

**THIS NOTIFICATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you have sold or transferred all your ordinary shares in LTKM Berhad, you should at once hand this Notification to the purchaser or stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

If you are in any doubt as to the action to be taken or may require advice in relation to the Offer (as defined herein), please consult your stockbroker, solicitor, accountant, bank manager or other professional advisers immediately.

Bursa Malaysia Securities Berhad has not perused the contents of this Notification prior to its issuance and hence, takes no responsibility for the contents of this Notification, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notification.

**THIS NOTIFICATION IS FOR YOUR INFORMATION ONLY. NO ACTION IS REQUIRED TO BE TAKEN.**



**LTKM BERHAD**

(Company No.: 442942-H)

(Incorporated in Malaysia)

**NOTIFICATION TO THE SHAREHOLDERS OF LTKM BERHAD**

**IN RELATION TO THE RECEIPT OF  
NOTICE OF CONDITIONAL VOLUNTARY TAKE-OVER OFFER  
DATED 22 JULY 2019**

**FROM AMINVESTMENT BANK BERHAD  
ACTING ON BEHALF OF**

**LADANG TERNAKAN KELANG SDN BERHAD, DATUK TAN KOK, DATIN LIM HOOI TIN,  
YBJ CAPITAL SDN BHD, TAN YEE BOON, TAN CHEE HUEY AND TAN YEE SIONG**



(Company No.: 442942-H)  
(Incorporated in Malaysia)

**Registered Address:**

Unit 07-02, Level 7, Persoft Tower  
6B Persiaran Tropicana  
Tropicana Golf & Country Resort  
47410 Petaling Jaya  
Selangor Darul Ehsan

29 July 2019

**Board of Directors**

Datuk Ir. Kamarudin bin Md Derom (*Chairman, Independent Non-Executive Director*)

Datuk Tan Kok (*Managing Director*)

Tan Chee Huey (*Executive Director*)

Datin Lim Hooi Tin (*Non-Independent Non-Executive Director*)

Ooi Hoy Bee @ Ooi Hooi Bee (*Independent Non-Executive Director*)

Tan Kah Poh (*Independent Non-Executive Director*)

Goh Kean Hoe (*Independent Non-Executive Director*)

**To: The Shareholders of LTKM Berhad**

Dear Sir/Madam

**LTKM BERHAD (“LTKM” OR THE “COMPANY”)**

**RECEIPT OF NOTICE OF CONDITIONAL VOLUNTARY TAKE-OVER OFFER DATED 22 JULY 2019 FROM AMINVESTMENT BANK BERHAD (“AMINVESTMENT BANK”) ACTING ON BEHALF OF LADANG TERNAKAN KELANG SDN BERHAD, DATUK TAN KOK, DATIN LIM HOOI TIN, YBJ CAPITAL SDN BHD, TAN YEE BOON, TAN CHEE HUEY AND TAN YEE SIONG (COLLECTIVELY THE “JOINT OFFERORS”) (“NOTICE”)**

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**1. INTRODUCTION**

AmInvestment Bank had on, 22 July 2019, on behalf of the Joint Offerors, served the Notice to the Board of Directors of LTKM (“**Board**”) to notify them of the Joint Offerors’ intention to undertake a conditional voluntary take-over offer to acquire:-

- (i) all the remaining 41,292,984 ordinary shares in LTKM (“**LTKM Shares**”) not already held by the Joint Offerors, representing approximately 31.74% of the total number of issued LTKM Shares as at the date of the Notice; and

- (ii) any new LTKM Shares that may be issued and allotted prior to the closing date of the offer arising from the exercise of outstanding option under the employees' share option scheme in LTKM,

(collectively, the “**Offer Shares**”)

for a cash consideration of RM1.35 per Offer Share (“**Offer**”).

As at the date of this Notification, the Joint Offerors collectively hold 88,811,022 LTKM Shares, representing approximately 68.26% of the total number of issued LTKM Shares.

As set out in the Notice, there is no ultimate offeror for the Offer. As at the date of the Notice, the persons acting in concert with the Joint Offerors (*in accordance with Sections 216(2) and 216(3) of the Capital Markets and Services Act, 2007*), that hold LTKM Shares are as follows:-

- (i) Tan Chong @ Tan Chin Lok, being a sibling of Datuk Tan Kok;
- (ii) Lim Keng Huat @ Lim Kian Hua, being a sibling of Datin Lim Hooi Tin;
- (iii) Fua Gua Song, being the spouse of Lim Keng Huat @ Lim Kian Hua;
- (iv) Loh Wei Ling, being the spouse of Tan Yee Siong;
- (v) Wee Siyu Kee, being the mother of Tan Chee Huey; and
- (vi) Tan Chee Kiat, being a sibling of Tan Chee Huey.

In accordance with Paragraph 3.06 of the Rules on Take-overs, Mergers and Compulsory Acquisitions (“**Rules**”), the Board has on 22 July 2019 resolved to appoint Mercury Securities Sdn Bhd as the independent adviser to provide comments, opinions, information and recommendation on the Offer to the non-interested Directors and the holders of the Offer Shares.

Datuk Tan Kok (Managing Director), Datin Lim Hooi Tin (Non-Independent Non-Executive Director) and Tan Chee Huey (Executive Director) are deemed interested in the Offer and accordingly, have abstained and will continue to abstain from all deliberations and decisions of the Board in relation to the Offer.

