

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional advisers immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or due to your reliance upon the whole or any part of the contents of this Circular. You should rely on your own evaluation to assess the merits and risks of the Proposals (as defined herein) as set out in this Circular.



LINGKARAN TRANS KOTA HOLDINGS BERHAD

(Registration No. 199501006186 (335382-V))
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:-

- (I) 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 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 ("PROPOSED CAPITAL REDUCTION AND REPAYMENT"); AND**
- (II) 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")**

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

PART B

**INDEPENDENT ADVICE LETTER FROM KENANGA INVESTMENT BANK BERHAD IN
RELATION TO THE PROPOSALS**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

Independent Adviser



AmInvestment Bank

kenanga

AmInvestment Bank Berhad
Registration No. 197501002220 (23742-V)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

KENANGA INVESTMENT BANK BERHAD
(Registration No.: 197301002193 (15678-H))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("EGM") of LITRAK Holdings will be conducted virtually through an online meeting platform via the 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 Tuesday, 6 June 2023 at 3.00 p.m. or at any adjournment thereof. The Notice of EGM and the Form of Proxy are enclosed in this Circular.

As a shareholder, you are entitled to appoint a proxy or proxies to attend, speak and vote on your behalf. In such event, the Form of Proxy must be completed and lodged 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 not less than forty eight (48) hours before the time stipulated for holding of our forthcoming EGM as indicated below or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, speaking and voting in person at our forthcoming EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	: Sunday, 4 June 2023 at 3.00 p.m.
Date and time of our forthcoming EGM	: Tuesday, 6 June 2023 at 3.00 p.m.

This Circular is dated 15 May 2023

DEFINITIONS

Act	: Companies Act 2016
ALR	: Amanat Lebuhraya Rakyat Berhad (Registration No. 202101042363 (1442663-X))
ALR Warranty Claims	: Warranty claims put forward by ALR in respect of LITRAK and SPRINT as set out in ALR's letters to LITRAK Holdings and SPRINT Holdings dated 24 February 2023 respectively and announced by our Company on 28 February 2023
AmlInvestment Bank or Principal Adviser	: AmlInvesment Bank Berhad (Registration No. 197501002220 (23742-V))
Board	: Board of Directors of our Company
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Cash Company	: A cash company pursuant to Paragraph 8.03(1) of the Listing Requirements
Cash Distribution	: The cash distribution to the Entitled Shareholders pursuant to the Proposed Capital Reduction and Repayment
Cash Reserves	: Comprising our Company's cash and bank balances and short-dated securities, which comprises funds placed with licensed fund managers
Circular	: This circular to our Shareholders dated 15 May 2023 in relation to the Proposals
Custodian Account	: An account opened with a licensed financial institution and operated by a custodian pursuant to Paragraph 8.03(4) of the Listing Requirements
Director(s)	: A natural person who holds a directorship in the Company, whether in an executive or non-executive capacity, within the meaning of Section 2 of the Act and Section 2(1) of the Capital Markets and Services Act, 2007
Disposals	: Disposal by:- <ul style="list-style-type: none"> (i) our Company of 50,000,000 ordinary shares in LITRAK representing 100% of the issued share capital of LITRAK to ALR for an equity value consideration of RM2,326 million which was fully satisfied in accordance with the terms and conditions of the LITRAK SSPA; and (ii) SPRINT Holdings, our Company's 50.0% associated company, of 50,000,000 ordinary shares in SPRINT, representing 100% of the issued share capital of SPRINT to ALR for an equity value consideration of RM904 million which was fully satisfied in accordance with the terms and conditions of the SPRINT SSPA. <p style="margin-left: 40px;">the details of which are set out in the Disposal Circular</p>
Disposal Circular	: The circular to our Shareholders in relation to the Disposals dated 14 July 2022

DEFINITIONS (CONT'D)

EGM	:	Extraordinary General Meeting
Entitlement Date	:	An entitlement date to be determined by the Board at a later date for the Proposed Capital Reduction and Repayment
Entitled Shareholders	:	Shareholders whose names appear in our Company's Record of Depositors on the Entitlement Date
ESOS	:	Employee share option scheme of up to 10% of the issued and paid-up ordinary share capital (excluding treasury shares) of our Company
ESOS Expiry	:	8 October 2023, being the expiry date of our Company's ESOS
Government	:	Government of Malaysia
Government Compensation	:	Compensation received from the Government of RM57.94 million as announced by our Company on 6 April 2023. The Government Compensation relates to compensation from the Government as a result of the Government imposing toll for any class of vehicle which is lower than the agreed toll rate as stipulated in the concession agreements entered into between the Government and LITRAK
High Court	:	High Court in Malaya
IAL	:	Independent advice letter issued by the Independent Adviser to the Shareholders of LITRAK Holdings in relation to the Proposals, as enclosed in Part B of this Circular
Kenanga IB Independent Adviser	or :	Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H)), the independent adviser appointed by our Board for the Proposals
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LITRAK	:	Lingkar Trans Kota Sdn Bhd (Registration No. 199501023849 (353053-W))
LITRAK Group or Group	:	LITRAK Holdings and its subsidiaries and associates
LITRAK Holdings Company	or :	Lingkar Trans Kota Holdings Berhad (Registration No. 199501006186 (335382-V))
LITRAK Shares	:	Ordinary shares of our Company
LITRAK SSPA	:	Share sale and purchase agreement entered into between ALR and LITRAK Holdings dated 5 August 2022 for the disposal to ALR of 50,000,000 ordinary shares in LITRAK, representing 100% of the issued share capital of LITRAK
LPD	:	30 April 2023, being the latest practicable date prior to the printing of this Circular
NA	:	Net assets
Official List	:	Official List of the Main Market of Bursa Securities
Proposals	:	Collectively, the Proposed Capital Reduction and Repayment and Proposed Delisting

DEFINITIONS (CONT'D)

Proposed Reduction and Repayment	Capital and	:	Proposed reduction and repayment of the issued share capital of our Company pursuant to Section 116 of the Act to our Entitled Shareholders
Proposed Delisting		:	Proposed voluntary withdrawal of our Company's listing from the Official List pursuant to Paragraph 16.06 of the Listing Requirements
Residual Amount		:	Has the meaning provided under Section 2.1 of this Circular
RM and sen		:	Ringgit Malaysia and sen respectively, being the lawful currency of Malaysia
SC			Securities Commission Malaysia
Shareholders		:	Shareholders of LITRAK Holdings
Special Dividend		:	A single tier special dividend of RM4.57 per ordinary share for the financial year ended 31 March 2023
SPRINT		:	Sistem Penyuraian Trafik KL Barat Sdn Bhd (Registration No. 199701014301 (429797-P))
SPRINT Holdings		:	Sistem Penyuraian Trafik KL Barat Holdings Sdn Bhd (Registration No. 199701009441 (424937-A))
SPRINT SSPA		:	Share sale and purchase agreement entered into between ALR and SPRINT Holdings, our Company's 50.0% associated company, dated 5 August 2022 for the disposal to ALR of 50,000,000 ordinary shares in SPRINT representing 100% of the issued share capital of SPRINT

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

PRESENTATION OF INFORMATION

All references to “**our Company**” or “**LITRAK Holdings**” in this Circular are to LITRAK Holdings.

All references to “**our Group**” or “**LITRAK Holdings’ Group**” are to our Company and our subsidiary companies. All references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context requires otherwise, shall include our Company and our subsidiaries.

All references to “**you**” or “**your**” in this Circular are to the shareholders of our Company.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any legislation or guideline is a reference to that legislation or guideline as amended or re-enacted from time-to-time. Any reference to time in this Circular is a reference to Malaysian time, unless otherwise stated. Any discrepancy in the figures included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding.

This Circular includes forward-looking statements which are subject to uncertainties and contingencies. All statements other than statements of historical facts included in this Circular, including, without limitation, those regarding our prospects and plans of our Group for future operations, are forward-looking statements. There is no assurance that such forward-looking statements will materialise, be fulfilled or be achieved.

TABLE OF CONTENTS

	PAGE
EXECUTIVE SUMMARY	vi
PART A - LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSALS	ix
1 INTRODUCTION	1
2 DETAILS OF THE PROPOSALS	2
3 IMPLICATION OF THE PROPOSED DELISTING TO THE SHAREHOLDERS	5
4 RATIONALE FOR THE PROPOSALS	5
5 EFFECTS OF THE PROPOSALS	7
6 APPROVALS REQUIRED	9
7 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM	9
8 DIRECTORS' STATEMENT AND RECOMMENDATION	9
9 CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION	9
10 PRINCIPAL ADVISER AND INDEPENDENT ADVISER	10
11 ESTIMATED TIMEFRAME FOR COMPLETION	10
12 EGM	11
13 FURTHER INFORMATION	11
PART B - IAL FROM KENANGA IB TO THE SHAREHOLDERS IN RELATION TO THE PROPOSALS	12
APPENDIX	
I FURTHER INFORMATION	31
NOTICE OF EGM	ENCLOSED
ADMINISTRATIVE GUIDE	ENCLOSED
FORM OF PROXY	ENCLOSED

EXECUTIVE SUMMARY

THE EXECUTIVE SUMMARY HIGHLIGHTS ONLY THE PERTINENT INFORMATION OF THE PROPOSALS. SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR IN ITS ENTIRETY AND NOT TO RELY SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

Key Information	Summary	Reference to Circular										
Details of the Proposals	<p>The Proposals comprise the following:-</p> <p>(i) The Proposed Capital Reduction and Repayment</p> <p>The Proposed Capital Reduction and Repayment involves a cash distribution of RM275.78 million on a pro-rata basis to our Entitled Shareholders. As at the LPD, the issued share capital of our Company is RM289,786,667 comprising 541,752,618 LITRAK Shares and the said issued share capital is sufficient for the capital reduction.</p> <p>The Proposed Capital Reduction and Repayment will not result in:-</p> <p>(a) any cancellation of LITRAK Shares;</p> <p>(b) any changes to the number of LITRAK Shares held by our Shareholders; or</p> <p>(c) any change to the shareholdings of our Shareholders.</p> <p>As at the LPD, our Company has in effect an ESOS which is set to expire on the ESOS Expiry. Any new LITRAK Shares which are issued up to the Entitlement Date arising from the exercise of any outstanding ESOS options, shall be eligible to receive the Cash Distribution.</p> <p>The Cash Distribution per LITRAK Share is dependent on the total number of LITRAK Shares on the Entitlement Date. The following illustrates the Cash Distribution (sen per LITRAK Share) as at the Entitlement Date:-</p> <table><tr><td>Cash Distribution (RM)</td><td>275,780,000</td></tr></table> <table><tr><td>No. of LITRAK Shares assuming all the outstanding ESOS options have been fully exercised by Entitlement Date</td><td>549,276,618</td></tr><tr><td>Cash Distribution (Sen per LITRAK Share)</td><td>50.20</td></tr></table> <table><tr><td>No. of LITRAK Shares assuming none of the outstanding ESOS options have been exercised by Entitlement Date</td><td>541,752,618</td></tr><tr><td>Cash Distribution (Sen per LITRAK Share)</td><td>50.90</td></tr></table>	Cash Distribution (RM)	275,780,000	No. of LITRAK Shares assuming all the outstanding ESOS options have been fully exercised by Entitlement Date	549,276,618	Cash Distribution (Sen per LITRAK Share)	50.20	No. of LITRAK Shares assuming none of the outstanding ESOS options have been exercised by Entitlement Date	541,752,618	Cash Distribution (Sen per LITRAK Share)	50.90	2.1
Cash Distribution (RM)	275,780,000											
No. of LITRAK Shares assuming all the outstanding ESOS options have been fully exercised by Entitlement Date	549,276,618											
Cash Distribution (Sen per LITRAK Share)	50.20											
No. of LITRAK Shares assuming none of the outstanding ESOS options have been exercised by Entitlement Date	541,752,618											
Cash Distribution (Sen per LITRAK Share)	50.90											

