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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 31st Annual General Meeting ("AGM") of Lingkaran Trans Kota Holdings Berhad ("LITRAK Holdings" or "Company") will be conducted virtually through online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia via its Vistra Share Registry and IPO (MY) portal ("Vistra SRMY Portal") at https://srmy.vistra.com, on Friday, 25 September 2026 at 3.30 p.m. for the purpose of transacting the following businesses:

1. To receive the Report of the Directors and the Audited Financial Statements of the Company for the financial year ended 31 March 2026 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 in accordance with Clause 100 of the Company's Constitution. **(Ordinary Resolution 1)**

3. To approve the payment of Director's fees of RM90,000 for the financial year ended 31 March 2026. **(Ordinary Resolution 2)**

4. To approve the payment of Director's benefits (excluding Director's fees) up to an amount of RM6,000 for the period from 25 September 2026 until the next AGM of the Company to be held in 2027 or the commencement of winding up of the Company, whichever is earlier. **(Ordinary Resolution 3)**

5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

As Special Businesses

To consider and if thought fit, to pass with or without modification(s), the following resolutions *(Please refer to the Circular to Shareholders ("Circular") dated 1 September 2026 for more information. All words and expressions used herein shall have the same meanings as defined in the Circular)*:

6. **PROPOSED WAIVER OF THE ENTITLEMENT TO THE REFUND OF THE BALANCE RETENTION SUM AMOUNTING TO RM8,405,224.00 WHICH IS CURRENTLY BEING RETAINED BY AMANAT LEBUHRAYA RAKYAT BERHAD ("ALR") PURSUANT TO THE SHARE SALE AND PURCHASE AGREEMENT ENTERED INTO BETWEEN ALR AND LINGKARAN TRANS KOTA HOLDINGS BERHAD DATED 5 AUGUST 2022 FOR THE DISPOSAL OF THE ENTIRE EQUITY INTEREST IN LINGKARAN TRANS KOTA SDN BHD TO ALR ("LITRAK SSPA")("PROPOSED WAIVER")** **(Ordinary Resolution 5)**

   "**THAT** subject to and conditional upon the passing of Special Resolution 1 and Special Resolution 2, approval be and is hereby given to the Company to accept the specific warranty claims brought by ALR against the Company under the LITRAK SSPA, pertaining to the request by the Malaysian Highway Authority for Lingkaran Trans Kota Sdn Bhd to pay the following land premium amounts pursuant to Section 81 of the National Land Code:

(i) RM1,000,693.00 in respect of Plot B6 (*Bangunan Kawalselia*) pursuant to the *Notis 5A* dated 15 August 2022;

(ii) RM3,011,429.00 in respect of Plot B9 (*Kompleks Gerai*) pursuant to the *Notis 5A* dated 24 December 2020; and

(iii) RM4,393,102.00 in respect of Plot B8 (*Stesen Minyak*) pursuant to the *Notis 5A* dated 24 December 2020.

(hereinafter collectively referred to as "**Remaining ALR Warranty Claims**")

THAT approval be and is hereby given to the Company to accept the Remaining ALR Warranty Claims, without the need to further pursue legal recourse and/or await any conclusive resolution.

THAT in accepting the Remaining ALR Warranty Claims, approval be and is hereby given to the Company to waive and forego the balance retention sum amounting RM8,405,224.00 which is currently being retained by ALR pursuant to the LITRAK SSPA.

AND THAT the Board be and is hereby authorised 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 Waiver, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings."

7. **PROPOSED CAPITAL REDUCTION AND REPAYMENT EXERCISE PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (THE "ACT") ("PROPOSED CAPITAL REDUCTION AND REPAYMENT")** **(Special Resolution 1)**

"**THAT** subject to and conditional upon the passing of Ordinary Resolution 5 and 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 LITRAK Holdings 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 LITRAK Holdings to undertake and effect the Proposed Capital Reduction and Repayment in the following manner:

(i) to increase the issued share capital of LITRAK Holdings by way of a bonus issue of 544,596,618 new ordinary shares in LITRAK Holdings ("**LITRAK Holdings Share(s)**")("**Bonus Shares**"), on the basis of one (1) new Bonus Share for every one (1) existing LITRAK Holdings Share, to be issued as fully paid-up shares to all shareholders of LITRAK Holdings whose names appear in the Record of Depositors and Register of Members of LITRAK Holdings on an entitlement date and time to be determined by the board of directors of LITRAK Holdings ("**Board**") in respect of the Proposed Capital Reduction and Repayment ("**Entitlement Date**") ("**Entitled Shareholders**"), by way of capitalising RM1,470,229.69 from the retained earnings of LITRAK Holdings, in order to increase the issued share capital of LITRAK Holdings from RM17,046,056.31 which comprises 544,596,618 LITRAK Holdings Shares to RM18,516,286.00 which comprises 1,089,193,236 LITRAK Holdings Shares, a level which is sufficient for the capital reduction ("**Proposed Bonus Issue**") **PROVIDED THAT** the Bonus Shares to be issued under the Proposed Bonus Issue will be cancelled immediately upon allotment to facilitate the implementation of the Proposed Capital Reduction and Repayment and will not be credited into the Central Depository System (CDS) accounts of the Entitled Shareholders or registered in the name of the Entitled Shareholders listed in the Register of Members of LITRAK Holdings;