## 2. **CONDITION OF THE OFFER**

The Offer is conditional upon the Joint Offerors having received, on or before the closing date, valid acceptances in respect of the Offer Shares (*provided that such acceptances are not, where permitted, subsequently withdrawn*), which would result in the Joint Offerors holding in aggregate 90% or more of the voting shares in LTKM (*including LTKM Shares that have already been acquired, held or entitled to be acquired or held by the Joint Offerors*) (“**Acceptance Condition**”).

The Acceptance Condition shall be fulfilled on or before the closing date, failing which the Offer will cease to be capable of further acceptance and all acceptances shall be returned to the accepting holders and the Joint Offerors will thereafter cease to be bound by any such prior acceptances of the Offer.

## 3. **APPOINTMENT OF INDEPENDENT ADVISER**

In accordance with Paragraph 3.06 of the Rules, Mercury Securities Sdn Bhd has been appointed to act as the independent adviser to provide comments, opinions, information and recommendation on the Offer in an independent advice circular to be issued (“**Independent Advice Circular**”).

#### 4. DOCUMENTS RELATING TO THE OFFER

The purpose of this Notification is to inform you of the Offer and a copy of the Notice is enclosed herewith for your information. **You should note that this Notification does not constitute an offer.**

The document outlining the terms and conditions of the Offer ("**Offer Document**") together with the accompanying forms of acceptance and transfer will be despatched to you within 21 days from the date of the Notice or any extended period of time as may be directed or permitted by the Securities Commission Malaysia ("**SC**").

The Independent Advice Circular containing, among others, the recommendation of the independent adviser in relation to the Offer, will be despatched to you within 10 days from the date of despatch of the Offer Document or any later date as may be approved by the SC.

All communications, notices, documents and payments to be delivered or sent to you (*or your designated agent(s), as you may direct*) will be despatched by ordinary mail to your registered Malaysian address last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") at your own risk. Non-resident shareholders with no registered Malaysian address maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address.

#### 5. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved this Notification and they jointly and severally accept full responsibility for the accuracy of the information contained in this Notification and confirmed, having made all reasonable enquiries, that to the best of their knowledge, there are no false or misleading statements or other facts not contained in this Notification, the omission of which would make any statement in this Notification false or misleading.

**YOU ARE ADVISED NOT TO TAKE ANY ACTION WHICH MAY BE PREJUDICIAL TO YOUR INTERESTS BUT TO READ THE OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR CAREFULLY BEFORE TAKING ANY ACTION(S) IN RELATION TO THE OFFER SHARES.**

Yours faithfully  
For and on behalf of the Board of Directors of  
**LTKM BERHAD**

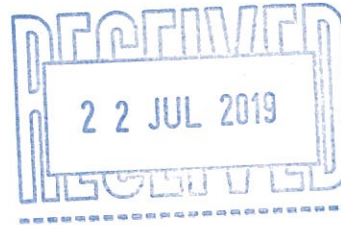
**Datuk Ir. Kamarudin bin Md Derom**  
Chairman, Independent Non-Executive Director

**NOTICE OF CONDITIONAL VOLUNTARY TAKE-OVER OFFER  
DATED 22 JULY 2019 FROM AMINVESTMENT BANK BERHAD  
ACTING ON BEHALF OF THE JOINT OFFERORS**



22 July 2019

The Board of Directors  
**LTKM Berhad**  
Unit 07-02, Level 7, Persoft Tower  
6B Persiaran Tropicana  
Tropicana Golf & Country Resort  
47410 Petaling Jaya  
Selangor Darul Ehsan



Dear Sirs,

**LTKM BERHAD (“LTKM” OR “OFFEREE”)**

**NOTICE OF CONDITIONAL VOLUNTARY TAKE-OVER OFFER (“NOTICE”)**

## 1. INTRODUCTION

1.1 On behalf of Ladang Temakan Kelang Sdn Berhad (“**LTKSB**”), Datuk Tan Kok, Datin Lim Hooi Tin, YBJ Capital Sdn Bhd (“**YBJ Capital**”), Tan Yee Boon, Tan Chee Huey and Tan Yee Siong, (collectively referred to as, the “**Joint Offerors**”), AmInvestment Bank Berhad (“**AmInvestment Bank**”) wishes to notify the Board of Directors of LTKM (“**Board**”) of the Joint Offerors’ intention to undertake a conditional voluntary take-over offer to acquire the following:

- (i) all the remaining 41,292,984 ordinary shares in LTKM (“**LTKM Shares**”) not already held by the Joint Offerors, representing approximately 31.74% of the total number of issued LTKM Shares as at the date of this Notice; and
- (ii) any new LTKM Shares that may be issued and allotted prior to the closing date of the offer arising from the exercise of outstanding option under the employees’ share option scheme in LTKM (“**ESOS Option(s)**”),

(collectively known as the “**Offer Shares**”)

for a cash consideration of RM1.35 per Offer Share (“**Offer Price**”) (“**Offer**”).

As at the date of this Notice, the Joint Offerors collectively hold 88,811,022 LTKM Shares, representing approximately 68.26% of the total number of issued LTKM Shares.

