



**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 virtually through an online meeting platform via the 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 Tuesday, 6 June 2023 at 3.00 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 REDUCTION AND REPAYMENT OF THE ISSUED SHARE CAPITAL OF LINGKARAN TRANS KOTA HOLDINGS BERHAD (“LITRAK HOLDINGS” OR “COMPANY”) PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) TO THE SHAREHOLDERS WHOSE NAMES APPEAR IN THE COMPANY’S RECORD OF DEPOSITORS ON AN ENTITLEMENT DATE, TO BE DETERMINED LATER BY THE BOARD OF DIRECTORS (“BOARD”) (“PROPOSED CAPITAL REDUCTION AND REPAYMENT”)**

“THAT subject to and conditional upon the passing of Special Resolution 2 and the approvals of all the relevant authorities and/or parties having been obtained, where required, including but not limited to the confirmation of the reduction of the issued share capital of the Company under the Proposed Capital Reduction and Repayment by the High Court in Malaya pursuant to Section 116 of the Act, approval be and is hereby given to the Company to undertake and effect the Proposed Capital Reduction and Repayment involving the reduction of the issued and paid-up share capital of the Company, by the cancellation of the issued and paid-up share capital in the sum of RM275,780,000, and that the credit arising from such share capital reduction be utilised to effect a capital repayment in cash on a pro rata basis to the shareholders of LITRAK Holdings whose names appear in the Record of Depositors of LITRAK Holdings (“**Entitled Shareholders**”) on an entitlement date to be determined later by the Board in respect of the Proposed Capital Reduction and Repayment (“**Entitlement Date**”).

**AND THAT** pursuant to the Proposed Capital Reduction and Repayment, the Board be and is hereby authorised to take all such steps as they may deem necessary in connection with the Proposed Capital Reduction and Repayment including:-

- (i) to determine the Entitlement Date;
- (ii) to file an application to seek the confirmation from the High Court in Malaya for the reduction of share capital under Section 116 of the Act;
- (iii) to lodge a copy of the order of the High Court in Malaya granted pursuant to Section 116 of the Act confirming the reduction of share capital with the Registrar of Companies Malaysia on such date as the Board may determine;
- (iv) subject to the order of the High Court in Malaya being granted pursuant to Section 116 of the Act with regards to the Proposed Capital Reduction and Repayment, to effect the capital repayment in cash on a pro rata basis to the Entitled Shareholders and to determine the actual amount of cash that will be received by each Entitled Shareholder pursuant to the Proposed Capital Reduction and Repayment for each share in LITRAK Holdings held by the Entitled Shareholders;
- (v) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interest of LITRAK Holdings or as a consequence of any requirements imposed by the relevant authorities, the High Court in Malaya and/or by the Registrar of Companies Malaysia and/or as may be required to comply with any applicable laws, in relation to the Proposed Capital Reduction and Repayment; and
- (vi) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of LITRAK Holdings in order to implement, finalise, complete and to give full effect to the Proposed Capital Reduction and Repayment, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.”

## SPECIAL RESOLUTION 2

### PROPOSED VOLUNTARY WITHDRAWAL OF THE COMPANY'S LISTING FROM THE OFFICIAL LIST OF MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD PURSUANT TO PARAGRAPH 16.06 OF THE MAIN MARKET LISTING REQUIREMENTS ("PROPOSED DELISTING")

"**THAT** subject to and conditional upon the passing of Special Resolution 1 and the approvals of all relevant authorities being obtained, the shareholders hereby consent, agree and approve the voluntary withdrawal of LITRAK Holdings' listing from the Official List of Main Market of Bursa Malaysia Securities Berhad pursuant to Paragraph 16.06 of the Main Market Listing Requirements;

**THAT** the Board of Directors of LITRAK Holdings ("**Board**"), be and are hereby authorised to take all such steps, to do all such acts, deeds and things, to execute, sign and deliver, for and on behalf of LITRAK Holdings, all relevant documents and to enter into any deeds, agreements, arrangements, undertakings, transfers and/or indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Delisting, and where applicable with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of LITRAK Holdings **AND THAT** the Proposed Delisting is inter-conditional with the Proposed Capital Reduction and Repayment and is not conditional upon any other proposals undertaken or to be undertaken by LITRAK Holdings."

### BY ORDER OF THE BOARD

**LIM SOO LYE (LS 006461) (SSM PC No. 201908002053)**  
**CHIEW TENG JUAN (MAICSA 7029864) (SSM PC No. 2019008001599)**  
Company Secretaries

Subang Jaya  
15 May 2023

#### Notes:

**1. Virtual EGM**

*In support of the Government of Malaysia's ongoing efforts which encourages companies to continue leveraging technology in conducting general meeting to facilitate remote shareholders participation, our EGM will be conducted virtually through an online meeting platform via the 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 31 May 2023 from Bursa Malaysia Depository Sdn Bhd in accordance with Clause 73 of our Company's Constitution and Paragraph 7.16(2) of Bursa Malaysia Securities Berhad'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, Tricor 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 TIH Online at <https://tiah.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.*