EXECUTIVE SUMMARY (CONT'D)

Key Information	Summary	Reference to Circular
Details of the Proposals (cont'd)	<p>(ii) The Proposed Delisting</p> <p>Upon completion of the Proposed Capital Reduction and Repayment, our Company proposes to undertake the Proposed Delisting.</p> <p>An application will be submitted to Bursa Securities to withdraw the listing of our Company from the Official List after the receipt of the approval from our Shareholders on the special resolutions pertaining to the Proposals at our Company's forthcoming EGM.</p> <p>Upon completion of the Proposed Delisting and after the distribution of the Residual Amount to our Shareholders on a pro-rata basis, our Board intends to eventually voluntarily wind-up our Company. Our Shareholders will then hold unlisted LITRAK Shares until the completion of the winding-up process and be entitled to a further cash distribution from the remaining available cash arising from the winding-up process.</p>	2.2
Residual Amount	<p>Upon completion of the Proposed Capital Reduction and Repayment, our Company envisage to have the following Residual Amount:-</p> <ul style="list-style-type: none"> (i) Remaining Cash Reserves after the Cash Distribution of up to RM4.69 million (inclusive of potential proceeds to be received by our Company from the exercise of ESOS options); (ii) Balance retention sum of RM8.41 million in relation to the ALR Warranty Claims; (iii) Further distribution(s) from SPRINT Holdings after monetising its assets; and (iv) Any interest receivable from the cash and bank balances placed in bank deposits. <p>The Residual Amount shall be distributed to our Shareholders on a pro-rata basis by way of further capital reduction and repayment exercise or other means after the completion of the Proposals</p>	2.1
Implication of the Proposed Delisting to the Shareholders	<ul style="list-style-type: none"> • With the undertaking of Proposed Delisting, there will be an absence of a trading platform for LITRAK Shares, which will make it difficult for our Shareholders to trade their unlisted LITRAK Shares. • As such, upon completion of the Proposals, our Shareholders may need to hold onto the unlisted LITRAK Shares until the completion of the winding up process in order to realise the full investment value of the unlisted LITRAK Shares. 	3

EXECUTIVE SUMMARY (CONT'D)

Rationale of the Proposals	<ul style="list-style-type: none">• LITRAK Holdings has been classified as a Cash Company and our Company has no intention to regularise its financial condition.• It is not the intention of our Company to maintain its listing status on the Main Market of Bursa Securities as our Company does not carry out any business operation.• The Proposed Capital Reduction and Repayment is undertaken to distribute most of the available cash of our Company back to our Shareholders.• The Proposed Delisting is undertaken to facilitate the withdrawal of LITRAK Holdings from the Official List.	4
Approvals Required	<p>The Proposals are subject to the following being obtained:</p> <ul style="list-style-type: none">(a) approval of our Shareholders for the Proposals at an EGM to be convened;(b) approval of Bursa Securities for the Proposed Delisting;(c) confirmation of the Proposed Capital Reduction and Repayment by the High Court under Section 116 of the Act and the lodgement of the official copy of the sealed order obtained pursuant thereto with the Registrar of Companies Malaysia; and(d) approval, waiver and/or consent of any other relevant authorities and/or parties, if required. <p>The Proposed Capital Reduction and Repayment and the Proposed Delisting are inter-conditional upon each other.</p>	6
Directors' Statement and Recommendation	<p>Our Board, after having considered all aspects of the Proposals and the views of the Independent Adviser on the Proposals, is of the opinion that the Proposals are in the best interest of our Company and is not detrimental to the interest of our Shareholders.</p> <p>Accordingly, our Board recommends that you vote in favour of the special resolutions in relation to the Proposals to be tabled at the forthcoming EGM.</p>	8

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

PART A

**LETTER TO OUR SHAREHOLDERS IN RELATION TO THE
PROPOSALS**



LINGKARAN TRANS KOTA HOLDINGS BERHAD

(Registration No. 199501006186 (335382-V))
(Incorporated in Malaysia)

Registered Office:

2nd Floor, Kompleks Operasi
LITRAK
KM-19 Lebuhraya
Damansara-Puchong
Bandar Sunway, PJS 9
47500, Subang Jaya
Selangor Darul Ehsan

15 May 2023

Board of Directors

Tan Sri Dato' Setia Haji Ambrin Bin Buang (*Independent Non-Executive Chairman*)
Ir. Haji Yusoff Bin Daud (*Non-Independent Executive Director*)
YBhg Dato' Haji Azmi Bin Mat Nor (*Non-Independent Non-Executive Director*)
Datin Lee Choi Chew (*Independent Non-Executive Director*)
Puan Nazli binti Mohd Khir Johari (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

- (I) PROPOSED CAPITAL REDUCTION AND REPAYMENT; AND**
- (II) PROPOSED DELISTING**

1. INTRODUCTION

Our Company and SPRINT Holdings completed the Disposals on 13 October 2022, which signify the disposal of our Company's previous core business i.e. toll operation business and our Company, thereafter, will have no future revenue and profit from the toll operation business.

As set out in the Disposal Circular, upon the successful completion of the Disposals, Bursa Securities may classify our Company as a Cash Company pursuant to Paragraph 8.03 and Practice Note 16 of the Listing Requirements. Pursuant to Paragraph 8.03(1) of the Listing Requirements, a company may be considered by Bursa Securities as a Cash Company when its assets, on a consolidated basis, consists of 70% or more of cash or short-term investments, or a combination of both.

Pursuant to the above, on 13 October 2022, our Board announced that Bursa Securities had, vide its letter dated 29 September 2022, notified our Company that it would be a Cash Company pursuant to Paragraph 8.03(1) of the Listing Requirements upon completion of the Disposals. In this respect, our Company is required to strictly comply with the provisions and requirements of Paragraph 8.03 and Practice Note 16 of the Listing Requirements.

In accordance with Paragraph 8.03(4) of the Listing Requirements, our Company had placed not less than 90% of its Cash Reserves in the Custodian Account.

As stated in the Disposal Circular, our Company has no intention to regularise its financial condition as a Cash Company and it is not the intention of our Company to maintain its listing status on the Main Market of Bursa Securities. Our Company further intended to distribute the proceeds from the Disposals to our Shareholders by way of special cash dividend and/or capital repayment as our Board deems appropriate.

On 25 October 2022, our Board had declared the Special Dividend, which was paid on 17 November 2022.

In addition to the Special Dividend, on behalf of our Board, AmInvestment Bank had on 6 April 2023, announced that our Company proposed to undertake the Proposed Capital Reduction and Repayment, which involves a cash distribution of RM275.78 million on a pro-rata basis to the Entitled Shareholders.

As at the LPD, our Company has total Cash Reserves of approximately RM293.37 million, of which approximately RM267.93 million is placed in the Custodian Account, representing approximately 91% of our Company's total Cash Reserves.

Upon completion of the Proposed Capital Reduction and Repayment, our Company proposes to submit an application to Bursa Securities in accordance to Paragraph 16.08 of the Listing Requirements for the Proposed Delisting.

THE PURPOSE OF PART A OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS AND RELEVANT INFORMATION ON THE PROPOSALS AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART A OF THIS CIRCULAR AND THE IAL (AS SET OUT IN PART B OF THIS CIRCULAR) TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1. Proposed Capital Reduction and Repayment

The Proposed Capital Reduction and Repayment involves a cash distribution of RM275.78 million on a pro-rata basis to our Entitled Shareholders. As at the LPD, the issued share capital of our Company is RM289,786,667 comprising 541,752,618 LITRAK Shares and the said issued share capital is sufficient for the capital reduction.

The Proposed Capital Reduction and Repayment will not result in:-

- (i) any cancellation of LITRAK Shares;
- (ii) any changes to the number of LITRAK Shares held by our Shareholders; or
- (iii) any change to the shareholdings of our Shareholders.

Currently, our Company has in effect an ESOS which is set to expire on the ESOS Expiry. As at the LPD, there are 7,524,000 ESOS options which remain unexercised with exercise prices ranging from 35.0 to 44.0 sen per ESOS option.

Furthermore, any new LITRAK Shares which are issued up to the Entitlement Date arising from the exercise of any outstanding ESOS options, shall be eligible to receive the Cash Distribution.

The Cash Distribution has been determined by our Board after taking into consideration the expected cash available for distribution to our Shareholders as at the LPD as follows:-

Proposed Capital Reduction and Repayment	Amount (RM'mil)
Existing Cash Reserves as at the LPD	293.37
Add:-	
Potential proceeds to be received from the exercise of ESOS options ⁽¹⁾	3.23
Less:-	
Estimated working capital requirements ⁽²⁾	(13.93)
Estimated expenses for the Proposals and winding up ⁽³⁾	(2.20)
Cash available for distribution	280.47
Cash Distribution	(275.78)
Remaining Cash Reserves after the Cash Distribution	4.69

Notes:-

- (1) *For the avoidance of doubt, the Cash Distribution is not subject to the receipt of the potential proceeds from the exercise of ESOS options. Hence, the amount of Cash Distribution will remain the same as illustrated in the table above even if none of the ESOS options are exercised prior to the implementation of the Proposed Capital Reduction and Repayment.*
- (2) *The estimated working capital requirements of RM13.93 million are intended to be utilised as follows:-*

<u>Description</u>	<u>Amount (RM'mil)</u>
Repayment of other creditors	1.17
Statutory payments	9.06
Staff costs, directors' fees and allowances	2.92
General administrative and miscellaneous expenses	0.78
Total	13.93

- (3) *Estimated expenses for the Proposals and winding-up of our Company which comprises, inter-alia, professional fees, fees payable to relevant authorities, costs to convene EGM, printing, advertisement and other miscellaneous expenses.*

Other than the remaining Cash Reserves as shown in the table above, our Company also has the following receivables:-

- (i) Upon completion of the Disposals on 13 October 2022, ALR had withheld the retention sum amounting to RM17.24 million and RM6.61 million from the disposal consideration as a safeguard to the warranties provided by our Company and SPRINT Holdings respectively.

As announced by our Company on 28 February 2023, ALR had vide its letters dated 24 February 2023 notified our Company and SPRINT Holdings of the ALR Warranty Claims. On 28 February 2023, ALR released to the Company and SPRINT Holdings the net retention sum (including interest) not subject to ALR Warranty Claims of RM7.31 million and RM4.68 million respectively.