1.2 There is no ultimate offeror for this Offer. As at the date of this Notice, the persons acting in concert with the Joint Offerors (“**PACs**”) (in accordance with Sections 216 (2) and (3) of the Capital Markets and Services Act 2007 (“**CMSA**”)), that hold LTKM Shares are as follows:

- (i) Tan Chong @ Tan Chin Lok, being a sibling of Datuk Tan Kok;
- (ii) Lim Keng Huat @ Lim Kian Hua, being a sibling of Datin Lim Hooi Tin;
- (iii) Fua Gua Song, being the spouse of Lim Keng Huat @ Lim Kian Hua;
- (iv) Loh Wei Ling, being the spouse of Tan Yee Siong;
- (v) Wee Siyu Kee, being the mother of Tan Chee Huey; and
- (vi) Tan Chee Kiat, being a sibling of Tan Chee Huey.

The details of the shareholdings of the Joint Offerors and the PACs in LTKM are set out in Section 8 of this Notice.

## 2. THE OFFER

On behalf of the Joint Offerors, AmlInvestment Bank hereby serves this Notice on the Board in accordance with Paragraph 9.10(1) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions ("**Rules**") to acquire the Offer Shares for a cash consideration of **RM1.35** per Offer Share, subject to the adjustment as set out in Section 4.1 below, if applicable.

The Offer will be made to each existing holder of the Offer Shares ("**Holder(s)**") equally and for all the Offer Shares in accordance with the terms and conditions of the Offer as set out in Section 4 of this Notice and to be set out in a document outlining the terms and conditions of the Offer ("**Offer Document**").

To accept the Offer, the Holders will have to refer to the procedures for acceptance which will be set out in the Offer Document, together with the accompanying form of acceptance and transfer ("**Form of Acceptance and Transfer**"). These documents will be despatched to all Holders in due course, subject to the notification from the Securities Commission Malaysia ("**SC**") that it has no further comments on the Offer Document.

## 3. INFORMATION ON THE JOINT OFFERORS

### 3.1 Information on the LTKSB

LTKSB was incorporated in Malaysia under the then Companies Act 1965 (deemed incorporated in Malaysia under the Companies Act 2016 ("**Act**")) on 19 March 1976 as a private limited company. LTKSB is an investment holding company. The subsidiaries of LTKSB are principally engaged in the business activities of production and sales of chicken eggs and chicken, extraction and sale of sand, oil palm cultivation, property development and investment property holding, manufacturing and sale of organic fertilisers and provision of management services.

The issued share capital of LTKSB as at the date of this Notice is RM16,156,800 comprising 16,156,800 ordinary shares in LTKSB ("**LTKSB Shares**").

As at the date of this Notice, the directors and shareholders of LTKSB and their respective shareholdings in LTKSB are as follows:

<b>Name</b>	<b>Direct</b>		<b>Indirect</b>	
	<b>Number of LTKSB Shares</b>	<b>%</b>	<b>Number of LTKSB Shares</b>	<b>%</b>
Datuk Tan Kok	12,117,600	75.00	-	-
Datin Lim Hooi Tin	4,039,200	25.00	-	-

### 3.2 Information on Datuk Tan Kok

Datuk Tan Kok, Malaysian, aged 68, is the Managing Director of LTKM and was appointed to the Board on 23 December 1999. He has more than 40 years of experience in the poultry sector, particularly in layer farming. He participated actively in the development of the layer industry and was previously appointed as the Chairman of the Sub-Committee of Layer Division of the Selangor Livestock Farmers' Association. Currently, he is a Committee Member of the Selangor Livestock Farmers' Association.

### 3.3 Information on Datin Lim Hooi Tin

Datin Lim Hooi Tin, Malaysian, aged 67, is a Non-Independent Non-Executive Director of LTKM and was appointed to the Board on 23 December 1999. She has wide experience in the administration and management of layer farm.

### 3.4 Information on YBJ Capital

YBJ Capital was incorporated as a private limited company in Malaysia under the then Companies Act 1965 (deemed incorporated in Malaysia under the Act) on 23 December 2011. YBJ Capital is an investment holding company.

The issued share capital of YBJ Capital as at the LPD is RM1,000 comprising 1,000 ordinary shares in YBJ Capital.

As at the date of this Notice, the directors and shareholders of YBJ Capital and their respective shareholdings are as follows:

Name	Direct		Indirect	
	Number of YBJ Capital Shares	%	Number of YBJ Capital Shares	%
Tan Yee Boon	600	60.00	-	-
Tan Chee Huey	400	40.00	-	-

### 3.5 Tan Yee Boon

Tan Yee Boon, Malaysian, aged 41, is a Director of LTK Omega Plus Sdn Bhd, a wholly owned subsidiary of LTKM. He has over 15 years of experience in the poultry sector.

### 3.6 Tan Chee Huey

Tan Chee Huey, Malaysian, aged 39, is an Executive Director of LTKM and was appointed to the Board on 24 February 2016. She graduated with a degree in Nutrition and Community Health (Hons.) from University of Putra Malaysia. Prior to joining LTKM, she was a Nutritionist in Mead Johnson Nutrition (Malaysia) Sdn Bhd. She joined the Group in 2007 and was later promoted to be the Corporate Affairs Manager of LTKM. She is also involved in the management of the poultry operation.

