2. General Meeting Record of Depositors

For the purpose of determining a member's eligibility to attend and vote at the 27th AGM, the Company shall obtain a General Meeting Record of Depositors as at 20 September 2022 from Bursa Malaysia Depository Sdn Bhd in accordance with Clause 73 of the 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 the AGM.

3. Appointment of Proxy

- a. A proxy may but need not be a member of the 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 the 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 the 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 the AGM 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 Bursa Malaysia's Main Market Listing Requirements, all resolutions set out in the Notice of AGM will be put to vote by poll.

4. Explanatory Notes on Notice of AGM

- a. Audited Financial Statements
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 (CA 2016) for discussion only. The statements do not require shareholders' approval and hence, will not be put forward for voting.
- b. Resolutions 1 and 2 – Re-election of Directors in accordance with Clause 100 of the Company's Constitution
 - (i) Tan Sri Dato' Setia Haji Ambrin bin Buang (Resolution 1)
 - (ii) Dato' Haji Azmi bin Mat Nor (Resolution 2)Pursuant to Clause 100 of the Company's Constitution, Tan Sri Dato' Setia Haji Ambrin bin Buang and Dato' Haji Azmi bin Mat Nor shall retire by rotation at the forthcoming 27th AGM and being eligible, have offered themselves for re-election. The Board via the annual evaluation is satisfied that Tan Sri Dato' Setia Haji Ambrin and Dato' Haji Azmi continue to demonstrate the necessary commitment to be fully effective members of the Board and therefore recommended that they be re-elected as Directors of the Company.

Please refer to page 3 and page 5 of the Annual Report 2022 for the profiles of Tan Sri Dato' Setia Haji Ambrin and Dato' Haji Azmi.



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c. Resolutions 3, 4 and 5 – Directors' Fees and Benefits

Section 230(1) of the CA 2016 provides 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. Pursuant thereto, shareholders' approval shall be sought at the Company's 27th AGM for payment of Directors' fees and benefits to Non-Executive Directors under Resolutions 3, 4 and 5 as follows:

- (i) Resolution 3 – Directors' fees have remained at RM422,000 since financial year 2020. In view of the Covid-19 pandemic, the Independent Non-Executive Directors took a 10% voluntary fees reduction in financial year 2021 in solidarity with the Executive Director and key management staff who also took a one-year salary reduction under the Group's cost cutting measures. The Directors' fees have now reverted to pre-pandemic level as follows:

	FYE2020 (RM)	FYE2021 (RM)	FYE2022 (RM)
Directors' fees	340,000	306,000	340,000
Audit and Risk Management Committee fees	82,000	73,800	82,000
Total	422,000	379,800	422,000

The Board is of the view that the proposed payment is reflective of their responsibilities and performances during the financial year ended 31 March 2022.

- (ii) Resolution 4 – Directors' benefits which comprise solely of estimated meeting allowances remains at an amount up to RM104,000 to Non-Executive Directors for the period from 29 September 2022 until the next AGM of the Company to be held in 2023. In determining the estimated meeting allowances payable to the Non-Executive Directors, the Board had considered the number of scheduled meetings and other factors which may call for additional meetings of the Board and its Board Committees as well as the number of Non-Executive Directors involved in the meetings.

The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid such allowances upon them discharging their responsibilities and rendering their services to the Company. In the event that the payment of meeting allowances during the aforesaid period exceeded the estimated amount sought, shareholders' approval will be sought at the next AGM.

- (iii) Resolution 5 - Shareholders' approval is also being sought for an additional RM20,000 meeting allowances to the Non-Executive Directors arising from additional meetings of the Board and Audit and Risk Management Committee with the Principal Adviser and the Independent Adviser, to discuss and consider the conditional offers from Amanat Lebuhraya Rakyat Berhad to acquire all the securities in Lingkaran Trans Kota Sdn Bhd and Sistem Penyuraian Trafik KL Barat Sdn Bhd, a wholly-owned subsidiary of Sistem Penyuraian Trafik KL Barat Holdings Sdn Bhd, a 50% associate company of the Company

Amount Approved at the 26 th AGM (RM)	Total Amount Incurred/ To be Incurred up to the 27 th AGM (RM)	Additional Amount Incurred/ To be Incurred up to the 27 th AGM (RM)
104,000	124,000	20,000

d. Resolution 6 – Re-appointment of Auditors

Messrs Ernst & Young PLT shall be retiring at the forthcoming 27th AGM of the Company and have expressed their willingness to be re-appointed as auditors of the Company for the financial year ending 31 March 2023. The Audit and Risk Management Committee has assessed the suitability and independence of Messrs Ernst & Young PLT as auditors of the Company. The Board on the recommendation of the Audit and Risk Management Committee, recommended that Messrs Ernst & Young PLT be re-appointed as auditors of the Company.

5. Statement Accompanying Notice of AGM

There is no individual standing for election as Director (excluding Directors standing for re-election) at the forthcoming 27th AGM of the Company.