On 4 April 2023, our Company announced that:-

- (a) Our Company has agreed to accept certain ALR Warranty Claims for a total sum of RM1.65 million. Pending the resolution of the remaining ALR Warranty Claims, ALR has retained the balance retention sum of RM8.41 million; and
- (b) SPRINT Holdings has agreed to accept all the claims in relation to ALR Warranty Claims for the total sum of RM2.02 million.

Pursuant to the above, as at the LPD, our Company has receivables of RM8.41 million from ALR as the balance retention sum referred to in (a) above. Our Board endeavours to take all reasonable steps to resolve the remaining ALR Warranty Claims within the next 12 months. However, there is no assurance that the ALR Warranty Claims can be resolved in favour of our Company and our Company is able to receive the balance retention sum of RM8.41 million. For the avoidance of doubt, the amount of Cash Distribution for the purpose of the Proposed Capital Reduction and Repayment is not subject to the settlement of the remaining ALR Warranty Claims.

- (ii) Further distribution(s) from SPRINT Holdings after monetising its assets; and
- (iii) Any interest receivable from the cash and bank balances placed in bank deposits.

(The aforementioned amounts from (i) to (iii) which are not part of the Cash Distribution and any unutilised Cash Reserves are collectively referred to as the “**Residual Amount**”).

The Residual Amount shall be distributed to our Shareholders on a pro-rata basis by way of further capital reduction and repayment exercise or other means after the completion of the Proposals.

The Proposed Capital Reduction and Repayment will become effective upon the lodgement of a sealed copy of the order of the High Court confirming the reduction of the issued share capital of our Company under the Proposed Capital Reduction and Repayment with the Registrar of Companies Malaysia.

The Cash Distribution per LITRAK Share is dependent on the total number of LITRAK Shares on the Entitlement Date. The following illustrates the Cash Distribution (sen per LITRAK Share) as at the Entitlement Date:-

Cash Distribution (RM)	275,780,000
No. of LITRAK Shares assuming all the outstanding ESOS options have been fully exercised by Entitlement Date	549,276,618
Cash Distribution (Sen per LITRAK Share)	50.20
No. of LITRAK Shares assuming none of the outstanding ESOS options have been exercised by Entitlement Date	541,752,618
Cash Distribution (Sen per LITRAK Share)	50.90

2.2. Proposed Delisting

Upon completion of the Proposed Capital Reduction and Repayment, our Company proposes to undertake the Proposed Delisting by submitting an application to Bursa Securities in accordance to Paragraph 16.08 of the Listing Requirements.

The special resolution for the Proposed Delisting to be tabled for approval by our Shareholders pursuant to Paragraph 16.06(1)(b) of the Listing Requirements requires approval by a majority in number representing 75% in value of our Shareholders eligible to vote in person or by proxy and that such Shareholders who object to the Proposed Delisting is not more than 10% of the value of the LITRAK Shares held by our Shareholders voting either in person or by proxy at our Company’s forthcoming EGM.

An application will be submitted to Bursa Securities to withdraw the listing of our Company from the Official List after the receipt of the approval from our Shareholders on the special resolutions pertaining to the Proposals at our Company’s forthcoming EGM.

Upon completion of the Proposed Delisting and after the distribution of the Residual Amount to our Shareholders on a pro-rata basis, our Board intends to voluntarily wind-up our Company. Our Shareholders will then hold unlisted LITRAK Shares until the completion of the winding-up process and be entitled to a further cash distribution from the remaining available cash arising from the winding-up process.

3. IMPLICATION OF THE PROPOSED DELISTING TO THE SHAREHOLDERS

Subject to the approval of Bursa Securities and our Shareholders at the forthcoming EGM on the Proposed Delisting, our Company will be withdrawn from the Official List and LITRAK Shares will no longer be listed and traded on the Main Market of Bursa Securities. Furthermore, it should also be noted that prior to the Proposed Delisting, the trading of the LITRAK Shares on the Main Market of Bursa Securities may be suspended prior to the Entitlement Date for the Proposed Capital Reduction and Repayment until the withdrawal of LITRAK Holdings from the Official List.

Premised on the above, the absence of a trading platform for LITRAK Shares will make it difficult for our Shareholders to trade their unlisted LITRAK Shares. As such, upon completion of the Proposals, our Shareholders may need to hold onto the unlisted LITRAK Shares until the completion of the winding up process in order to realise the full investment value of the unlisted LITRAK Shares.

Our Board had decided that upon completion of the Proposals, liquidation or winding up of our Company is the most appropriate measure to be undertaken by our Company. Assuming the Proposals are approved by our Shareholders and subsequently completed, our Company will dispose of and realise the assets of LITRAK Group before initiating the winding up procedures in accordance with the Act. Subject to the orderly disposal and realisation of the assets of the Group, our Company would thereafter be wound up voluntarily by way of special resolution.

Any unutilised cash arising from the recoverability of the remaining assets (net of liabilities) shall be distributed to our Shareholders on a pro-rata basis.

4. RATIONALE FOR THE PROPOSALS

Our Company has been classified as a Cash Company following the completion of the Disposals.

As a Cash Company, LITRAK Holdings is required to, among others, regularise its condition by submitting a proposal to acquire a new core business to the SC for its approval within twelve (12) months from the completion of the Disposals. As stated in the Disposal Circular, our Company has no intention to regularise its financial condition as a Cash Company and it is not the intention of our Company to maintain its listing status on the Main Market of Bursa Securities.

Pursuant to Paragraph 8.03(9) of the Listing Requirements, a Cash Company must ensure that that all moneys deposited, together with interests earned with the financial institution licensed by Bank Negara Malaysia and operated by a custodian under subparagraph (4) are distributed to its shareholders on a pro-rata basis as soon as practicable if the Cash Company:-

- (i) fails to comply with any part of its obligations in subparagraph (5)(a); or
- (ii) it does not intend to maintain its listing at any time after it receives the notice referred to in subparagraph (1).

The details of the relevant Paragraph 8.03 of the Listing Requirements are set out below:-

Paragraph 8.03(1):-

*A listed issuer whose assets on a consolidated basis, consist of 70% or more of cash or short term investments, or a combination of both ("**Cash Criterion**") must immediately notify Bursa Securities of its condition in writing. Bursa Securities will determine whether such listed issuer should be considered a Cash Company. A listed issuer considered as a Cash Company by the Bursa Securities will be notified by the Bursa Securities.*

Paragraph 8.03(4):-

A Cash Company must place at least 90% of its cash and short-dated securities (including existing cash balance and the consideration arising from the disposal undertaken by the Cash Company) in an account opened with a financial institution licensed by Bank Negara Malaysia and operated by a custodian. Any interest generated by the monies held in the account must accrue to the account. For the purpose of this subparagraph (4), "custodian" means any of the following who is independent of the Cash Company:-

- (a) a trust company registered under the Trust Companies Act 1949 or incorporated pursuant to the Public Trust Corporation Act 1995 and is in the List of Registered Trustees in relation to Unit Trust Funds issued by the SC; or*
- (b) a licensed bank or licensed investment bank as defined in the Financial Services Act 2013.*

Paragraph 8.03(5):-

A Cash Company must comply with the following additional requirements:-

- (a) regularise its condition in the following manner:-*
 - (i) submit a proposal to acquire a new core business to the SC for its approval within 12 months from the date it receives the notice from Bursa Securities notifying the company of its Cash Company status; and*
 - (ii) implement its proposal within the timeframe prescribed by the SC;*
- (b) provide such information as may be prescribed by the Bursa Securities from time to time for public release; and*
- (c) do such other acts or things as may be required by the Bursa Securities.*

Our Board is therefore of the opinion that it is in the best interest of our Shareholders to distribute its assets back to our Shareholders. The Proposed Capital Reduction and Repayment is therefore undertaken to distribute most of the available cash (after excluding, inter-alia, the estimated working capital requirement of our Company and the estimated expenses for the Proposals and subsequent winding-up process) back to our Shareholders as soon as practicable and the Proposed Delisting is undertaken to facilitate the withdrawal of LITRAK Holdings from the Official List.

Additionally, in view that currently our Company does not carry out any business operation, there is no benefit for our Company in maintaining its listing status and it will absolve our Company from the need to comply with requisite regulatory framework associated with its listing status on Bursa Securities. Also, the Proposed Delisting will result in costs saving to our Company from having to comply with the relevant regulatory requirements as a listed company, the saving of which, can be channelled towards distribution to our Shareholders.

5. EFFECTS OF THE PROPOSALS

The Proposed Delisting is not expected to have any effect on the issued share capital, NA and gearing as well as earnings per share of our Company. Additionally, the Proposals are not expected to have any effect on our substantial Shareholders' shareholdings.

5.1. Issued share capital

The pro forma effect of the Proposed Capital Reduction and Repayment on the issued share capital of our Company is as follows:-

	Assuming none of the outstanding ESOS are being exercised		Assuming all of the outstanding ESOS are being exercised	
	Issued share capital		Issued share capital	
	No. of shares (‘000)	RM’000	No. of shares (‘000)	RM’000
Issued share capital as at the LPD	541,753	289,787	541,753	289,787
Shares to be issued pursuant to the exercise of ESOS options	-	-	7,524	8,065
	541,753	289,787	549,277	297,852
To be cancelled pursuant to the Proposed Capital Reduction and Repayment	-	(275,780)	-	(275,780)
Upon completion of the Proposed Capital Reduction and Repayment	541,753	14,007	549,277	22,072

Upon the successful implementation of the Proposed Delisting, the LITRAK Shares will no longer be traded on the Main Market of Bursa Securities.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

5.2. NA and gearing

The pro forma effect of the Proposed Capital Reduction and Repayment on the NA and gearing of our Group based on its latest audited consolidated statement of financial position as at 31 March 2022 is as follows:-

	Audited as at 31 March 2022	(I) Subsequent events up to the LPD ⁽¹⁾	(II) After (I) and the Proposed Capital Reduction and Repayment
	(RM'000)	(RM'000)	(RM'000)
Share capital	253,661	289,787	22,072 ⁽³⁾
Other reserve	9,576	4,837	-
Retained earnings	950,009	2,385	1,085 ⁽²⁾
Shareholders' funds / NA	1,213,246	297,009	23,157
No. of LITRAK Shares ('000)	533,084	541,753	549,277 ⁽³⁾
NA per LITRAK Share (RM)	2.28	0.55	0.04
Total borrowings (RM'000)	388,349	-	-
Gearing ratio (times)	0.32	-	-

Notes:-

(1) After taking into consideration the following material events after 31 March 2022:-

- Recognition of proforma gain on disposal of RM1,286.20 million based on the NA of LITRAK as at 31 March 2022 upon completion of the disposal of LITRAK;
- Increase in share capital by RM36.13 million from the exercise of 8.67 million ESOS options up to the LPD;
- Payment of Special Dividend amounting to RM2,475.20 million which was completed on 17 November 2022;
- Receipt of net retention sum with interest from ALR of RM7.31 million on 28 February 2023;
- Income of 243.82 million arising from the redemption of redeemable preference shares and dividends received from SPRINT Holdings;
- Acceptance of ALR Warranty Claims of RM1.65 million; and
- Receipt of Government Compensation.