### 3.7 Tan Yee Siong

Tan Yee Siong, Malaysian, aged 37, is a key account manager of LTK (Melaka) Sdn Bhd, a wholly owned subsidiary of LTKM. He has over 10 years of experience in the poultry sector.

Please refer to Section 8 of this Notice for the shareholdings of the Joint Offerors in LTKM.



#### 4. TERMS AND CONDITIONS OF THE OFFER

The principal terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the SC, are as follows:

##### 4.1 Consideration for the Offer Shares

The consideration for the Offer Shares of RM1.35 per Offer Share shall be satisfied wholly in cash.

Save for the Dividend (as defined below), if LTKM declares, makes and/or pays any further dividend and/or other distribution of any nature whatsoever ("**Distribution**") on or after the date of this Notice, but prior to the Closing Date (as defined in Section 4.5(a) of this Notice) of the Offer and the Holders are entitled to retain such Distribution, the Offer Price shall be reduced by an amount equivalent to the net Distribution per LTKM Share which such Holders are entitled to retain.

Holdes should take note that the Board had on 3 July 2019, resolved to recommend a final dividend of 1.0 sen per LTKM Share for the financial year ended 31 March 2019 ("**Dividend**"), subject to the approval of shareholders of LTKM at the forthcoming 22<sup>nd</sup> Annual General Meeting of LTKM. The entitlement date for the Dividend will be determined and announced by the Board at a later date ("**Entitlement Date**"). For avoidance of doubt, no adjustment will be made to the Offer Price in respect of the Dividend.

Holdes may accept the Offer in respect of all or any part of their Offer Shares. Where applicable, the Joint Offerors will not pay fractions of a sen to the Holdes who accept the Offer ("**Accepting Holdes**"). Entitlements to the cash payment will be rounded down to the nearest whole sen.

The Offer Price represents a premium to the following last transacted price and volume weighted average market prices ("**VWAP**") of LTKM Shares:

		<u>Price</u>	<u>Premium</u>	
		<u>(RM)</u>	<u>(RM)</u>	<u>(%)</u>
(i)	Last transacted price of LTKM Shares on 18 July 2019, being the last full trading day prior to the date of this Notice (" <b>LTD</b> ")	1.1100	0.2400	21.62
(ii)	5-day VWAP of LTKM Shares up to and including the LTD	1.0564	0.2936	27.79
(iii)	1-month VWAP of LTKM Shares up to and including the LTD	1.0326	0.3174	30.74
(iv)	3-month VWAP of LTKM Shares up to and including the LTD	1.1491	0.2009	17.48
(v)	6-month VWAP of LTKM Shares up to and including the LTD	1.2086	0.1414	11.70
(vi)	12-month VWAP of LTKM Shares up to and including the LTD	1.1587	0.1913	16.51

(Source: Bloomberg)

#### 4.2 Condition of the Offer

The Offer is conditional upon the Joint Offerors having received, on or before the Closing Date, valid acceptances in respect of the Offer Shares (provided that such acceptances are not, where permitted, subsequently withdrawn), which would result in the Joint Offerors holding in aggregate 90% or more of the voting shares in LTKM (including LTKM Shares that have already been acquired, held or entitled to be acquired or held by the Joint Offerors) ("**Acceptance Condition**").

The Acceptance Condition shall be fulfilled on or before the Closing Date, failing which the Offer will cease to be capable of further acceptance and all acceptances shall be returned to the Accepting Holders, and the Joint Offerors will thereafter cease to be bound by any such prior acceptances of the Offer.

#### 4.3 Despatch of the Offer Document

Pursuant to provisions of the Rules, unless otherwise directed or permitted by the SC to defer in doing so, the Offer will be made by posting the Offer Document on a date falling within 21 days from the date of this Notice ("**Posting Date**"). An application for an extension of time will be made to the SC if the Posting Date is expected to be deferred beyond the requisite 21 days.

Subject to Section 4.11 of this Notice, the Offer Document will be posted to the Board and Holders whose names appear on the record of depositors of LTKM as at the latest practicable date prior to the Posting Date.

For the avoidance of doubt, the Offer Document will only be posted to the non-resident Holders who have their registered address in Malaysia last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**").

#### 4.4 Warranties

The Offer Shares are to be acquired by the Joint Offerors subject to receipt of an acceptance of the Offer by a Holder in accordance with the terms and conditions of the Offer Document, where such acceptance will be deemed by the Joint Offerors to be valid and complete in all respect ("**Valid Acceptance**"). The Valid Acceptance will be deemed to constitute an irrevocable and unconditional warranty by Accepting Holder that the Offer Shares, to which such Valid Acceptance relates, are sold:

- (a) free from any moratoriums, claims, charges, liens, pledges, encumbrances, options, rights of pre-emption, third party rights and equities from the date of Valid Acceptance; and
- (b) together with all rights, benefits and entitlements attached thereto, including the right to all dividends, rights, allotments and/or distributions declared, paid or made on or after the date of the Notice.

#### 4.5 Duration of the Offer

- (a) The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) for at least 21 days after the Posting Date ("**First Closing Date**") or such later date(s) as the Joint Offerors may decide and as may be announced by AmInvestment Bank on behalf of the Joint Offerors, at least two (2) days before the closing date of the Offer ("**Closing Date**"), unless the Joint Offerors withdraw the Offer with the SC's written approval and in such event every person shall be released from any obligation incurred under the Offer.

