



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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 29<sup>th</sup> Annual General Meeting (“AGM”) of Lingkaran Trans Kota Holdings Berhad will be conducted virtually through online meeting platform via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia, on Monday, 30 September 2024 at 11.00 a.m. for the purpose of transacting the following businesses:

1. To receive the Report of the Directors and the Audited Financial Statements for the financial year ended 31 March 2024 together with the Report of the Auditors thereon.
2. To re-elect Tan Sri Dato’ Setia Haji Ambrin bin Buang who is retiring by rotation **(Resolution 1)** in accordance with Clause 100 of the Company’s Constitution.
3. To approve the payment of Directors’ fees of RM245,622 for the financial year **(Resolution 2)** ended 31 March 2024.
4. To approve the payment of Director’s benefits (excluding Director’s fees) up to **(Resolution 3)** an amount of RM8,000 for the period from 30 September 2024 until the next AGM of the Company to be held in 2025 or the commencement of winding up of the Company, whichever is earlier.
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to **(Resolution 4)** authorise the Directors to fix their remuneration.
6. To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

**LIM SOO LYE (LS 0006461) (SSM PC No. 201908002053)**  
**CHIEW TENG JUAN (MAICSA 7029864) (SSM PC No. 201908001599)**  
Company Secretaries

Petaling Jaya  
6 September 2024

## Notes:

### 1. Virtual AGM

The 29<sup>th</sup> AGM of the Company will be conducted entirely through online meeting platform via TIIH Online website. The members are advised to follow the procedures as set out in the **Administrative Guide** sent out together with this notice on the registration and voting process for the AGM.

### 2. General Meeting Record of Depositors

For the purpose of determining a member's eligibility to attend and vote at the 29<sup>th</sup> AGM, the Company shall obtain a General Meeting Record of Depositors as at 23 September 2024 from Bursa Malaysia Depository Sdn Bhd in accordance with Clause 73 of the Company's Constitution. Only depositors whose names appear therein shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the AGM.

### 3. Appointment of Proxy

- a. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy.
- b. A member shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead.
- c. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- d. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- e. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. If more than one (1) proxy is appointed, the appointment shall be invalid unless the exempt authorised nominee specifies the number of shares to be represented by each proxy.
- f. In the case of a corporate member, the instrument appointing a proxy must be executed under its Common Seal or the hand of its attorney.
- g. The instrument appointing a proxy must be deposited/submitted via the following ways not less than 48 hours before the time set for holding the AGM or any adjournment thereof:

- (i) By hardcopy form

The Proxy Form must be deposited with Tricor Investor & Issuing House Services Sdn Bhd (Tricor) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur.

- (ii) By electronic form

The Proxy Form can be electronically submitted/lodged via Tricor's TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the procedures on electronic lodgement of proxy form.

- h. All resolutions set out in the Notice of AGM will be put to vote by poll.

#### **4. Explanatory Notes on Notice of AGM**

- a. Audited Financial Statements

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 (CA 2016) for discussion only. The statements do not require shareholders' approval and hence, will not be put forward for voting.

- b. Resolution 1 – Re-election of Director in accordance with Clause 100 of the Company's Constitution

Pursuant to Clause 100 of the Company's Constitution, Tan Sri Dato' Setia Haji Ambrin bin Buang shall retire by rotation at the forthcoming 29<sup>th</sup> AGM. Tan Sri Dato' Setia Haji Ambrin bin Buang, being eligible, has offered himself for re-election.

The Board is satisfied that Tan Sri Dato' Setia Haji Ambrin bin Buang continues to demonstrate the necessary commitment to be a fully effective member of the Board and therefore recommended that he be re-elected as a Director of the Company.

- c. Resolutions 2 and 3 – Directors' Fees and Benefits

Section 230(1) of the CA 2016 provides that the fees of the directors and any benefits payable to the directors of a public company shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at the Company's 29<sup>th</sup> AGM for payment of Directors' fees and benefits to the Non-Executive Directors under Resolutions 2 and 3 as follows:

- (i) Resolution 2 - Directors' fees have reduced from RM422,000 for financial year ended 31 March 2023 to RM245,622 for financial year ended 31 March 2024 due to the reduction in the number of Independent Non-Executive Directors from 3 to 1 on the conclusion of the 28<sup>th</sup> AGM of the Company held on 26 September 2023 and reduction of fees post delisting. The Board is of the view that the proposed payment is reflective of the Directors' responsibilities and performances during the financial year ended 31 March 2024.
- (ii) Resolution 3 – Director's benefits which comprise solely of meeting allowances to the Non-Executive Director, estimated at RM8,000 for the period from 30 September 2024 until the next AGM of the Company to be held in 2025 or the commencement of winding up of the Company, whichever is earlier. In determining the estimated meeting allowances payable to the Non-Executive Director, the Board had considered the number of scheduled meetings and other factors which may call for additional meetings of the Board.

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

e. Resolution 4 – Re-appointment of Auditors

Messrs Ernst & Young PLT shall be retiring at the forthcoming 29<sup>th</sup> AGM of the Company and have expressed their willingness to be re-appointed as auditors of the Company for the financial year ending 31 March 2025. The Board recommended that Messrs Ernst & Young PLT be re-appointed as auditors of the Company.

**5. Statement Accompanying Notice of AGM**

There is no individual standing for election as Director (excluding Directors standing for re-election) at the forthcoming 29<sup>th</sup> AGM of the Company.