(2) Including the estimated expenses of approximately RM1.30 million arising from the Proposals.

(3) Assuming all the outstanding 7,524,000 ESOS options are fully exercised.

5.3. Earnings and earnings per LITRAK Share

The Proposals are not expected to have any material effect on the earnings and earnings per LITRAK Share of our Group save for the loss of interest income from the Cash Distribution and the estimated expenses for the Proposals of approximately RM1.30 million.

5.4. Convertible securities

As at the LPD, other than the ESOS options, our Company does not have any other convertible securities.

The Proposals do not affect the rights of the employees and directors who are eligible to participate in the ESOS to exercise their options until the ESOS Expiry or until the liquidation of our Company, whichever is earlier. Upon completion of the Proposed Capital Reduction and Repayment, the exercise prices will be further adjusted downwards in accordance with the by-laws of the ESOS.

6. APPROVALS REQUIRED

The Proposals are subject to the following being obtained:

- (a) approval of our Shareholders for the Proposals at an EGM to be convened;
- (b) approval of Bursa Securities for the Proposed Delisting;
- (c) confirmation of the Proposed Capital Reduction and Repayment by the High Court under Section 116 of the Act and the lodgement of the official copy of the sealed order obtained pursuant thereto with the Registrar of Companies Malaysia; and
- (d) approval, waiver and/or consent of any other relevant authorities and/or parties, if required.

The Proposed Capital Reduction and Repayment and the Proposed Delisting are inter-conditional upon each other. The Proposals are not conditional upon any other proposal undertaken or to be undertaken by our Company.

Our Company shall firstly implement the Proposed Capital Reduction and Repayment after obtaining the order by the High Court confirming the Proposed Capital Reduction and Repayment. Upon completion of the Proposed Capital Reduction and Repayment, our Company will then submit the application to Bursa Securities for the Proposed Delisting.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

Save for their respective entitlements as our Shareholders under the Proposed Capital Reduction and Repayment, the entitlements of which are similarly available to our other Shareholders, none of the Directors and/or chief executive of our Company and/or major Shareholders of our Company and/or persons connected with them has any interest in the Proposals.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, after having considered all aspects of the Proposals and the views of the Independent Adviser on the Proposals, is of the opinion that the Proposals are in the best interest of our Company, are fair, reasonable and on normal commercial terms and are not detrimental to the interest of our Shareholders.

Accordingly, our Board recommends that you vote in favour of the special resolutions in relation to the Proposals to be tabled at the forthcoming EGM.

9. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposals (which is the subject matter of this Circular), our Company does not have any other outstanding corporate exercises which have been announced by our Company but has yet to be completed prior to the date of this Circular.

10. PRINCIPAL ADVISER AND INDEPENDENT ADVISER

AmlInvestment Bank has been appointed by our Company as the Principal Adviser for the Proposals.

Our Board had, on 22 March 2023, appointed Kenanga IB to act as the Independent Adviser for the Proposals to undertake the following:-

- (i) comment as to whether the Proposals are fair and reasonable in so far as our Shareholders are concerned, including the reasons for the key assumptions made and the factors taken into consideration in forming that opinion;
- (ii) advise our Shareholders on whether they should vote in favour of the Proposals; and
- (iii) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in paragraph (i) and (ii) above.

The IAL containing Kenanga IB's evaluations and recommendations on the Proposals, as well as its opinion on the fairness and reasonableness of the Proposals is set out in Part B of this Circular.

11. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all requisite approvals being obtained, the Proposals are expected to be completed by the end of the third quarter of 2023. The tentative timetable for the Proposals is as follows:-

Event	Tentative date
EGM	6 June 2023
Application to the High Court for the reduction of our Company's issued share capital pursuant to the Proposed Capital Reduction and Repayment	Mid June 2023
Confirmation of the reduction of our Company's issued share capital pursuant to the Proposed Capital Reduction and Repayment by the High Court	End July 2023
Entitlement Date	End August 2023
Payment of Cash Distribution	Early September 2023
Withdrawal of listing of LITRAK Holdings from the Official List	End September 2023

The trading of the LITRAK Shares on the Main Market of Bursa Securities may be suspended prior to the Entitlement Date up to the withdrawal of LITRAK Holdings from the Official List.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

12. EGM

Our forthcoming EGM, the notice of which is enclosed in this Circular, will be conducted virtually through an online meeting platform via the 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 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 resolutions for the Proposals.

If you are unable to attend, speak and vote in person at our forthcoming EGM, you may complete, sign and return the enclosed Form of Proxy in accordance with the instructions therein, to 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 not less than forty eight (48) hours before the time stipulated for holding our forthcoming EGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, speaking and voting in person at our forthcoming EGM should you subsequently wish to do so.

13. FURTHER INFORMATION

Our Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully

For and on behalf of our Board of

LINGKARAN TRANS KOTA HOLDINGS BERHAD

TAN SRI DATO' SETIA HAJI AMBRIN BIN BUANG

Independent Non-Executive Chairman

PART B

**IAL FROM KENANGA IB TO OUR SHAREHOLDERS IN RELATION TO
THE PROPOSALS**

EXECUTIVE SUMMARY

All definitions used in this Executive Summary shall have the same meanings as the words and expressions defined in the “Definitions” section of the Circular, except where the context otherwise requires or where otherwise defined in this IAL. All references to “we”, “us” or “our” in this Executive Summary are references to Kenanga IB, being the Independent Adviser for the Proposals.

This Executive Summary is intended to be a brief summary of this IAL which has been prepared by Kenanga IB to provide the Shareholders with an independent evaluation of the Proposals and to express our recommendation on the Proposals.

You are advised to read and understand both this IAL and the letter from the Board set out in Part A of the Circular together with the accompanying Appendix I, and to carefully consider the evaluations and recommendations contained in both the letters before voting on the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

1. INTRODUCTION

The Company and SPRINT Holdings completed the Disposals on 13 October 2022 which signify the disposal of the Company’s previous core business i.e. toll operation business and the Company, thereafter, will have no future revenue and profit from the toll operation business.

As set out in the Disposal Circular, upon the successful completion of the Disposal, Bursa Securities may classify the Company as a Cash Company pursuant to Paragraph 8.03 and Practice Note 16 of the Listing Requirements. Pursuant to Paragraph 8.03(1) of the Listing Requirements, a company may be considered by Bursa Securities as a Cash Company when its assets, on a consolidated basis, consists of 70% or more of cash or short-term investments, or a combination of both.

Pursuant to the above, on 13 October 2022, the Board announced that Bursa Securities had, vide its letter dated 29 September 2022, notified the Company that it would be a Cash Company pursuant to Paragraph 8.03(1) of the Listing Requirements upon completion of the Disposals. In this respect, the Company is required to strictly comply with the provisions and requirements of Paragraph 8.03 and Practice Note 16 of the Listing Requirements.

As stated in the Disposal Circular, the Company has no intention to regularise its financial condition as a Cash Company and it is not the intention of the Company to maintain its listing status on the Main Market of Bursa Securities. The Company further intended to distribute the proceeds from the Disposals to the Shareholders by way of special cash dividend and/or capital repayment as the Board deems appropriate.

On 25 October 2022, the Board had declared a Special Dividend, which was paid on 17 November 2022.

In addition to the Special Dividend, on behalf of the Board, AmInvestment Bank had on 6 April 2023, announced that the Company proposed to undertake the following:

- (i) the Proposed Capital Reduction and Repayment; and
- (ii) the Proposed Delisting upon completion of the Proposed Capital Reduction and Repayment.

The Proposed Capital Reduction and Repayment and the Proposed Delisting are inter-conditional upon each other.

EXECUTIVE SUMMARY (cont'd)

2. EVALUATION OF THE PROPOSALS

In evaluating the Proposals, we have considered the following:

Consideration factors	Reference in this IAL	Evaluation
Rationale for the Proposals	Section 6.1	<p>Given that it is not the intention of LITRAK Holdings to regularise its financial condition as a Cash Company, the Company would continue to be a Cash Company and Bursa Securities may suspend the trading of LITRAK Shares and/or de-list LITRAK Holdings from the Official List.</p> <p>Notwithstanding that maintaining the listing status of LITRAK Holdings will allow the Shareholders to trade the LITRAK Shares on Bursa Securities, there will be no future revenue or growth for the Company as the Company is not presently carrying out any business operations and it has no intention to regularise its financial condition as a Cash Company.</p>
Distribution to Shareholders	Section 6.2	<p>The Cash Distribution will be approximately 50.20 sen to 50.90 sen per LITRAK Share, which represents a discount of 0.59% to a premium of 0.79% over the last traded price of LITRAK Shares of 50.50 sen as at the LPD.</p> <p>Under the Proposed Capital Reduction and Repayment, the Company, via the Cash Distribution of RM275.78 million, will be distributing approximately 92.85% of the Group's pro forma NA of approximately RM297.01 million as at the LPD.</p>
Implication of the Proposed Delisting to the Shareholders	Section 6.3	<p>Upon completion of the Proposed Delisting, Shareholders will need to hold unlisted LITRAK Shares which are illiquid with limited opportunity of disposal. Further, there is no certainty on the timing of the further cash distributions after the completion of the Proposals as this will be subject to, amongst others, the timing of the receipt of Residual Amount, the timing of the disposal and realisation of the assets of the Group as well as the winding-up process of the Company which is subject to Shareholders approving the relevant resolution in a separate EGM to be convened.</p> <p>However, the Cash Distribution amounting to RM275.78 million via the Proposed Capital Reduction and Repayment represents approximately 92.85% of the Group's pro forma NA of approximately RM297.01 million as at the LPD. The NA per LITRAK Share after Cash Distribution is only RM0.04. In addition, the Company does not intend to regularise its financial condition as a Cash Company and Bursa Securities may suspend the trading of LITRAK Shares and/or de-list LITRAK Holdings from the Official List.</p>

EXECUTIVE SUMMARY (cont'd)

Consideration factors	Reference in this IAL	Evaluation
Historical liquidity analysis of LITRAK Shares	Section 6.4	The Proposals provides the Shareholders (especially for those holding a significant number of LITRAK Shares) an exit opportunity to realise their investments in LITRAK Shares while retaining the rights to future distributions to be made by the Company pursuant to the distribution of Residual Amount as well as distribution from the winding-up process.
Effects of the Proposals	Section 6.5	<p>The Proposals are not expected to have any effect on the number of issued shares and substantial Shareholders' shareholdings of the Company.</p> <p>The share capital of the Company is expected to decrease from RM289.79 million to RM22.07 million.</p> <p>The NA per LITRAK Share is expected to decrease from RM0.55 to RM0.04.</p> <p>As at the LPD, the Group does not have any borrowings.</p> <p>Save for the loss of interest income from the Cash Distribution and the estimated expenses for the Proposals of approximately RM1.30 million, the Proposals are not expected to have any material effect on the earnings and earnings per LITRAK Share of the Group.</p> <p>The Proposals do not affect the rights of the employees and Directors who are eligible to participate in the ESOS to exercise their options until the ESOS Expiry or until the liquidation of the Company, whichever is earlier. Upon completion of the Proposed Capital Reduction and Repayment, the exercise prices of the ESOS options will be further adjusted downwards in accordance with the by-laws of the ESOS.</p>

3. CONCLUSION AND RECOMMENDATION

Premised on our evaluations of the Proposals in **Section 6 of this IAL**, we are of the opinion that the Proposals are fair, reasonable and not detrimental to the interests of the Shareholders.