- (b) If the Offer is revised after the Posting Date, it will remain open for acceptances for at least 14 days from the date of posting of the written notification of the revision to the Holders. Where the terms revised, the benefits of the revised Offer will be made available to the Holders who have previously accepted the Offer.

The Joint Offerors may not revise the Offer after the 46<sup>th</sup> day from the Posting Date.

- (c) Where the Offer has become or is declared unconditional as to acceptances on a day falling on or before the 46<sup>th</sup> day from the Posting Date, the Offer will remain open for acceptances for at least 14 days from the date on which the Offer becomes and is declared unconditional, which shall, in any event, be no later than the 60<sup>th</sup> day from the Posting Date.
- (d) Where the Offer has become or is declared unconditional as to acceptances on any day after the 46<sup>th</sup> day from the Posting Date, the Offer will remain open for acceptances for at least 14 days from the date on which the Offer becomes and is declared unconditional which shall, in any event, be no later than the 74<sup>th</sup> day from the Posting Date.

Notwithstanding the above, the Offer shall be deemed to be closed prior to the expiry date as stated in the Offer Document when:

- (i) the Joint Offerors receive valid acceptance amounting to all of the Offer Shares;
  - (ii) the Offer is no longer subject to any condition; and
  - (iii) the Joint Offerors have made an announcement under Section 4.9(a) of this Notice.
- (e) Any extension of the date and time for acceptance of the Offer by the Joint Offerors will be announced by AmlInvestment Bank, on behalf of the Joint Offerors, at least 2 days before the Closing Date. Such announcement will state the next closing date of the Offer. Notice of such extension will be posted to the Holders accordingly.
  - (f) Where a competing take-over offer is made anytime between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date of which the offer document of the competing take-over offer was posted.

#### **4.6 Rights of withdrawal by an Accepting Holder**

- (a) All Valid Acceptances of the Offer by an Accepting Holder **SHALL BE IRREVOCABLE**. However, an Accepting Holder is entitled to withdraw his/her or its acceptance in the following circumstances:
  - (i) if the Joint Offerors fail to comply with any of the requirements set out in Section 4.9(a) of this Notice by the close of trading on Bursa Malaysia Securities Berhad ("**Bursa Securities**") on the market day following the day on which the Offer is closed, or becomes or is declared unconditional, or revised or extended; or

- (ii) an Accepting Holder is entitled to withdraw his/her or its acceptance after 21 days from the First Closing Date unless prior to such withdrawal, the Offer has become or is declared unconditional as to the Acceptance Condition.
- (b) Notwithstanding Section 4.6(a)(i) of this Notice, the SC may terminate the right of withdrawal not less than 8 days from:
  - (i) the date of which the Joint Offerors complying with the requirements set out in Section 4.9(a) of this Notice; and
  - (ii) the Joint Offerors confirming, if such is the case, that the Offer is still unconditional as to the Acceptance Condition by way of press notice and to the SC in writing.
- (c) However, the rights of any Holder who has already withdrawn his/her or its acceptance under Section 4.6(a) above shall not be prejudiced by the termination of such right of withdrawal by the SC.

#### **4.7 Withdrawal of the Offer by the Joint Offerors**

The Joint Offerors can only withdraw the Offer with the prior written consent of the SC. In such event, every person will be released from all obligations incurred under the Offer.

#### **4.8 Method of settlement**

Save for the Joint Offerors' rights to reduce the Offer Price as set out in Section 4.1 of this Notice and except with the consent of the SC, the Joint Offerors will settle the consideration in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counter claim or other analogous rights to which the Joint Offerors may be entitled against the Accepting Holder. This, however, is without prejudice to the Joint Offerors' rights to make any claim against the Accepting Holder after such full settlement in respect of a breach of any of the warranties set out in Section 4.4 of this Notice.

Where there are Valid Acceptances, the settlement for the Offer Shares to which such acceptance(s) relate will be effected through remittance in the form of cheque, banker's draft or cashier's order which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at the Accepting Holders' registered Malaysian address last maintained with Bursa Depository at their own risk within 10 days from:

- (a) the date the Offer becomes or is declared wholly unconditional, if the Valid Acceptances are received during the period when the Offer is still conditional; or
- (b) the date of the Valid Acceptances, if the Valid Acceptances are received during the period after the Offer is or has become or has been declared wholly unconditional.

This is provided that all such acceptances are deemed by the Joint Offerors to be complete and valid in all respects in accordance with the terms and conditions set out in the Offer Document.