(ii) immediately after the Proposed Bonus Issue, to effect the reduction of the entirety of the issued and paid-up share capital of LITRAK Holdings amounting to RM18,516,286.00 which comprises 1,089,193,236 LITRAK Holdings Shares, by the cancellation of:

(a) 544,596,618 LITRAK Holdings Shares held by the Entitled Shareholders for the capital repayment of RM18,516,286.00; and

(b) 544,596,618 Bonus Shares for nil consideration,

in the total sum of RM18,516,286.00; and

(iii) thereafter, upon the reduction of the issued and paid-up share capital of LITRAK Holdings and the cancellation of the LITRAK Holdings Shares as described in paragraph (i) and (ii) above taking effect, to undertake a capital repayment of RM0.034 in cash on a pro-rata basis for each LITRAK Holdings Share held by the Entitled Shareholders.

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 deal with any and all entitlements resulting in fractions of a sen that may arise in connection with the Proposed Capital Reduction and Repayment, where applicable and in the best interest of LITRAK Holdings;

(iii) 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;

(iv) 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;

(v) 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;

(vi) 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

(vii) 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.

AND THAT simultaneously with the Proposed Capital Reduction and Repayment taking effect, the Board be and is hereby authorised to allot and issue one (1) new LITRAK Holdings Share to a corporate advisory/secretarial services company or an individual to be identified by the Board at a total cash subscription price of RM1.00 only in order to comply with the requirements of the Act and facilitate the winding-up of the Company after the completion of the Proposed Capital Reduction and Repayment."

8. **PROPOSED AMENDMENT TO THE CONSTITUTION OF LINGKARAN TRANS KOTA HOLDINGS BERHAD ("PROPOSED AMENDMENT")** **(Special Resolution 2)**

"**THAT** subject to and conditional upon the passing of the Ordinary Resolution 5 and Special Resolution 1, and the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given for the Company to amend the constitution of the Company in the manner as set out below:

Clause no.	Existing clause	Proposed amendment to the existing clause
74	No business shall be transacted at general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall be a quorum. For the purposes of this Constitution, "member" includes a person attending as a proxy, personal representative or as representative of corporate which is a Member.	No business shall be transacted at general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. ~~**Save as herein otherwise provided, two (2) Members**~~ **<u>The quorum of Members shall be the minimum number of Member(s) as prescribed by the Act</u>.** For the purposes of this Constitution, "member" includes a person attending as a proxy, personal representative or as representative of corporate which is a Member.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendment with full power to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Amendment and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

9. 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
1 September 2026

Notes:

1. **Virtual AGM**

The 31st AGM of the Company will be conducted entirely through online meeting platform provided by Tricor via its Vistra SRMY Portal at https://srmy.vistra.com registered in Malaysia. 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 31st AGM, the Company shall obtain a General Meeting Record of Depositors as at **17 September 2026** 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 drop-in box located 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 Vistra SRMY Portal at https://srmy.vistra.com. 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 Act for discussion only. The statements do not require shareholders' approval and hence, will not be put forward for voting.

b. Ordinary 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 31st 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. Ordinary Resolutions 2 and 3 – Director's Fees and Benefits

Section 230(1) of the Act 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 31st AGM for payment of Director's fees and benefits to the Non-Executive Director under Resolutions 2 and 3 as follows:

(i) Ordinary Resolution 2 - Director's fees remains unchanged at RM90,000 for financial year ended 31 March 2026. The Board is of the view that the proposed payment is reflective of the sole Independent Non-Executive Director's responsibilities and performances during the financial year ended 31 March 2026.

(ii) Ordinary Resolution 3 – Director's benefits which comprise solely of meeting allowances to the Non-Executive Director, estimated at RM6,000 for the period from 25 September 2026 until the next AGM of the Company to be held in 2027 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.

d. Ordinary Resolution 4 – Re-appointment of Auditors

Messrs Ernst & Young PLT shall be retiring at the forthcoming 31st 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 2027. The Board recommended that Messrs Ernst & Young PLT be re-appointed as auditors of the Company.

e. Ordinary Resolution 5, Special Resolution 1 and Special Resolution 2

Kindly refer to the Circular to Shareholders dated 1 September 2026 for more information.

5. Statement Accompanying Notice of AGM

There is no individual standing for election as Director (excluding Director standing for re-election) at the forthcoming 31st AGM of the Company.