Accordingly, we recommend that the Shareholders **VOTE IN FAVOUR** of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.



15 May 2023

To: The Shareholders

Dear Sir/Madam,

LINGKARAN TRANS KOTA HOLDINGS BERHAD

**INDEPENDENT ADVICE LETTER TO THE SHAREHOLDERS OF LITRAK HOLDINGS IN
RELATION TO THE PROPOSALS**

This IAL is prepared for inclusion in the Circular. All definitions used in this IAL shall have the same meanings as the words and expressions defined in the “Definitions” section of the Circular, except where the context otherwise requires or otherwise as defined herein. All references to “we”, “us” or “our” in this IAL are references to Kenanga IB, being the Independent Adviser for the Proposals.

1. INTRODUCTION

The Company and SPRINT Holdings completed the Disposals on 13 October 2022 which signify the disposal of the Company’s previous core business i.e. toll operation business and the Company, thereafter, will have no future revenue and profit from the toll operation business.

As set out in the Disposal Circular, upon the successful completion of the Disposal, Bursa Securities may classify the Company as a Cash Company pursuant to Paragraph 8.03 and Practice Note 16 of the Listing Requirements. Pursuant to Paragraph 8.03(1) of the Listing Requirements, a company may be considered by Bursa Securities as a Cash Company when its assets, on a consolidated basis, consists of 70% or more of cash or short-term investments, or a combination of both.

Pursuant to the above, on 13 October 2022, the Board announced that Bursa Securities had, vide its letter dated 29 September 2022, notified the Company that it would be a Cash Company pursuant to Paragraph 8.03(1) of the Listing Requirements upon completion of the Disposals. In this respect, the Company is required to strictly comply with the provisions and requirements of Paragraph 8.03 and Practice Note 16 of the Listing Requirements.

As stated in the Disposal Circular, the Company has no intention to regularise its financial condition as a Cash Company and it is not the intention of the Company to maintain its listing status on the Main Market of Bursa Securities. The Company further intended to distribute the proceeds from the Disposals to the Shareholders by way of special cash dividend and/or capital repayment as the Board deems appropriate.

On 25 October 2022, the Board had declared a Special Dividend, which was paid on 17 November 2022.

In addition to the Special Dividend, on behalf of the Board, AmInvestment Bank had on 6 April 2023, announced that the Company proposed to undertake the following:

- (i) the Proposed Capital Reduction and Repayment; and
- (ii) the Proposed Delisting upon completion of the Proposed Capital Reduction and Repayment.

The Proposed Capital Reduction and Repayment and the Proposed Delisting are inter-conditional upon each other.

The Board had, on 22 March 2023, appointed Kenanga IB to act as the Independent Adviser to advise the Shareholders in respect of the Proposals.

kenanga

The purpose of this IAL is to:

- (i) provide the Shareholders with an independent evaluation of the Proposals and to comment as to whether the Proposals are fair and reasonable insofar as the Shareholders are concerned;
- (ii) comment as to whether the Proposals are to the detriment of the Shareholders; and
- (iii) provide our recommendation whether Shareholders should vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

Nonetheless, the Shareholders should rely on their own evaluation of the merits of the Proposals before making decision on the course of action to be taken at the forthcoming EGM.

This IAL is prepared solely for the use of the Shareholders for the purpose of considering the merits of the Proposals and should not be used or relied upon by any other party for any other purposes whatsoever.

YOU ARE ADVISED TO READ AND UNDERSTAND BOTH THIS IAL AND THE LETTER FROM THE BOARD SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDIX I, AND TO CAREFULLY CONSIDER THE EVALUATIONS AND RECOMMENDATIONS CONTAINED IN BOTH THE LETTERS BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. DETAILS OF THE PROPOSALS

As at the LPD, the Company has total Cash Reserves of approximately RM293.37 million, of which approximately RM267.93 million is placed in the Custodian Account, representing approximately 91% of the Company's total Cash Reserves.

Pursuant to Paragraph 8.03(9) of the Listing Requirements, the Company is required to distribute all moneys deposited, together with interests earned in the Custodian Account to its shareholders on a pro-rata basis as soon as practicable if the Company does not intend to maintain its listing status. Accordingly, LITRAK Holdings is undertaking the Proposed Capital Reduction and Repayment to facilitate the distribution. Upon completion of the Proposed Capital Reduction and Repayment, the Company proposes to undertake the Proposed Delisting to withdraw LITRAK Holdings from the Official List.

kenanga

LITRAK Holdings proposes to undertake the distribution in 3 tranches in the following manner:

No.	Available cash for distribution	Timing and manner of distribution
1.	Proposed Capital Reduction and Repayment	
(i)	Cash distribution of RM275.78 million (regardless of whether or not the outstanding ESOS options are exercised) on a pro-rata basis to the Entitled Shareholders	To be distributed on a pro-rata basis to the Shareholders pursuant to the Proposed Capital Reduction and Repayment
2.	Residual Amount	
(i)	The balance retention sum receivable from ALR pursuant to the remaining ALR Warranty Claims of RM8.41 million;	To be distributed on a pro-rata basis to the Shareholders by way of further capital reduction and repayment exercise or other means after the completion of the Proposals
(ii)	Further distribution(s) from SPRINT Holdings; and	
(iii)	Any interest receivable from the cash and bank balances placed in bank deposits.	
3.	Voluntary wind-up of the Company	
(i)	Remaining available cash arising from the winding-up process after the disposal and realisation of the Group's assets	To be distributed on a pro-rata basis to the Shareholders after the voluntary wind-up of the Company

2.1 Proposed Capital Reduction and Repayment

The Proposed Capital Reduction and Repayment involves a cash distribution of an amount of RM275.78 million on a pro-rata basis to the Entitled Shareholders.

The cash distribution amount under the Proposed Capital Reduction and Repayment has been determined by the Board after taking into consideration the expected cash available for distribution to the Shareholders as at the LPD as follows:

Proposed Capital Reduction and Repayment	Amount (RM'mil)
Existing Cash Reserves as at the LPD	293.37
Add:	
Potential proceeds to be received from the exercise of ESOS options	3.23
Less:	
Estimated working capital requirements	(13.93)
Estimated expenses for the Proposals and winding-up	(2.20)
Cash available for distribution	280.47
Cash Distribution	(275.78)
Remaining Cash Reserves after the Cash Distribution	4.69

The Proposed Capital Reduction and Repayment will not result in:

- (i) any cancellation of LITRAK Shares;
- (ii) any changes to the number of LITRAK Shares held by the Shareholders; or
- (iii) any change to the shareholdings of the Shareholders.

kenanga

2.2 Proposed Delisting

Upon completion of the Proposed Capital Reduction and Repayment, the Company will implement the Proposed Delisting in accordance with Paragraph 16.08 of the Listing Requirements.

Upon completion of the Proposed Delisting and after the distribution of the Residual Amount to the Shareholders on a pro-rata basis, the Board intends to voluntarily wind-up the Company. The Shareholders will then hold unlisted LITRAK Shares until the completion of the winding-up process and be entitled to a further cash distribution from the remaining available cash arising from the winding-up process.

Further details of the Proposals are set out in **Section 2 of Part A of the Circular** and should be read in its entirety.

3. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

As set out in **Section 7 of Part A of the Circular**, save for the entitlement as Shareholders under the Proposed Capital Reduction and Repayment, the entitlements of which are similarly available to the other Shareholders, none of the Directors and/or chief executive of the Company and/or major Shareholders and/or persons connected with them has any interest in the Proposals.

4. SCOPE AND LIMITATIONS OF OUR EVALUATIONS OF THE PROPOSALS

Kenanga IB was not involved in the formulation, deliberations, negotiations or discussions of the terms and conditions of the Proposals.

Our terms of reference as the Independent Adviser is limited to expressing an independent opinion on the Proposals insofar as the Board and Shareholders are concerned based on information and documents made available to us as set out below:

- (i) the information contained in **Part A of the Circular** together with the accompanying Appendix I;
- (ii) other information, documents, confirmations and/or representations provided by the Board and management of the Company ("**Management**"); and
- (iii) other relevant publicly available information.

It is not within our terms of reference to express any opinion on legal, accounting and taxation issues relating to the Proposals or commercial merits of the Proposals.

We have relied on the Board and Management to exercise due care to ensure that all information, documents and representations, provided to us to facilitate our evaluations are accurate, valid, complete in all material respects and free from material omission. The Board has seen, reviewed and accepted this IAL. We have also undertaken reasonableness check and where possible, corroborating such information with independent sources.

The Board has, individually and collectively, accepted full responsibility for the accuracy, validity and completeness of the information provided to us and given herein (save for our assessment, evaluations and opinions) and has confirmed that after making all reasonable enquiries and to the best of their knowledge and belief, there is no omission of any fact that would make any statement in this IAL incomplete, misleading or inaccurate.

kenanga

Accordingly, having made all reasonable enquiries, we are satisfied with the sufficiency of the information provided and disclosure from the Board and Management, and we have no reason to believe that any of the information is unreasonable, unreliable, inaccurate, incomplete and/or that there are any facts not contained in this IAL, the omission of which would make any information in this IAL misleading.

Our evaluations and opinions as set out in this IAL are based upon market, economic, industry, regulatory and the information/documents made available to us, as at the LPD. Such conditions may change significantly over a short period of time. Accordingly, our evaluations and opinions in this IAL do not consider the information, events and conditions arising after the LPD.

We will notify the Shareholders, if after the despatch of the Circular, we:

- (i) become aware of significant change affecting the information contained in this IAL;
- (ii) have reasonable grounds to believe that a material statement in this IAL is misleading or deceptive; or
- (iii) have reasonable grounds to believe that there is a material omission in this IAL.

If circumstances require, a supplementary IAL will be sent to the Shareholders if there are material changes in our recommendation as set out in this IAL.

In forming our opinion, we have considered factors which we believe would be of relevance and general importance to the Shareholders as a whole. We have not taken into consideration any specific investment objective, financial situation, risk profiles or particular needs of any individual Shareholder or any specific group of Shareholders. We recommend that any individual Shareholder or group of Shareholders who are in doubt as to the action to be taken or require advice in relation to the Proposals in the context of their individual objectives, financial situation, risk profiles or particular needs, to consult their respective stockbrokers, bank managers, solicitors, accountants or other professional advisers. We shall not be liable for any damage or loss of any kind sustained or suffered by any individual Shareholder or any specific group of Shareholders relying on the evaluation as set out in this IAL for any purpose whatsoever.