#### **4.9 Announcement of acceptances**

- (a) The Joint Offerors will inform the SC in writing and make an announcement by way of a press notice before 9.00 a.m. (Malaysian time) on the market day following the day on which the Offer is due to close, or becomes or is declared unconditional, or is revised or extended, of the following information:
  - (i) the position of the Offer, i.e., whether the Offer is closed, becomes or is being declared unconditional as to the Acceptance Condition, revised or extended; and
  - (ii) the total number of Offer Shares (together with the percentage of total number of the Offer Shares represented by such numbers):
    - (a) for which Valid Acceptances of the Offer have been received;
    - (b) held by the Joint Offerors as at the Posting Date; and
    - (c) acquired or agreed to be acquired by the Joint Offerors during the offer period, or the date in which the Offer lapses or is withdrawn but after the Posting Date,
- (b) In computing the acceptances of Offer Shares for announcement purposes, the Joint Offerors may include or exclude acceptances which are not in order in all respects or which are subject to verification.
- (c) References to the making of an announcement or the giving of notice by the Joint Offerors shall include:
  - (i) the release of an announcement by AnInvestment Bank or the Joint Offerors' advertising agent(s) to the press; or
  - (ii) the delivery of or transmission by facsimile or Bursa LINK of an announcement to Bursa Securities.
- (d) An announcement made otherwise than to Bursa Securities shall be notified simultaneously to Bursa Securities, if applicable.

#### **4.10 Purchases in the open market**

Should the Joint Offerors or any of the PACs purchase or agree to purchase any of the Offer Shares during the offer period at a consideration that is higher than the Offer Price, the Joint Offerors shall increase the Offer Price to an amount not less than the highest price (excluding stamp duty and commission) of the Offer Shares paid or agreed to be paid by the Joint Offerors or any of the PACs for the Offer Shares during the offer period. In the event the Joint Offerors increase the Offer Price, Holders who have accepted the Offer prior to the revision in the Offer Price will be paid the revised offer price in cash.

#### 4.11 General

- (a) All communications, notices, documents and payments to be delivered or sent to the Holders (or their designated agent(s), as they may direct) will be despatched by ordinary mail to their registered Malaysian address last maintained with Bursa Depository at their own risk. Non-Resident Holders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notice and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address. In any event, the Offer Document shall be made available on the website of Bursa Securities at [www.bursamalaysia.com](http://www.bursamalaysia.com) upon issuance.
- (b) Unless the contrary is proven, the delivery of the communication, notice, document or payment shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail, as applicable, the communications, notice, document or payment and shall be presumed to have been effected at the time when the documents would have been delivered in the ordinary course of the mail.
- (c) The Offer and all Valid Acceptances received will be construed under and governed by the laws of Malaysia. The courts of Malaysia will have exclusive jurisdiction in respect of any proceedings brought in relation to the Offer.
- (d) The acceptance of a Holder shall not exceed the total holding of his/her or its Offer Shares, failing which the Joint Offerors have the right to treat such acceptances as invalid. Nevertheless, the Joint Offerors also reserve the right to treat any acceptance of a Holder exceeding his/her or its total holding of the Offer Shares as valid for and to the extent of his/her or its total holding of the Offer Shares.
- (e) The Form of Acceptance and Transfer accompanying the Offer Document will contain the following:
  - (i) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Joint Offerors or its appointed nominee(s) (if any);
  - (ii) instructions to complete the Form of Acceptance and Transfer; and
  - (iii) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Joint Offerors or its appointed nominee(s), (if any).No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.
- (f) All costs and expenses of or incidental to the preparation and posting of this Offer Document (other than professional fees and other costs relating to the Offer incurred by LTKM) will be borne by the Joint Offerors. Malaysian stamp duty and Malaysian transfer fees, if any, resulting from the Valid Acceptances will also be borne by the Joint Offerors. Accepting Holders will, however, bear all costs and expenses incidental to their acceptance of the Offer other than the aforesaid costs, expenses, stamp duty and transfer fees to be borne by the Joint Offerors. For the avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in a jurisdiction outside Malaysia or payment of any levy for the repatriation of capital or income tax shall not be borne by the Joint Offerors.
- (g) Accidental omission to despatch the Offer Document and the Form of Acceptance and Transfer to any Holder shall not invalidate the Offer in any way.

## 5. COMPULSORY ACQUISITION AND RIGHTS OF DISSENTING SHAREHOLDERS

### 5.1 Compulsory Acquisition

Section 222(1) of the CMSA provides that where the offeror:

- (a) has made a take-over offer for all the shares or all the shares in any particular class in an offeree; and
- (b) has received acceptances of not less than nine-tenths (9/10) in the nominal value of the offer shares.

the offeror may, within 4 months of the date of the take-over offer, acquire the remaining shares or remaining shares in any particular class in the offeree, by issuing a notice in the form or manner specified by the SC to such effect, to all dissenting shareholders provided that the notice:

- (a) is issued within 2 months from the date of achieving the conditions under Sections 221(1)(a) and 221(1)(b) of the CMSA; and
- (b) is accompanied by a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

Section 222(1A) of the CMSA provides that for the purpose of Section 222(1)(b) of the CMSA, the acceptances shall not include shares already held at the date of the take-over offer by the offeror or persons acting in concert.

In the event the Joint Offerors receive Valid Acceptances from the Holders of nine-tenths (9/10) in the nominal value of the LTKM Shares (excluding the LTKM Shares held by the Joint Offerors and the PACs as at the date of the Offer) on or before the Closing Date, **the Joint Offerors intend to invoke the provisions of Section 222(1) of the CMSA, subject to Section 224 of the CMSA, to compulsorily acquire any outstanding Offer Shares from the Holders who do not accept the Offer (“Dissenting Holders”)**. In such event, the Joint Offerors will not maintain the listing status of LTKM and necessary steps will thereafter be taken to de-list LTKM from the Official List of Bursa Securities. For the avoidance of doubt, in the event the Joint Offerors invoke the provision of Section 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares from the Dissenting Holders, for which acceptances have not been received, the settlement of the consideration for the remaining Offer Shares shall be fully satisfied in cash which is equivalent to the Offer Price on the same terms as set out in this Offer Document.

