



LKL INTERNATIONAL BERHAD

201501014673 (1140005-V)

(Incorporated in Malaysia)

To: All Shareholders of LKL International Berhad ("the Company")

ERRATA TO THE NOTICE OF EIGHTH ANNUAL GENERAL MEETING ("8TH AGM")

Reference is made to the Company's announcement made to Bursa Malaysia Securities Berhad ("Bursa Securities") on 27 April 2023 pertaining to the Notice of 8th AGM dated 28 April 2023.

We wish to inform that the following amendment highlighted in bold made to Ordinary Resolution 2 of the Notice of 8th AGM, shall by this Errata, be amended, corrected and taken as read instead of as announced to Bursa Securities on 27 April 2023 and issued to shareholders on 28 April 2023:-

NOTICE OF 8TH AGM

AS ORDINARY BUSINESS:

3.	To approve the payment of Directors' fees and benefits of up to RM400,000.00 for the period commencing from 1 January 2023 until the next Annual General Meeting of the Company ("AGM").	Ordinary Resolution 2
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Save for the abovementioned amendment, all other information in the Notice of 8th AGM remain valid and unchanged. A copy of the revised Notice of 8th AGM is enclosed herewith for your reference. The revised Notice is available at the Company's corporate website at <https://www.lklbeds.com>.

We sincerely apologise for any inconvenience caused.

For and on behalf of

LKL INTERNATIONAL BERHAD

TEA SOR HUA (MACS 01324) (SSM PC No. 201908001272)

WINNIE GOH KAH MUN (MAICSA 7068836) (SSM PC No. 202308000205)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

26 May 2023

Additional Notes for this Errata

- (i) The Proxy Form which was circulated together with the Notice on 28 April 2023 ("Original Proxy Form") is still valid. **NO** revised Proxy Form will be circulated for the abovementioned amendment.
- (ii) The member who has deposited the Original Proxy Form in the manner stated in the Notice within the required timeframe is deemed to have appointed and authorised his/her proxy under the Original Proxy Form to vote or abstain on the resolutions as the proxy deems fit.



LKL INTERNATIONAL BERHAD

201501014673 (1140005-V)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting (“8th AGM” or “Meeting”) of LKL INTERNATIONAL BERHAD (“LKL” or “the Company”) will be held on a fully virtual basis and entirely via remote participation and electronic voting via an online meeting platform at <https://rebrand.ly/LKL-AGM> operated by Mlabs Research Sdn. Bhd. from the Main Venue at the Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 31 May 2023 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses: -

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial period ended 31 December 2022 together with the reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of additional Directors’ fees and benefits of RM250,000.00 for the financial period ended 31 December 2022. *Ordinary Resolution 1*
3. To approve the payment of Directors’ fees and benefits of up to RM400,000.00 for the period commencing from **1 January 2023** until the next Annual General Meeting of the Company (“AGM”). *Ordinary Resolution 2*
4. To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company’s Constitution:
 - i. Datuk Chong Loong Men *Ordinary Resolution 3*
 - ii. Mr. Lim Ming Chang *Ordinary Resolution 4*
5. To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Ordinary Resolution 5*

AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

6. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”)** *Ordinary Resolution 6*

“THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time (“Mandate”) AND THAT the Directors be and also empowered to obtain the approval for the listing of

and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

7. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

Ordinary Resolution 7

"THAT, authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.3 of the Circular to Shareholders dated 28 April 2023 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Company and/or its subsidiaries ("Group") within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto

and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

8. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Special Resolution

"THAT the proposed amendments to the Constitution of the Company as set out in "Appendix A", be approved and adopted with immediate effect AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company."

9. To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC No. 201908001272)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

28 April 2023

Notes:

- a) *A member who is entitled to present, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.*
- b) *A proxy may, but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
- c) *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.*
- d) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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 of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.*
- f) *To be valid, the instrument appointing a proxy must be deposited at Poll Administrator's office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan or email to infosr@wscs.com.my not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting as the case may be.*
- g) *For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue the General Meeting Record of Depositors as at 24 May 2023. Only members whose names appear in the General Meeting Record of Depositors as at 24 May 2023 shall be regarded as members and entitled to attend, speak and vote at the Meeting.*
- h) *All resolutions as set out in the Notice of the Meeting will be put to vote by poll.*
- i) *The members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.*
- j) *Kindly check Bursa Securities' website and the Company's website at <https://www.lklbeds.com> for the latest updates on the status of the Meeting.*

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial period ended 31 December 2022

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda will not be put forward for voting.

2. Item 2 of the Agenda – Additional Directors’ Fees and Benefits

The shareholders had at the Seventh AGM held on 15 March 2022 (“7th AGM”) approved the Directors’ fees and benefits of up to RM250,000.00 for the financial year ended 30 September 2022. However, the proposed amount was insufficient due to the change of financial year of the Company. This resolution is to facilitate the payment of the shortfall of Directors’ fees and benefits of RM250,000.00 for the financial period ended 31 December 2022.

3. Item 3 of the Agenda – Directors’ Fees and Benefits

The estimated Directors’ fees and benefits were calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors’ fees and benefits for the period from 1 January 2023 until the next AGM of the Company to be held in the year 2024. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for such shortfall.

4. Item 4 of the Agenda – Re-election of Directors

Clause 85 of the Company’s Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, two (2) out of six (6) Directors of the Company are to retire pursuant to Clause 85 of the Company’s Constitution.

Datuk Chong Loong Men and Mr. Lim Ming Chang (“Retiring Directors”) who were appointed to the Board on 14 October 2020 and 16 November 2020 respectively, will retire and being eligible, have offered themselves for re-election at the 8th AGM pursuant to Clause 85 of the Company’s Constitution.

The Board has endorsed the Nomination Committee’s recommendation to seek for shareholders’ approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board’s effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors’ Profile on Pages 26 to 28 of the Company’s Annual Report 2022.

5. Item 6 of the Agenda - General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 6 proposed under item 6 of the Agenda, is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the mandate granted to the Directors at the last AGM held on 15 March 2022 which will lapse at the conclusion of the Meeting.

Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 6, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

6. Item 7 of the Agenda – Proposed New Shareholders' Mandate

The Ordinary Resolution 7 proposed under item 7 of the Agenda, if passed, will give the mandate for the Group to enter into recurrent related party transactions of a revenue and/or trading nature in accordance with Rule 10.09 of the Listing Requirements of Bursa Securities. This mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular to Shareholders dated 28 April 2023 for further information.

7. Item 8 of the Agenda – Proposed Amendments to the Constitution of the Company ("Proposed Amendments")

The Proposed Amendments are mainly to streamline the Constitution with the relevant regulatory requirements as well as to enhance administrative efficiency.

The Proposed Amendments shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.