5. DECLARATION OF CONFLICT OF INTEREST AND OUR CREDENTIALS, EXPERIENCE AND EXPERTISE

Save for our appointment as the Independent Adviser for the Proposals, we do not have any other professional relationship with LITRAK Holdings for the past 2 years preceding the LPD. We confirm that there is no situation of conflict of interest that exists or is likely to exist in relation to our role as the Independent Adviser to LITRAK Holdings for the Proposals.

We provide a range of advisory services which include, amongst others, mergers, acquisitions and divestitures, take-overs/general offers, fund raising and initial public offerings. We have experience in the independent analysis of transactions and issuing opinions on whether the terms and financial conditions of a transaction are deemed fair and reasonable, including those of acquisitions, disposals and general offers. We are a holder of a Capital Markets Services Licence issued by the SC as a principal adviser who is permitted to carry on the regulated activity of advising on corporate finance under the Capital Markets and Services Act 2007.

kenanga

Our credentials and experience as an Independent Adviser since 2018 up to the LPD include, amongst others, the following:

Company	Proposal
Boustead Holdings Berhad (" BHB ")	Independent advice circular dated 17 April 2023 to the holders of the offer shares in BHB pertaining to a conditional voluntary take-over offer
CapitaLand Malaysia Trust (" CLMT ")	Independent advice letter dated 8 February 2023 to the non-interested unitholders of CLMT pertaining to a proposed acquisition of 433 strata titles within the Queensbay Mall held by Special Coral Sdn Bhd and all issued and paid up share capital of Scenic Growth Sdn Bhd, Luxury Ace Sdn Bhd, Success Idea Sdn Bhd and Milky Way Properties Berhad
Lion Posim Berhad (" LPB ")	Independent advice letter dated 17 November 2022 to the non-interested shareholders of LPB pertaining to a proposed unincorporated joint venture and proposed diversification
Cycle & Carriage Bintang Berhad (" CCB ")	Independent advice circular dated 15 August 2022 to the holders of the offer shares in CCB pertaining to an unconditional voluntary take-over offer
Shin Yang Shipping Corporation Berhad (" SYSCORP ")	Independent advice letter dated 17 May 2022 to the non-interested shareholders of SYSCORP pertaining to the proposed acquisition of Piasau Gas Sdn Bhd
IJM Plantations Berhad (" IJMP ")	Independent advice circular dated 30 September 2021 to the holders of the offer shares in IJMP pertaining to an unconditional mandatory take-over offer
Malton Berhad (" Malton ")	Independent advice letter dated 15 August 2019 to the non-interested shareholders of Malton pertaining to the proposed disposal of Pavilion Bukit Jalil Mall and proposed subscription of redeemable preference shares
Sarawak Consolidated Industries Berhad (" SCIB ")	Independent advice letter dated 11 June 2019 to the non-interested shareholders of SCIB pertaining to the proposed acquisition of land and buildings
Kein Hing International Berhad (" KHIB ")	Independent advice letter dated 25 July 2018 to the non-interested shareholders of KHIB pertaining to the proposed acquisition of Kein Hing Muramoto (Vietnam) Co., Ltd
CCM Duopharma Biotech Berhad (" CCMD ")	Independent advice letter dated 16 May 2018 to the non-interested shareholders of CCMD pertaining to the proposed acquisition PanGen Biotech Inc.
Malaysian Resources Corporation Berhad (" MRCB ")	Independent advice letter dated 4 May 2018 to the non-interested shareholders of MRCB pertaining to the management contract for appointment of a management contractor
Ibraco Berhad (" Ibraco ")	Independent advice letter dated 22 February 2018 to the non-interested shareholders of Ibraco pertaining to the proposed sale of corporate offices
MCT Berhad (" MCT ")	Independent advice circular dated 5 February 2018 to the holders of the offer shares in MCT pertaining to an unconditional mandatory take-over offer

Premised on the above, we are capable, competent and have the relevant experience in carrying out our role and responsibilities as the Independent Adviser for the Proposals.

6. EVALUATION OF THE PROPOSALS

In our evaluation of the Proposals, we have considered the following factors:

Section 6.1	: Rationale for the Proposals
Section 6.2	: Distribution to Shareholders
Section 6.3	: Implication of the Proposed Delisting to the Shareholders
Section 6.4	: Historical liquidity analysis of LITRAK Shares
Section 6.5	: Effects of the Proposals

6.1 Rationale for the Proposals

We take cognisance of the rationale for the Proposals as set out in **Section 4 of Part A of the Circular**.

The Company has no intention to regularise its financial condition as a Cash Company and it is not the intention of the Company to maintain its listing status on the Main Market of Bursa Securities. The Company further intended to distribute the proceeds from the Disposals to the Shareholders by way of special cash dividend and/or capital repayment as the Board deems appropriate.

We note that following the Special Dividend, the Company is proposing to undertake the Proposed Capital Reduction and Repayment to distribute most of the available cash (after excluding, inter alia, the estimated working capital requirement of the Company and the estimated expenses for the Proposals and subsequent winding-up process) back to the Shareholders as soon as practicable and the Proposed Delisting is undertaken to facilitate the withdrawal of the Company from the Official List.

We further note that currently the Company does not carry out any business operation. The Proposed Delisting will absolve the Company from the need to comply with requisite regulatory framework associated with its listing status on Bursa Securities. Also, the Proposed Delisting will result in cost savings to the Company from not having to comply with the relevant regulatory requirements as a listed company, the savings of which, can be channeled towards distribution to the Shareholders.

In view of the inter-conditionality of the Proposals, in the event Shareholders' approval is not obtained for either the Proposed Capital Reduction and Repayment or the Proposed Delisting, LITRAK Holdings would continue to remain as a Cash Company listed on the Main Market of Bursa Securities.

Further, given that it is not the intention of LITRAK Holdings to regularise its financial condition as a Cash Company, the Company would continue to be a Cash Company and Bursa Securities may suspend the trading of LITRAK Shares and/or de-list LITRAK Holdings from the Official List. In the event that Bursa Securities suspends the trading of LITRAK Shares and/or de-list LITRAK Holdings from the Official List, the Shareholders may have limited opportunity to realise their investment in the Company.

Notwithstanding that maintaining the listing status of LITRAK Holdings will allow the Shareholders to trade the LITRAK Shares on Bursa Securities, there will be no future revenue or growth for the Company as the Company is not presently carrying out any business operations and it has no intention to regularise its financial condition as a Cash Company.

Premised on the above, we are of the opinion that the rationale for the Proposals is reasonable.

kenanga

6.2 Distribution to Shareholders

We have taken note of the details of the Proposals as set out in **Section 2 of Part A of the Circular**.

LITRAK Holdings has existing Cash Reserves of approximately RM293.37 million as at the LPD.

We also note that LITRAK Holdings proposes to undertake the distribution in the following manner:

(i) Distribution under the Proposed Capital Reduction and Repayment

We note that the Proposed Capital Reduction and Repayment involves a cash distribution of RM275.78 million on a pro-rata basis to the Entitled Shareholders.

Proposed Capital Reduction and Repayment	Amount (RM'mil)	Commentaries
Existing Cash Reserves as at the LPD	293.37	Note (1)
Add:		
Potential proceeds to be received from the exercise of ESOS options	3.23	Note (2)
Less:		
Estimated working capital requirements	(13.93)	Note (3)
Estimated expenses for the Proposals and winding-up	(2.20)	Note (4)
Cash available for distribution	280.47	
Cash Distribution	(275.78)	Note (5)
Remaining Cash Reserves after the Cash Distribution	4.69	Note (6)

Notes:

- (1) We note that this includes cash placed in Custodian Account of RM267.93 million, financial institutions and unit trusts which are interest yielding. For illustrative purposes, the Cash Reserves represents approximately 98.77% of the Group's pro forma NA as at the LPD of approximately RM297.01 million.
- (2) We note that the Company has 7,524,000 outstanding ESOS options which remains unexercised as at the LPD. Exercise prices for the ESOS options ranges from 35.0 sen to 44.0 sen per ESOS option, which is at a discount to the last traded price of LITRAK Shares as at the LPD of 50.5 sen.

We understand that in the event no ESOS options are exercised and there is no proceeds therefrom, the Cash Distribution amount will remain unchanged because the Company will reduce the amount of Cash Reserves retained for contingency purposes. Please refer to Note (6).

kenanga

- (3) As disclosed in **Section 2.1 of Part A of the Circular**, this amount includes repayment of other creditors, statutory payments, staff costs, directors' fees and allowances, as well as general administrative and miscellaneous expenses. We are of the view that this amount is reasonable given:
- (a) Notwithstanding that the Company no longer carries out any business operations, the Company still requires funds for its day-to-day running up to its delisting and eventual winding-up of the Company. This process may take considerable amount of time; and
 - (b) Based on the Company's unaudited consolidated financial statements for the financial period ended 31 December 2022, the Group had total liabilities of approximately RM2.92 million comprising sundry payables, retirement benefit obligations and tax payables.
- (4) As disclosed in **Section 2.1 of Part A of the Circular**, this amount comprises amongst others, professional fees, fees payable to relevant authorities, costs to convene EGM, printing, advertisement and other miscellaneous expenses. We are of the view that this amount is reasonable given that the Proposals and winding-up process are separate corporate exercises involving the appointment of the relevant advisers and the fees to be paid to the relevant authorities.
- (5) We note that the Cash Distribution amount of RM275.78 million has been fixed and represents approximately 92.85% of the Group's pro forma NA of approximately RM297.01 million as at the LPD. This provides certainty to the Shareholders, who will receive a distribution of at least 50.20 sen to per LITRAK Share. As such, we are of the view that the Cash Distribution amount is reasonable.
- (6) We note that the remaining Cash Reserves after the Cash Distribution will form part of the Residual Amount which will be distributed to the Shareholders on a pro-rata basis. However, this is dependent on, amongst others, whether the ESOS options are exercised. For illustrative purposes, in the event that none of the ESOS options are exercised, the remaining Cash Reserves after the Cash Distribution will be RM1.46 million.

The Cash Distribution per LITRAK Share pursuant to the Proposed Capital Reduction and Repayment is dependent on the total number of LITRAK Shares in issue on the Entitlement Date. The following illustrates the Cash Distribution (sen per LITRAK Share) as at the Entitlement Date:

Cash Distribution (RM)	275,780,000
No. of LITRAK Shares assuming all the outstanding ESOS options have been fully exercised by the Entitlement Date	549,276,618
Cash Distribution (sen per LITRAK Share)	50.20
No. of LITRAK Shares assuming none of the outstanding ESOS options have been exercised by the Entitlement Date	541,752,618
Cash Distribution (sen per LITRAK Share)	50.90

(ii) Residual Amount for distribution after the completion of the Proposals

We note that the Company proposes to distribute the Residual Amount to the Shareholders on a pro-rata basis by way of further capital reduction and repayment exercise or other means after the completion of the Proposals. The Residual Amount comprises the following:

- (i) The balance retention sum receivable from ALR pursuant to the remaining ALR Warranty Claims of RM8.41 million;
- (ii) further distribution(s) from SPRINT Holdings after monetising its assets; and
- (iii) any interest receivable from the cash and bank balances placed in bank deposits.