In accordance with Section 224(1) of the CMSA, where a notice is given under Section 222(1) of the CMSA, the court may, on an application made by any Dissenting Holder within 1 month from the date on which the notice was given, order that the Joint Offerors shall not be entitled and shall not be bound to acquire the shares of such Dissenting Holder, or specify terms of acquisition that are different from the terms of the Offer.

## 5.2 Rights of Dissenting Shareholders

Notwithstanding the above and subject to Section 224 of the CMSA, Section 223 of the CMSA provides that if the Joint Offerors receive Valid Acceptances resulting in the Joint Offerors holding not less than nine-tenths (9/10) in the value of all the shares in LTKM on or before the Closing Date, a Dissenting Shareholder may exercise his/her or its rights under Section 223(1) of the CMSA, by serving a notice on the Joint Offerors to require the Joint Offerors to acquire his/her or its Offer Shares on the same terms as set out in the Offer Document or such other terms as may be agreed between the Joint Offerors and such Dissenting Holder.

If a Dissenting Holder invokes the provisions of Section 223(1) of the CMSA, the Joint Offerors shall acquire such Offer Shares in accordance with the provisions of the CMSA, subject to the provisions of Section 224 of the CMSA. In accordance with Section 224(3) of the CMSA, when a Dissenting Shareholder exercises his/her or its rights under Section 223(1) of the CMSA, the court may, on an application made by such Dissenting Shareholder or by the Joint Offerors, order that the terms on which the Joint Offerors shall acquire such Offer Shares shall be as the court thinks fit.

Section 223(2) of the CMSA requires the Joint Offerors to give the Dissenting Holders a notice in the manner specified by the SC of the rights exercisable by the Dissenting Holders under Section 223(1) of the CMSA ("**Notice to Dissenting Holders**"), within 1 month of the time of the Joint Offerors having acquired not less than nine-tenths (9/10) in the value of all the shares in LTKM. A Notice to the Dissenting Holders under Section 223(2) of the CMSA may specify the period for the exercise of the rights of the Dissenting Holders and in any event, such period shall not be less than 3 months after the Closing Date.

## 6. LISTING STATUS OF LTKM

Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirement**") states that a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders ("**Public Spread Requirement**"). Bursa Securities may accept a percentage lower than 25% of the total number of listed shares (excluding treasury shares) if it is satisfied that such lower percentage is sufficient for a liquid market of such shares. In addition, a listed issuer may withdraw its listing from the Official List pursuant to the Paragraph 16.07 of the Listing Requirements, whereby in relation to a take-over offer under the Take-Overs and Mergers Code, upon 90% or more of its listed shares (excluding treasury shares) being held by a shareholder, either individually or jointly with associates of the said shareholder.

A listed issuer that fails to maintain the Public Spread Requirement may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. Where no extension of time is granted by Bursa Securities, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and may, at its discretion, suspend trading in the securities of the listed issuer pursuant to Paragraph 16.02(1) of the Listing Requirements. Notwithstanding this, the non-compliance of the Public Spread Requirement would not automatically result in the delisting of LTKM from the Official List of Bursa Securities.



In relation to a take-over offer for the acquisition of the listed shares of a listed issuer pursuant to the Rules, upon 90% or more of the listed shares (excluding treasury shares) of the said listed issuer being held by a shareholder either individually or jointly with associates of the shareholder, an immediate announcement must be made by the listed issuer pursuant to Paragraph 9.19(48) of the Listing Requirements. Upon such immediate announcement, Bursa Securities shall, in the case where the listed issuer does not intend to maintain the listing status, suspend the trading in the listed issuer's securities immediately upon the expiry of 5 market days from the close of the offer period.

**The Joint Offerors do not intend to maintain the listing status of LTKM on the Main Market of Bursa Securities.** Accordingly, in the event that the Joint Offerors receive Valid Acceptances resulting in the Joint Offerors holding in aggregate 90% or more of the listed shares of LTKM (excluding treasury shares), an immediate announcement will be made by LTKM. Upon such announcement, Bursa Securities shall suspend the trading in LTKM Shares immediately upon expiry of 5 market days from the close of the offer period. Thereafter, the Joint Offerors will procure LTKM to take the requisite steps to withdraw its listing status from the official list of Bursa Securities in accordance with Chapter 16 of the Listing Requirements. If the de-listing of LTKM is successful, LTKM Shares will no longer be traded on the Main Market of Bursa Securities.

#### **7. FINANCIAL RESOURCES OF THE JOINT OFFERORS**

The Joint Offerors have confirmed that it has sufficient financial resources to satisfy full acceptance of the Offer. The Joint Offerors have also confirmed that the Offer would not fail due to insufficient financial capability, and that every Holder who wishes to accept the Offer will be paid in full by way of cash.

AmInvestment Bank confirmed that the Joint Offerors have sufficient financial resources to satisfy full acceptance of the Offer. AmInvestment Bank has also confirmed that the Offer will not fail due to insufficient financial capability of the Joint Offerors, and that every Holder who wishes to accept the Offer will be paid in full by cash.

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## 8. DISCLOSURE OF INTERESTS IN LTKM

In accordance with Paragraphs 9.10(3)(d) and 9.10(3)(e) of the Rules, the Joint Offerors and the PACs hereby disclose that as at the date of this Notice:

(a) the shareholdings of the Joint Offerors and the PACs in LTKM are as follows:

Name	Direct		Indirect	
	No. of LTKM Shares	%	No. of LTKM Shares	%
<b>Joint Offerors</b>				
LTKSB	79,785,006	61.32	-	-
Datuk Tan Kok	3,458,116	2.66	<sup>(i)</sup> 84,440,906	64.90
Datin Lim Hooi Tin	600,000	0.46	<sup>(ii)</sup> 84,440,906	64.90
YBJ Capital	2,657,000	2.04	-	-
Tan Yee Boon	1,506,900	1.16	<sup>(iii)</sup> 2,657,000	2.04
Tan Yee Siong	492,000	0.38	<sup>(iv)</sup> 12,000	0.01
Tan Chee Huey	312,000	0.24	<sup>(v)</sup> 4,163,900	3.20
<b>PACs</b>				
Tan Chong @ Tan Chin Lok	181,400	0.14	-	-
Lim Keng Huat @ Lim Kian Hua	42,000	0.03	-	-
Fua Gua Song	68,000	0.05	-	-
Loh Wei Ling	12,000	0.01	<sup>(vi)</sup> 492,000	0.38
Wee Siyu Kee	12,000	0.01	-	-
Tan Chee Kiat	5,000	<sup>(vii)</sup> -	-	-

Notes:

- (i) Deemed interested by virtue of his shareholdings in LTKSB pursuant to Section 8(4) and Section 59(11)(c) of the Act for the LTKM Shares held by his children, Tan Yee Boon (including his shareholdings in YBJ Capital) and Tan Yee Siong.
- (ii) Deemed interested by virtue of her shareholdings in LTKSB pursuant to Section 8(4) and Section 59(11)(c) of the Act for the LTKM Shares held by her children, Tan Yee Boon (including his shareholdings in YBJ Capital) and Tan Yee Siong.
- (iii) Deemed interested by virtue of his shareholdings in YBJ Capital pursuant to Section 8(4) and Section 59(11)(c) of the Act.
- (iv) Deemed interested pursuant to Section 59(11)(c) of the Act for the LTKM Shares held by his spouse, Loh Wei Ling.
- (v) Deemed interested by virtue of her shareholdings in YBJ Capital pursuant to Section 8(4) and Section 59(11)(c) of the Act for the LTKM Shares held by her spouse, Tan Yee Boon.
- (vi) Deemed interested pursuant to Section 59(11)(c) of the Act for the LTKM Shares held by her spouse, Tan Yee Siong.
- (vii) Negligible.

Save as disclosed below, the Joint Offerors and the PACs do not hold any outstanding convertible securities:

<u>Name</u>	<u>Number of ESOS Options held</u>
<b>Joint Offerors</b>	
Datuk Tan Kok	60,000
Datin Lim Hooi Tin	60,000
Tan Yee Boon	40,000
Tan Yee Siong	40,000
Tan Chee Huey	40,000
<b>PACs</b>	
Loh Wei Ling	40,000

- (b) as the date of this Notice, the Joint Offerors and the PACs have not received any irrevocable undertaking from any Holder to accept the Offer;
- (c) as the date of this Notice, the Joint Offerors and the PACs have not entered into any option to acquire additional LTKM Shares; and
- (d) as the date of this Notice, there is no existing or proposed agreement, arrangement or understanding in relation to the LTKM Shares between the Joint Offerors or the PACs and any other Holder.

**9. JOINT OFFERORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Joint Offerors and they jointly and severally accept the full responsibility for the accuracy of the information contained in this Notice and confirm that, after making all reasonable enquiries that to the best of their knowledge and belief, there are no other facts not contained in this Notice, the omission of which would make any statement in this Notice false or misleading.

**10. PUBLIC RELEASE**

In accordance with the provisions of the Rules, copies of this Notice will be released to the press and forwarded to the SC and Bursa Securities for public release.

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We would be grateful if you could acknowledge receipt by signing and returning to us the duplicate of this Notice.

Yours faithfully,  
for and on behalf of  
**AMINVESTMENT BANK BERHAD**



**FOONG YEIN FUN**  
Senior Vice President  
Corporate Finance

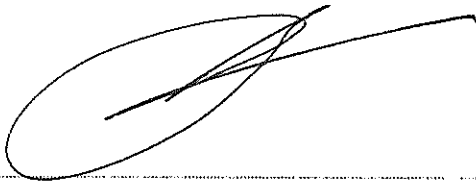


**CHOONG LEE SIM**  
Senior Vice President  
Corporate Finance

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To: **AmlInvestment Bank Berhad**

We, LTKM Berhad, hereby acknowledge receipt of the Notice of Conditional Voluntary Take-Over Offer dated 22 July 2019.



For and on behalf of the Board of Directors of  
**LTKM BERHAD**

**NG YIM KONG**

Name

**COMPANY SECRETARY**

Designation

**22.7.2019**

Date