We wish to highlight that there is no assurance that the ALR Warranty Claims can be resolved in favour of the Company and the Company is able to receive the balance retention sum of RM8.41 million from ALR within the next 12 months. There is no certainty in relation to the quantum and timing of receipt, if any, of the balance retention sum from ALR and further distribution(s) from SPRINT Holdings. Further, the amount of interest receivable from the cash and bank balances also cannot be accurately projected at this juncture as it would depend on the interest rates which are subject to change in accordance to overnight policy rates set by Bank Negara Malaysia.

(iii) Distribution from the remaining available cash arising from the winding-up process

We note that upon completion of the Proposed Delisting and after the distribution of the Residual Amount to the Shareholders on a pro-rata basis, the Board intends to voluntarily wind-up the Company. Shareholders will be entitled to a further cash distribution from the remaining available cash arising from the winding-up process on a pro-rata basis.

We wish to highlight that there is no certainty in relation to the timing of the implementation of the winding-up process and the corresponding quantum and timing of the distribution of the remaining available cash.

Based on our analysis above, the Cash Distribution will be approximately 50.20 sen to 50.90 sen per LITRAK Share, which represents a discount of 0.59% to a premium of 0.79% over the last traded price of LITRAK Shares of 50.50 sen as at the LPD.

Nonetheless, we note that:

- (i) under the Proposed Capital Reduction and Repayment, the Company, via the Cash Distribution of RM275.78 million, will be distributing approximately 92.85% of the Group's pro forma NA of approximately RM297.01 million as at the LPD.
- (ii) Company has retained Cash Reserves of between RM1.46 million and RM4.69 million (depending on the number of ESOS options exercised) for contingency purposes after taking into consideration the estimated working capital requirements of RM13.93 million and estimated expenses for the Proposals and winding up of the Company of RM2.20 million. The Cash Reserves for contingency purposes represents only between 0.49% and 1.58% of the Group's pro forma NA of approximately RM297.01 million as at the LPD.

Premised on the above, we are of the opinion that the Cash Distribution pursuant to the Proposed Capital Reduction and Repayment is fair and reasonable.

6.3 Implication of the Proposed Delisting to the Shareholders

We take cognisance of the implication of the Proposed Delisting to the Shareholders as set out in **Section 3 of Part A of the Circular**.

We take note on the Board's decision that upon completion of the Proposals, the liquidation or winding-up the Company is the most appropriate measure to be undertaken by the Company. The Company will dispose of and realise the assets of the Group before initiating the winding-up procedures in accordance with the Act. Subject to the orderly disposal and realisation of the assets of the Group, the Company would thereafter be wound up voluntarily by way of special resolution. Any unutilised cash arising from the recoverability of the remaining assets (net of liabilities) shall be distributed to the Shareholders on a pro-rata basis.

We wish to highlight that there is no certainty as to the timing of the disposal and realisation of the assets of the Group. Further, the resolution for liquidation or winding-up will need to be tabled at a separate EGM to be convened and there is no assurance that the resolution will be approved by the Shareholders. There is also no certainty as to the timing on when the liquidation or winding-up process of the Company can be completed.

Upon completion of the Proposed Delisting, Shareholders will be holding unlisted LITRAK Shares which may not be disposed easily in the absence of a trading platform. As such, the Shareholders may need to hold onto the unlisted LITRAK Shares until the completion of the winding-up process in order to realise the full investment value of the unlisted LITRAK Shares.

We note that upon completion of the Proposed Delisting, Shareholders will need to hold unlisted LITRAK Shares which are illiquid with limited opportunity of disposal. Further, there is no certainty on the timing of the further cash distributions after the completion of the Proposals as this will be subject to, amongst others, the timing of the receipt of Residual Amount, the timing of the disposal and realisation of the assets of the Group as well as the winding-up process of the Company which is subject to Shareholders approving the relevant resolution in a separate EGM to be convened.

However, we also note that the Cash Distribution amounting to RM275.78 million via the Proposed Capital Reduction and Repayment represents approximately 92.85% of the Group's pro forma NA of approximately RM297.01 million as at the LPD. The NA per LITRAK Share after Cash Distribution is only RM0.04. In addition, we note that the Company does not intend to regularise its financial condition as a Cash Company and Bursa Securities may suspend the trading of LITRAK Shares and/or de-list LITRAK Holdings from the Official List.

Premised on the above, we are of the opinion that the implication of the Proposed Delisting is not detrimental to the interest of the Shareholders.

kenanga

6.4 Historical liquidity analysis of LITRAK Shares

The historical monthly trading volume over free float of LITRAK Shares for the past 12 months up to April 2023 (being the last full trading month prior to the LPD) is set out below:

Month	Volume traded of LITRAK Shares ⁽¹⁾	Volume traded over free float ⁽²⁾ (%)
<u>2022</u>		
May	6,563,510	2.81
June	13,127,057	5.62
July	4,398,001	1.88
August	7,074,803	3.03
September	5,949,376	2.55
October	13,387,204	5.81
November	81,675,056	36.05
December	17,746,400	7.83
<u>2023</u>		
January	6,031,503	2.66
February	5,487,846	2.42
March	12,260,541	5.41
April	5,435,601	2.40
Simple average	14,928,075	6.50
Simple average	8,860,167	3.86
(excluding November 2022, being the outlier)		

(Source: Bloomberg and announcements on Bursa Securities)

Notes:

- (1) Monthly volume traded excludes LITRAK Shares traded in the open market by the substantial shareholders and Directors of LITRAK Holdings.
- (2) The monthly free float of LITRAK Shares excludes LITRAK Shares held by the substantial shareholders and Directors of LITRAK Holdings as at the end of each respective month.

We note that LITRAK Shares were traded at an average monthly trading volume of approximately 14.93 million LITRAK Shares, representing approximately 6.50% of the free float of LITRAK Shares for the past 12 months up to April 2023 (being the last full trading month prior to the LPD).

However, we are of the view that the aforementioned average monthly traded volume over free float of approximately 6.50% may not be reflective of the trading liquidity of LITRAK Shares due to unusually high trading volume recorded in November 2022 after the announcement of the entitlement date of the Special Dividend on 25 October 2022.

If the trading volume of November 2022 is excluded from the analysis, the average monthly trading volume for the past 12 months up to April 2023 (being the last full trading month prior to the LPD) would be lower and it is only approximately 8,860,167 LITRAK Shares, representing approximately 3.86% of the free float of LITRAK Shares.

kenanga

We further note that the trading liquidity of LITRAK Shares as represented by the average monthly traded volume over free float of LITRAK Shares has been generally lower than the trading liquidity of the transportation and logistics sector (as represented by KLTRAN Index, which LITRAK Holdings is a member) for the past 12 months up to April 2023 (being the last full trading month before the LPD) (excluding the month of November 2022 as it was excluded in the computation of the average monthly traded volume over free float of LITRAK Shares).

The comparison made is set out in the table below:

	LITRAK Holdings	KLTRAN Index
Average monthly volume traded	⁽¹⁾ 8,860,167	⁽¹⁾ 555,801,171
Average monthly volume traded over free float (%)	⁽²⁾ 3.86	⁽³⁾ 5.86

Notes:

- (1) Excluding the month of November 2022 as it is deemed an outlier.
- (2) The free float of LITRAK Shares excludes the LITRAK Shares held by the substantial Shareholders and Directors of LITRAK Holdings.
- (3) Free float of KLTRAN Index as extracted from Bloomberg.

Based on the table above, we are of the opinion that LITRAK Shares are relatively illiquid when compared against the KLTRAN Index as the average monthly trading liquidity of LITRAK Shares for the past 12 months up to April 2023 (excluding November 2022) of approximately 3.86% is lower than the average trading liquidity of the KLTRAN Index for the past 12 months up to April 2023 (excluding November 2022) of 5.86%.

We wish to highlight that the above evaluation on trading liquidity is based on the historical trading volume of LITRAK Shares in respective periods as well as the free float as at the respective dates and should not be relied upon as an indication of the future liquidity of LITRAK Shares notwithstanding that the Company has no intention to regularise its financial condition and has no intention to maintain its listing status on the Main Market of Bursa Securities which may lead to suspension and/or delisting of LITRAK Holdings by Bursa Securities.

Considering the above, in our view, the Proposals provide the Shareholders (especially for those holding a significant number of LITRAK Shares) an exit opportunity to realise their investments in LITRAK Shares while retaining the rights to future distributions to be made by the Company pursuant to the distribution of the Residual Amount as well as the distribution from the winding-up process.

Premised on the above, we are of the view that the Proposals are reasonable.

kenanga

6.5 Effects of the Proposals

We take cognisance of the effects of the Proposals as set out in **Section 5 of Part A of the Circular**. Our commentaries on the effects are summarised as follows:

Effects	Kenanga IB's comments
Issued share capital	<p>The Proposed Capital Reduction and Repayment is expected to decrease the share capital of the Company from RM289.79 million to RM22.07 million while the number of issued shares will remain unchanged at 549,276,618 LITRAK Shares (assuming all the outstanding ESOS options are exercised prior to the Proposed Capital Reduction and Repayment).</p> <p>The Proposed Delisting is not expected to have any effect on the issued share capital of the Company.</p>
NA and gearing	<p>The Proposed Capital Reduction and Repayment is expected to decrease the Group's NA per LITRAK Share from RM0.55 to RM0.04.</p> <p>The Proposed Delisting is not expected to have any effect on the NA of the Group.</p> <p>As at the LPD, the Group does not have any borrowings.</p>
Earnings and earnings per LITRAK Share	<p>Save for the loss of interest income from the Cash Distribution and the estimated expenses for the Proposals of approximately RM1.30 million, the Proposals are not expected to have any material effect on the earnings and earnings per LITRAK Share of the Group.</p>
Substantial Shareholders' shareholdings	<p>The Proposals are not expected to have any effect on the substantial Shareholders' shareholdings of the Company.</p>
Convertible securities	<p>As at the LPD, other than the ESOS options, the Company does not have any other convertible securities.</p> <p>The Proposals do not affect the rights of the employees and Directors who are eligible to participate in the ESOS to exercise their options until the ESOS Expiry or until the liquidation of the Company, whichever is earlier. Upon completion of the Proposed Capital Reduction and Repayment, the exercise prices of the ESOS options will be further adjusted downwards in accordance with the by-laws of the ESOS.</p>

Premised on the above, we are of the opinion that the pro forma effects of the Proposals are not detrimental to the interests of the Shareholders on an overall basis.



7. CONCLUSION AND RECOMMENDATION

The Shareholders should carefully consider the merits and demerits of the Proposals based on all relevant and pertinent factors including those set out in this IAL as well as those as set out in **Part A of the Circular** together with the accompanying Appendix I before voting on the special resolutions pertaining to the Proposals at the forthcoming EGM of the Company.

Premised on our evaluation of the Proposals in Section 6 of this IAL, we are of the opinion that the Proposals are fair, reasonable and not detrimental to the interest of Shareholders.

Accordingly, we recommend that the Shareholders VOTE IN FAVOUR of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

Yours faithfully,
For and on behalf of
KENANGA INVESTMENT BANK BERHAD

DATUK CHAY WAI LEONG
Group Managing Director

DATUK ROSLAN HJ TIK
Executive Director, Head
Group Investment Banking & Islamic Banking

APPENDIX I – FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board who collectively and individually accept full responsibility for the completeness and accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

2. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

2.1. Material commitments

As at the LPD, our Board is not aware of any material commitments incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial results or position of our Group.

2.2. Contingent Liabilities

As at the LPD, our Board is not aware of any other contingent liabilities incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial results or position of our Group.

3. CONSENTS AND CONFLICT OF INTERESTS

3.1. AMINVESTMENT BANK

AmInvestment Bank, being named as the Principal Adviser for the Proposals has given and has not subsequently withdrawn its consent to the inclusion in this Circular of its name and all references thereto in the form and context in which it appears in this Circular.

AmInvestment Bank is a wholly-owned subsidiary of AMMB Holdings Berhad. AMMB Holdings Berhad and its group of companies (collectively, “**AmBank Group**”) form a diversified financial group and are engaged in a wide range of transactions relating to amongst others, investment banking, commercial banking, private banking, brokerage, securities trading, asset and funds management and credit transaction services businesses. AmBank Group’s securities business is primarily in the areas of securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trade.

In the ordinary course of their businesses, any member of AmBank Group may at any time extend services to any company as well as hold long or short positions, and trade or otherwise effect transactions, for its own account or the account of its other clients, in debt or equity securities or senior loans of any company. Accordingly, there may be situations where parts of the AmBank Group and/or its clients now have or in the future, may have interests or take actions that may conflict with the interests of LITRAK Group. As at the LPD, LITRAK Group does not maintain any credit facilities with AmBank Group.

Premised on the above, AmInvestment Bank is of the opinion that its role as the Principal Adviser for the Proposals do not give rise to a conflict of interest situation.

3.2. KENANGA IB

Kenanga IB, being the Independent Adviser for the Proposals, has given and has not subsequently withdrawn its written consent for the inclusion of its letter, name and all reference thereto in the form and context in which it appears in this Circular.

Kenanga IB is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Independent Adviser for the Proposals.

APPENDIX I – FURTHER INFORMATION (CONT'D)

4. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by LITRAK Group within two (2) years immediately preceding the date of this Circular and up to the LPD:-

- (i) LITRAK SSPA; and
- (ii) SPRINT SSPA

5. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, save for the ALR Warranty Claims in respect of LITRAK, the LITRAK Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or as defendant and our Board has no knowledge of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of LITRAK Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at 2nd Floor, Kompleks Operasi LITRAK, KM19 Lebuhraya Damansara-Puchong, Bandar Sunway, PJS 9, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia during the normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of our forthcoming EGM:-

- (i) our Constitution;
- (ii) the audited consolidated financial statements of our Group for the past two (2) financial years ended 31 March 2021 and 31 March 2022 and the latest unaudited consolidated financial results of our Group for the 9-month financial period ended 31 December 2022;
- (iii) the letters of consent and declarations of conflicts of interest referred to in Section 3 of this Appendix I
- (iv) the LITRAK SSPA and SPRINT SSPA; and
- (v) the following letters in respect of the ALR Warranty Claims:
 - a) letter dated 24 February 2023 from ALR notifying our Company of the ALR Warranty Claims in respect of LITRAK; and
 - b) letter dated 29 March 2023 from our Company to ALR in reply to the ALR Warranty Claims in respect of LITRAK.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]



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 Lingkar Trans Kota Holdings Berhad ("**LITRAK Holdings**" or the "**Company**") will be conducted virtually through an online meeting platform via the TIH Online website at <https://tiah.online> or <https://tiah.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 TIH 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.*

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

ADMINISTRATIVE GUIDE

Extraordinary General Meeting (“EGM”)

Day & Date : Tuesday, 6 June 2023
Time : 3.00 p.m.
Venue : Online meeting platform via the 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

MODE OF MEETING

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, the EGM of the Company will be conducted virtually through an online meeting platform via the TIIH Online website.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (in the form of real time submission of typed texts to the Board of Directors of the Company (Board)) and vote (collectively, "participate") remotely at the EGM of the Company using RPV provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via its TIIH Online website at <https://tiih.online>.

Shareholders who appoint proxies to participate via RPV in the EGM of the Company must ensure that the duly executed Proxy Forms are deposited either by hardcopy or electronic means no later than Sunday, 4 June 2023 at 3.00 p.m. in the following manner:

- a. at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur; OR
- b. lodge electronically via Tricor's TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the procedures on electronic lodgement of proxy form.

Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, no later than Sunday, 4 June 2023 at 3.00 p.m. in order to participate via RPV in the EGM of the Company.

Attorneys appointed by power of attorney must deposit their power of attorney at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, no later than Sunday, 4 June 2023 at 3.00 p.m. in order to participate via RPV in the EGM of the Company.

A shareholder who has appointed a proxy or attorney or corporate representative to attend, participate, speak and vote at the EGM of the Company via RPV must request his/her proxy to register himself/herself for RPV at Tricor's TIIH Online website at <https://tiih.online>.

As the EGM of the Company is conducted virtually, members who are unable to participate in this EGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the EGM of the Company using the RPV are to follow the requirements and procedures as summarised below:-

	Procedure	Action BEFORE THE DAY OF EGM
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the "e-Services". Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request	<ul style="list-style-type: none"> Registration is open from 10.00 a.m., 15 May 2023 until the day of the EGM on Tuesday, 6 June 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using RPV. Log in with your user ID and password and select the corporate event: "(REGISTRATION) LITRAK EGM 2023". Read and agree to the Terms & Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation has been received and will be verified. After verification of your registration against the General Meeting Record of Depositors dated 31 May 2023, the system will send you an e-mail after 4 June 2023 to approve your registration for remote participation and the procedures to use the RPV are detailed therein. In the event your registration is not approved, you will also be notified via e-mail. <p><i>(Note: Please allow sufficient time for approval as a new user of TIIH Online as well as the registration for RPV in order for you to log into TIIH Online and participate in the EGM remotely).</i></p>
	Procedure	Action ON THE DAY OF EGM (Tuesday, 6 June 2023)
(c)	Log into TIIH Online	Log in with your user ID and password for remote participation at the EGM at any time from 2.00 p.m.. i.e. 1 hour before the commencement of the EGM at 3.00 p.m. on Tuesday, 6 June 2023.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: "(LIVE STREAMING MEETING) LITRAK EGM 2023" to engage in the proceedings of the EGM remotely. If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will try to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 3.00 p.m. on Tuesday, 6 June 2023 until a time when the Chairman announces the end of the session. Select the corporate event: "(REMOTE VOTING) LITRAK EGM 2023" or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings.

		<ul style="list-style-type: none"> ▪ Indicate your votes for the resolutions that are tabled for voting. ▪ Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> ▪ Upon the announcement by the Chairman on the closure of the EGM, the Live Streaming will end.

Note to users of the RPV:-

- (1) Should your application to join the meeting be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (2) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (3) In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge your Proxy Form electronically via Tricor's TIIH Online website are summarised below:-

	Procedure	Action
i. Steps for Individual Members		
(a)	Register as a User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: "LITRAK EGM 2023 – Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(ies) appointment. • Print Form of Proxy for your record.

ii. Steps for Corporation or Institutional Members		
(a)	Register as an User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Access TIIH online at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate member electronic proxy submission. Please contact our Tricor [refer to Enquiry section below] if you need clarifications on the user registration.)</i></p>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to Tricor's TIIH Online website at https://tiih.online • Select the corporate event: "LITRAK EGM 2023 - Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

VOTING PROCEDURE

The voting at the EGM of the Company will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia's Main Market Listing Requirements.

To facilitate the voting process, the Company has appointed Tricor as the Poll Administrator to conduct the poll by way of online remote voting and Coopers Professional Scrutineers Sdn Bhd as the Scrutineers to verify the poll results. (Please refer to "Online Remote Voting" under item (e) in the table above on the procedure for online remote voting).

Upon completion of the voting session for the EGM of the Company, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend the EGM of the Company, only the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd as at 31 May 2023 shall be entitled to attend the said meeting or appoint proxies to attend on their behalf.

The hardcopy Proxy Form duly completed and signed must be deposited at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur no later than **Sunday, 4 June 2023 at 3.00 p.m.** or not less than 48 hours before the time for holding the meeting or any adjournment thereof.

You may also submit the Proxy Form electronically via Tricor's TIIH Online at <https://tiih.online> no later than **Sunday, 4 June 2023 at 3.00 p.m.** or not less than 48 hours before the time for holding the meeting or any adjournment thereof. Please refer to the Electronic Lodgement of Proxy Form above for further information on submission via TIIH Online.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF THE COMPANY

Shareholders may submit questions for the Board of the Company in advance of the EGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to log in, pose questions and submit electronically no later than **Sunday, 4 June 2023 at 3.00 p.m.** The Board will endeavour to answer the questions received at the EGM of the Company.

NO DOOR GIFT/FOOD VOUCHER

There will be no distribution of door gifts or food vouchers for the EGM of the Company since the meeting is being conducted virtually through online meeting platform.

The Board of Lingkaran Trans Kota Holdings Berhad would like to thank all its shareholders for their kind co-operation and understanding on this matter.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the EGM of the Company.

ENQUIRY

If you have any enquiry on the above, please contact the following officers during office hours from 9.00 a.m. to 5.30 p.m., Monday to Friday (except public holidays):-

Tricor Investor & Issuing House Services Sdn Bhd

General Line	:	+603-2783 9299
Fax Number	:	+603-2783 9222
E-mail	:	is.enquiry@my.tricorglobal.com
Contact persons	:	Mr. David Look +603-2783 9281
		Mr Jake Too +603-2783 9285
		Mr Aiman Nuri +603-2783 9262



LINGKARAN TRANS KOTA HOLDINGS BERHAD

(Registration No. 199501006186 (335382-V))
(Incorporated in Malaysia)

Proxy Form

CDS Account No.	No. of Shares Held

*I/We, _____
*NRIC/Passport/Company No. _____ Mobile Phone No. _____
Address _____
being *a member/members of Lingkaran Trans Kota Holdings Berhad, hereby appoint:

Full Name (In Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			

*and/failing whom,

Full Name (In Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			

or failing whom, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the EGM of the Company, to be held virtually through an online meeting platform via the 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, Malaysia, on Tuesday, 6 June 2023 at 3.00 p.m. and at any adjournment thereof and to vote as indicated below:

Resolution	For	Against
Special Resolution 1 : Proposed Capital Reduction and Repayment		
Special Resolution 2 : Proposed Delisting		

(Please indicate with 'X' in the appropriate spaces how you wish your votes to be cast. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit)

Dated this _____ day of _____ 2023.

Signature/Common Seal of Shareholder

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'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.

* Delete where not applicable

Fold this flap for sealing

Then fold here

AFFIX
STAMP

Tricor Investor & Issuing House Services Sdn Bhd (Tricor)
Unit 32-01, Level 32, Tower A,
Vertical Business Suite, Avenue 3,
Bangsar South, No. 8 Jalan Kerinchi,
59200 Kuala Lumpur

1st fold here

